

KARIANA RESOURCES INC.

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Vancouver, British Columbia, Canada V6E 3C9
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INFORMATION CIRCULAR

as at April 5, 2012
(except as otherwise indicated)

This Information Circular is furnished in connection with the solicitation of proxies by the management of Kariana Resources Inc. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on May 10, 2012 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 Kariana 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 directors and/or officers 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 persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders may submit a proxy using one of the following methods:

- (a) complete, date and sign the Proxy and return it to the Company's transfer agent, Olympia Trust Company ("Olympia"), Suite 1003 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T8; or
- (b) by fax at (604) 484-8638;
- (c) by email at proxy@olympiitrust.com; or
- (d) log on to Olympia's website at <https://secure.olympiitrust.com/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.

Whatever method a registered shareholder chooses to submit their proxy they must ensure that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof.

Beneficial Shareholders

The information in this section 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 the shareholder's broker or an agent of that broker (an "intermediary"). In Canada, the vast majority of such Common Shares are registered 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), and in the United States of America (the "United States" or the "U.S."), 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).

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

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

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

These securityholder materials are being sent to both registered and non-registered (beneficial) owners of the securities of the Company. If you are a beneficial 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 proxy form 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 Canada and in the United States. Broadridge mails a VIF in lieu of the 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), who is different from 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 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 the 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) 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 registered 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 Valiant Trust Company, or to the Company’s business office located at Suite 1980 – 1075 West Georgia Street, Vancouver, British Columbia, Canada, V6E 3C9, 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 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, the appointment of auditor 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 for the Meeting at the close of business on April 2, 2012 (the "Record Date") for the 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.

As of April 5, 2012, there were 12,025,000 Common Shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, and there are no cumulative or similar voting rights attached to the Common Shares.

As of April 5, 2012, there were 2,187,375 Common Shares held in escrow.

To the knowledge of the directors and executive officers of the Company, the only person or corporation that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common of the Company as at April 5, 2012 is:

Shareholder Name	Number of Common Shares Held	Percentage of Issued Common Shares
Christian Klingebiel	1,416,500 ⁽¹⁾	11.78%

Note:

1. The above information was supplied to the Company by the shareholder and from the insider report available at www.sedi.ca.

The following documents filed with the securities commissions or similar regulatory authority in the Canadian Provinces of British Columbia, Alberta and Ontario are specifically incorporated by reference into this information circular.

- The audited financial statements of the Company for the years ended December 31, 2011 and the period from incorporation on September 14, 2010 to December 31, 2010, together with the report of the auditor thereon and related management discussion and analysis, which were filed on SEDAR on April 5, 2012; and
- The Company's audit committee charter attached as Schedule "A" to the preliminary long form prospectus dated March 18, 2011 was filed on SEDAR on March 18, 2011.

Copies of documents incorporated herein by reference may be obtained by a Shareholder upon request without charge from the Company at Suite 1980 – 1075 West Georgia Street, Vancouver, British Columbia, V6E 3C9 telephone number: 604 688-9588. These documents are also available through the Internet on SEDAR, which can be accessed at www.sedar.com.

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.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended December 31, 2011 as prepared by Davidson & Company LLP, Chartered Accountants, the report of the auditor (Davidson & Company LLP) thereon and the related management discussion and analysis will be placed before the Meeting. Additional information may be obtained upon request from the Company at Suite 1980 – 1075 West Georgia Street, Vancouver, British Columbia, V6E 3C9, telephone number: 604 688-9588 or fax number 778 329-9361. These documents and additional information are also available through the internet on www.sedar.com.

ELECTION OF DIRECTORS

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 *Business Corporations Act* (British Columbia) (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 six (6) nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment (including for the five preceding years for new director nominees), the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date of this Information Circular.

Name of Nominee; Current Position with the Company and Province and Country of Residence	Occupation, Business or Employment⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled⁽¹⁾
Lawrence Dick ⁽²⁾ Director British Columbia, Canada	Self-employed geological consultant. Chief Executive Officer and Director of Confederation Minerals Ltd. From November 2006 to present.	September 14, 2010	500,000
Joel Dumaresq Chief Executive Officer and Director British Columbia, Canada	Co-founder and partner of Matrix Partners Inc., a Canadian private-equity and merchant banking group.	February 28, 2012	500,000
Christian Klingebiel Director Zug, Switzerland	Founder and Managing Director of Milestone Media AG from June 2007 to present; Managing director of wallstreet: online AG from April 2005 to May 2007.	September 14, 2010	1,416,500
Bastian Stein Director Uetikon am See, Switzerland	Director of BS&C AG from June 2007 to present; Owner of wallstreet: online AG from December 2001 to June 2007.	September 14, 2010	750,000

Name of Nominee; Current Position with the Company and Province and Country of Residence	Occupation, Business or Employment⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled⁽¹⁾
David Velisek ⁽²⁾ Director British Columbia, Canada	Manager, Corporate Development at Baron Global Financial Canada Ltd. from 2009 to present; Equities Trader and Investment Advisor at Bolder Investment Partners, Ltd. from 2006 to 2008.	September 14, 2010	10,000
Herrick Lau ⁽²⁾ Director and Former Chief Executive Officer British Columbia, Canada	Managing Director of Baron Global Financial Canada Ltd. from August 2007 to present; Vice President, Corporate Finance of Global Maxfin Capital Inc. from March 2007 to August 2007.	September 14, 2010	250,000

Notes:

1. The information as to principal occupation, business or employment and 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. Common Shares beneficially owned, are voting securities beneficially owned, directly or indirectly, or over which the director nominee exercises control or direction.
2. Member of Audit Committee.
3. Lawrence Dick holds options to purchase 100,000 common shares of the Company at an exercise price of \$0.20, expiring on August 15, 2021.
4. Joel Dumaresq holds options to purchase 350,000 common shares of the Company at an exercise price of \$0.195, expiring on February 28, 2017, pursuant to a consulting agreement between Mr. Dumaresq and the Company.
5. Christian Klingebiel holds options to purchase 100,000 common shares of the Company at an exercise price of \$0.20, expiring on August 15, 2021.
6. Bastian Stein holds options to purchase 100,000 common shares of the Company at an exercise price of \$0.20, expiring on August 15, 2021.
7. David Velisek holds options to purchase 100,000 common shares of the Company at an exercise price of \$0.20, expiring on August 15, 2021.
8. Herrick Lau holds options to purchase 100,000 common shares of the Company at an exercise price of \$0.20, expiring on August 15, 2021.

New Director

Joel Dumaresq

Mr. Dumaresq is the co-founder and partner of Matrix Partners Inc., a Canadian private-equity and merchant banking group. Mr. Dumaresq was President of Greenwater Forest Products, a B.C. based forest products company, and worked in investment banking and financial services with RBC Dominion Securities from 1985 to 1995. Mr. Dumaresq was the former Chairman of the Board of Paramount Pallet, an independent pallet rental and repair business in Canada.

Management does not contemplate that any of the nominees will be unable to serve as a director. However, if a nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. **The persons named in the enclosed form of proxy intend to vote for the election of all of the nominees whose names are set forth above.**

THE BOARD UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE “FOR” THE ELECTION OF THE ABOVE NOMINEES AS DIRECTORS.

APPOINTMENT OF AUDITOR

Davidson & Company LLP, Chartered Accountants, Suite 1200, 609 Granville Street, Vancouver, British Columbia, will be nominated at the Meeting for reappointment as auditor of the Company. Davidson & Company LLP, Chartered Accountants, was first appointed auditor upon incorporation of the Company on September 14, 2010.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the reappointment of the firm of Davidson & Company LLP, Chartered Accountants, as auditor of the Company until the close of the next annual meeting of shareholders.

THE BOARD UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE “FOR” THE APPOINTMENT OF DAVIDSON & COMPANY LLP AS AUDITOR.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators (“NI 52-110”), the Company is required to have an Audit Committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company, and the Company is required to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor. Such disclosure is set forth below:

Audit Committee Charter

The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities by reviewing the financial information, which will be provided to the shareholders and the public, the systems of corporate controls, which management and the Board have established, and overseeing the audit process. It has general responsibility to oversee internal controls, accounting and auditing activities and legal compliance of the Company. The Committee also is mandated to review and approve all material related party transactions. A copy of the Audit Committee Charter was filed on SEDAR as Schedule “A” to the Company’s preliminary long form prospectus dated March 18, 2011 was filed on SEDAR on March 18, 2011.

Composition of the Audit Committee

Effective January 6, 2011, the following persons were named members of the Company’s Audit Committee: Herrick Lau (Chair), Lawrence Dick and David Velisek. All members of the Audit Committee are considered to be financially literate. Lawrence Dick and David Velisek are independent members of the Audit Committee. Herrick Lau is not independent as Mr. Lau is the former Chief Executive Officer (“CEO”) of the Company and Managing Director of Baron Global Financial Canada Ltd. (“Baron”), a company providing management and financial services to the Company.

For the year ended December 31, 2011, the Audit Committee was not compliant with respect to its member composition of independent directors. The Company had very limited operations which the Board felt were suitably addressed by the members. The Company intends to continue to pursue its growth strategy through acquisitions and intends to appoint directors during the course of the year in order to satisfy independence requirements with a view to becoming compliant as operations expand.

Relevant Education and Experience

Each member of the Audit Committee has:

- 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;
- 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 breadth and complexity of issues that can be reasonably expected to be raised by the issuer’s financial statements, or experience actively supervising individuals engaged in such activities; and

- 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 made to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

The Company's auditor, Davidson & Company LLP, has not provided any material non-audit services.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees (By Category)

Fees incurred with the Company's Auditor for audit and non-audit services in the Company's last two fiscal years are outlined in the following table:

	Fees Paid to Auditor in Fiscal Year Ended December 31, 2011.	Fees Paid to Auditor for the Period from September 14, 2010 (Inception) to December 31, 2010.
Audit Fees ⁽¹⁾	\$14,280	Nil
Audit-related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	\$1,750	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
Total	\$16,030	Nil

Notes:

1. "Audit Fees" include fees necessary to perform the annual audit of the Company's consolidated financial statements and also fees incurred in relation to the performance of quarterly reviews. 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

The Company is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its audit committee and in respect of its reporting obligations under NI 52-110 for the year ended December 31, 2011. This exemption exempts a "venture issuer" from the requirement to have 100% of the members of its audit committee independent, as would otherwise be required by NI 52-110.

CORPORATE GOVERNANCE

General

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders of the Company. Corporate governance also takes into account the role of the individual members of management appointed by the Board who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Board of Directors

The Board is currently composed of six (6) directors. Lawrence Dick, Christian Klingebiel, Bastian Stein and David Velisek are independent directors (as that term is defined in NI 52-110). Herrick Lau and Joel Dumaresq are non-independent directors as Mr. Lau is the former CEO of the Company and the Managing Director of Baron. Joel Dumaresq is the CEO of the Company.

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

Directorships

The following table sets forth the directors of the Company who currently hold directorships in other reporting issuers:

Name of Director	Other Issuer	Trading market
Lawrence Dick	Cassius Ventures Ltd.	TSXV
	Confederation Minerals Ltd.	TSXV
	Golden Fame Resources Corp.	TSXV
	Timmins Gold Corp.	TSX
	United Silver Corp.	TSX
Herrick Lau	Capella Resources Ltd.	TSXV
	Delon Resources Corp.	CNSX
	ICN Resources Ltd.	TSXV
	Jayden Resources Inc.	TSX
	Novo Resources Corp.	CNSX
	Titan Goldworx Resources Inc.	CNSX
	Vida Ventures Ltd.	TSXV
David Velisek	Delon Resources Corp.	CNSX
	Novo Resources Corp.	CNSX

Orientation and Continuing Education

In order to orient new directors, the Board briefs all new directors with the policies of the Board, and other relevant corporate and business information.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Further, the Company's auditor has full and unrestricted access to the Audit Committee at all times

to discuss the audit of the Company's financial statements and any related findings as to the integrity of the financial reporting process.

Under applicable corporate legislation, a director is required to act honestly and in good faith with a view to the best interest of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction is a director or officer (or an individual acting in a similar capacity) of a party to the contract or voting on the contract or transaction, unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Nomination of Directors

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Board as a whole conducts reviews with regard to the directors' and the CEO's compensation once a year. To make its recommendation on directors' and the CEO's compensation, the Board takes into account the types of compensation and the amounts paid to directors and the CEO of comparable publicly traded Canadian companies. Members of the Board do not currently receive any remuneration for acting in such capacity.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees of the Board.

EXECUTIVE COMPENSATION

In this section "Named Executive Officer" ("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 fiscal year end.

The Company had two NEOs during the financial year ended December 31, 2011, namely, Herrick Lau, former CEO, and Denise Lok, CFO. Herrick Lau resigned as CEO of the Company on February 28, 2012 and continued to act as a director of the Company.

Compensation Discussion and Analysis

As the Company does not have a compensation committee, the Board has the responsibility to administer compensation policies related to executive management.

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives balanced with a pay-for-performance philosophy. Compensation for this fiscal year and prior fiscal years is based upon a negotiated salary, with option-based awards and bonuses potentially being issued and paid as an incentive for performance.

Compensation Review Process

The Board is responsible for the compensation policies and guidelines for the Company and for implementing and overseeing compensation policies.

The Board reviews on an annual basis the cash compensation, performance and overall compensation package of each executive officer, including the NEOs. The Board makes decisions with respect to basic salary and participation in share compensation arrangements for each executive officer. In considering executive officers other than the CEO, the Board shall take into account the recommendation of the CEO.

The Company does not have a formal compensation program with set benchmarks, however, the Company does have a compensation program which seeks to reward an executive officer's current and future expected performance. Individual performance in connection with the achievement of corporate milestones and objectives is also reviewed for all executive officers.

Elements of Executive Compensation Program

The Company's compensation program consists of the following elements:

- (a) base salary or consulting fees;
- (b) bonus payments; and
- (c) equity participation through the Company's stock option plan.

Base Salary or Consulting Fees

Base salary ranges for the executive officers were initially determined upon a review of companies within the mining industry, which were of the same size as the Company, at the same stage of development as the Company and considered comparable to the Company.

In determining the base salary of an executive officer, the Board considers the following factors:

- (a) the particular responsibilities related to the position;
- (b) salaries paid by other companies in the mining industry which were similar in size as the Company;
- (c) the experience level of the executive officer;
- (d) the amount of time and commitment which the executive officer devotes to the Company; and
- (e) the executive officer's overall performance and performance in relation to the achievement of corporate milestones and objectives.

Bonus Payments

Each of the executive officers, as well as all employees, is eligible for an annual bonus, payable in cash or through stock-based compensation. The amount paid is based on the Board's assessment of the Company's performance for the year. Factors considered in determining bonus amounts include individual performance, financial criteria (such as cash flow and share price performance) and operational criteria (such as significant mineral property acquisitions, resource growth and the attainment of corporate milestones).

The Company did not award any bonuses during the financial year ended December 31, 2011.

Equity Participation

Equity participation is accomplished through the Company's stock option plan.

Actions, Decisions or Policies Made After December 31, 2011

Joel Dumaresq was appointed as a director and CEO of the Company on February 28, 2012. Mr. Dumaresq entered into a consulting agreement with the Company dated February 28, 2012, whereby, Mr. Dumaresq will receive a consulting fee of \$7,500 per month (plus applicable taxes), 500,000 Common Shares of the Company as a signing bonus, and options to purchase 350,000 Common Shares of the Company at an exercise price of \$0.195, expiring on February 28, 2017.

Other than as disclosed herein, there have been no actions, decisions or policies have been made since December 31, 2011 that could affect a reader's understanding of NEO compensation.

Option-based Awards

The Board is responsible for administering compensation policies related to the Company's executive management, including with respect to option-based awards.

The Board approved a stock option plan dated April 21, 2011 (the "2011 Plan") pursuant to which the Board can grant stock options to directors, officers, employees, management and others who provide services to the Company. The 2011 Plan provides compensation to participants and an additional incentive to work toward long-term Company performance.

The 2011 Plan was implemented to grant stock options in consideration of the level of responsibility as well as optionee impact and/or contribution to the longer-term operating performance of the Company. In determining the number of share options to be granted, the Company's Board takes into account the number of stock options, if any, previously granted, and the exercise price of any outstanding stock options to ensure that such grants are in accordance with the policies of the CNSX, and closely align the interests of the executive officers with the interests of the Company's shareholders.

Summary Compensation Table For Financial Year Ending December 31, 2011

The compensation paid to the NEO during the Company's three most recently completed financial years ended December 31st is as set out below and expressed in Canadian dollars unless otherwise noted:

Name and principal position	Year	Salary (\$) ⁽¹⁾	Share-based awards (\$) ⁽²⁾	Option-based awards (\$) ⁽²⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$) ⁽³⁾
					Annual incentive plans	Long-term incentive plans			
Denise Lok ⁽⁴⁾ CFO and Corporate Secretary	2011	Nil	Nil	57,669	Nil	Nil	Nil	60,000	117,669
	2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2009	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Herrick Lau ⁽⁵⁾ Director and Former CEO	2011	Nil	Nil	14,881	Nil	Nil	Nil	Nil	14,881
	2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2009	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- Includes the dollar value of cash and non-cash base salary earned during a financial year covered.
- The value of the option based award was determined using the Black-Scholes option-pricing model.
- These amounts include all amounts set out in table from for each NEO.
- Denise Lok was appointed as CFO and Corporate Secretary of the Company on September 14, 2010.
- The compensation was paid to Baron pursuant to the consulting agreement between Baron and the Company. The Company entered into a consulting agreement with Baron on September 1, 2011 to retain Denise Lok to provide services to the Company and act as its CFO. Ms. Lok is a Senior Manager, Corporate Finance of Baron. The term of agreement was 12 months and the

Company was charged \$15,000 cash fee plus applicable taxes per month for the advisory services provided. For the year ended December 31, 2011, the Company paid Baron consulting fees of \$60,000.

The Company granted 230,000 stock options to Ms. Lok on September 1, 2011 at an exercise price per option of \$0.25, expiring September 1, 2016, and 100,000 stock options on August 15, 2011 at an exercise price per option of \$0.20, expiring August 15, 2021.

6. Herrick Lau was appointed as a Director on September 14, 2010 and as the CEO on February 4, 2011. Mr. Lau resigned as the CEO of the Company on February 28, 2012. He continued to act as a Director of the Company. Mr. Lau is the Managing Director of Baron.

The Company granted 100,000 stock options to Mr. Lau on August 15, 2011 at an exercise price per option of \$0.20, expiring August 15, 2021.

Incentive Plan Awards

Outstanding Share-based Awards and Option-based Awards

No share-based awards were granted to the NEOs of the Company. The following table sets out all option-based awards outstanding under the Company's stock option plan as at December 31, 2011, for each NEO:

Option-based Awards				
Name	Number of securities underlying unexercised options ⁽¹⁾ (#)	Option exercise price (\$)	Option expiration date (M/D/Y)	Value of unexercised in-the-money options ⁽²⁾ (\$)
Denise Lok ⁽³⁾ CFO and Corporate Secretary	100,000	\$0.20	August 15, 2021	Nil
Herrick Lau Director and Former CEO ⁽³⁾	100,000	\$0.20	August 15, 2021	Nil

Notes:

- These stock options are fully vested.
- Value is calculated by multiplying the number of securities which may be acquired on exercise of the option by the difference, if any, between the market value of the securities underlying the options as at the closing price on the date of the current financial year end, or, if no trades on date of the current financial year end, closing price on the previous trading day. The last closing price of the Company's shares was \$0.11 on December 28, 2011.
- Mr. Lau resigned as the CEO of the company on February 28, 2012. He continued to act as a Director of the Company.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out all incentive plan (value vested or earned) options during the year ended December 31, 2011, for each NEO:

Name	Option-based awards – Value vested during the year (⁽¹⁾ \$)	Share-based awards – Value vested during the year (⁽²⁾ \$)	Non-equity incentive plan compensation – Value earned during the year (⁽³⁾ \$)
Denise Lok CFO and Corporate Secretary	Options granted do not have a vesting schedule.	Nil	Nil
Herrick Lau former CEO	Options granted do not have a vesting schedule.	Nil	Nil

Notes:

- Value vested is calculated as the dollar value that would have been realized had the option been exercised on the date it was vested less the related exercise price multiplied by the number of vesting shares.
- This amount is the dollar value realized calculated by multiplying the number of shares or units by the market value of the underlying shares on the vesting date.

Pension Plan Benefits

The Company does not have a pension plan or deferred compensation plan for its directors, officers or employees.

Termination and Change of Control Benefits

Other than set out below, there are no compensatory plan(s) or arrangements(s), with respect to any of the NEOs resulting from the resignation, retirement or any other termination of employment of the officer's employment or from a change of the NEOs responsibilities following a change of control.

Compensation of Directors

Except as disclosed in this Information Circular, there are no arrangements under which directors were compensated by the Company and its subsidiaries during the most recently completed financial year for their services in their capacity as consultants.

The compensation provided to directors, excluding a director who is included in disclosure for an NEO, for the Company's most recently completed financial year of December 31, 2011 is:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$) ⁽¹⁾
Lawrence Dick ⁽²⁾	Nil	Nil	14,881	Nil	Nil	Nil	14,881
Christian Klingebiel ⁽³⁾	Nil	Nil	14,881	Nil	Nil	Nil	14,881
Bastian Stein ⁽⁴⁾	Nil	Nil	14,881	Nil	Nil	Nil	14,881
David Velisek ⁽⁵⁾	Nil	Nil	14,881	Nil	Nil	Nil	14,881

Notes:

- Amount is based on the grant date fair value of the award for the covered financial year using the Black- Scholes pricing model.
- During the financial year ended December 31, 2011, the Company granted 100,000 stock options to Mr. Dick on August 15, 2011, at an exercise price per option of \$0.20, expiring August 15, 2021.
- During the financial year ended December 31, 2011, the Company granted 100,000 stock options to Mr. Klingebiel on August 15, 2011, at an exercise price per option of \$0.20, expiring August 15, 2021.
- During the financial year ended December 31, 2011, the Company granted 100,000 stock options to Mr. Stein on August 15, 2011, at an exercise price per option of \$0.20, expiring August 15, 2021.
- During the financial year ended December 31, 2011, the Company granted 100,000 stock options to Mr. Velisek on August 15, 2011, at an exercise price per option of \$0.20, expiring August 15, 2021.

Outstanding share-based awards and option-based awards

No share-based awards were granted to the directors of the Company. The following table sets out all option-based awards outstanding as at December 31, 2011, for each director, excluding a director who is already set out in disclosure for an NEO for the Company:

Option-based Awards				
Name	Number of securities underlying unexercised options (#) ⁽¹⁾⁽²⁾	Option exercise price (\$)	Option expiration date (M/D/Y)	Value of unexercised in-the-money options (\$)
Lawrence Dick ⁽³⁾	100,000	\$0.20	August 15, 2021	Nil
Christian Klingebiel ⁽⁴⁾	100,000	\$0.20	August 15, 2021	Nil
Bastian Stein ⁽⁵⁾	100,000	\$0.20	August 15, 2021	Nil
David Velisek ⁽⁶⁾	100,000	\$0.20	August 15, 2021	Nil

Notes:

- These stock options are fully vested.
- Amount is based on the grant date fair value of the award for the covered financial year using the Black-Scholes pricing model.

Incentive Plan Awards – Value Vested or Earned During the Year By Directors

There was no value vested or earned on any incentive plan options during the year ended December 31, 2011 by the directors.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has a “rolling” stock option plan dated April 21, 2011 above described as the 2011 Plan. Pursuant to the 2011 Plan, the Company can grant options up to a maximum of 10% of the Company’s issued and outstanding share capital.

At the date of this Information Circular, a total of 1,180,000 stock options have been granted under the Plan.

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

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by security holders (the Plan)	830,000	\$0.21	322,500
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	830,000	\$0.21	322,500

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 December 31, 2011, or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Within the Company’s financial year ending December 31, 2011 the amount of \$61,655 was paid to Baron for consulting fees. Other than as set forth in this information circular, no informed person, director or executive officer of the Company, at any time since the beginning of the Company's most recently completed financial year, no proposed nominee for election as a director of the Company and no associate or affiliate of any of such persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, except for any interest arising from the ownership of shares of the Company where the shareholder will receive no extra or special benefit or advantage not shared on a pro-rata basis by all holders of shares in the capital of the Company.

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 senior officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Election of Directors – See heading “*Election of Directors*” above.
2. Appointment of Auditor – See heading “*Appointment of Auditor*” above.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found in the Company's audited comparative financial statements for the financial year ended December 31, 2011 and the accompanying auditor's report and related management discussion and analysis, and additional copies of this Information may be obtained from SEDAR at www.sedar.com and upon request from the Company at Suite 1980 – 1075 West Georgia Street, Vancouver, British Columbia, V6E 3C9, telephone number: 604 688-9588 or fax number 778 329-9361. Copies of documents will be provided free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document.

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 matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

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

DATED at Vancouver, British Columbia April 10, 2012.

BY ORDER OF THE BOARD

“Joel Dumaresq”

Joel Dumaresq
Chief Executive Officer and Director