

BRAVURA VENTURES CORP.

2012

ANNUAL

MEETING

Notice of Annual Meeting of Shareholders

Information Circular

Place:

Suite 3350, 1055 Dunsmuir Street
Vancouver, British Columbia

Time:

10:00 a.m. (Vancouver time)

Date:

Friday, February 3, 2012

BRAVURA VENTURES CORP.

CORPORATE DATA

Head Office

200 - 551 Howe Street
Vancouver, British Columbia
V6C 2C2

Board of Directors

Jerry Minni
Quinn Field-Dyte
Vicente Herrera
Mike Petrina
Marc LeBlanc
Brook Bellian

Officers

Ernesto Duran, Chief Executive Officer and Interim President
Jerry Minni, Chief Financial Officer
Quinn Field-Dyte, Corporate Secretary

Auditor

Manning Elliott, LLP, Chartered Accountants
1050 West Pender Street
Vancouver, British Columbia V6E 3S7

Legal Counsel

Axium Law Corporation
Suite 3350, Four Bentall Centre
1055 Dunsmuir Street
Vancouver, British Columbia V7X 1L2

Registrar and Transfer Agent

Computershare Investor Services Inc.
2nd Floor, 510 Burrard Street
Vancouver, British Columbia V6C 3B9

Stock Exchange Listing

TSX Venture Exchange
Symbol "BVQ"

BRAVURA VENTURES CORP.

**200 – 551 Howe Street
Vancouver, British Columbia V6C 2C2
Telephone: 604-683-8610
Fax: 604-683-4499**

INFORMATION CIRCULAR

(containing information as at January 4, 2012 unless otherwise noted)

PERSONS MAKING THE SOLICITATION

This Information Circular is furnished in connection with the solicitation of proxies being made by the management of Bravura Ventures Corp. (the "Corporation") for use at the Annual Meeting of the Corporation's shareholders (the "Meeting") to be held on Friday, February 3, 2012 at the time and place and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Corporation.

All costs of this solicitation will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

The individuals named in the accompanying form of proxy are directors or officers of the Corporation. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR THE SHAREHOLDER AND ON THE SHAREHOLDER'S BEHALF AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND STRIKING OUT THE TWO PRINTED NAMES, OR BY COMPLETING ANOTHER FORM OF PROXY.**

To be valid, a proxy must be dated and signed by the shareholder or by the shareholder's attorney authorized in writing. In the case of a corporation, the proxy must be signed by a duly authorized officer of or an attorney for the corporation.

The completed proxy, together with the power of attorney or other authority, if any, under which the proxy was signed or a notarially certified copy of the power of attorney or other authority, must be delivered to Computershare Investor Services Inc., of 9th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1 at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time that the Meeting, or any adjournment thereof, or with the Chairman of the Meeting prior to the commencement of the Meeting.

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing or, if the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the registered office of the Corporation, at Suite 3350, 1055 Dunsmuir Street, Vancouver, British Columbia, V7X 1L2, at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

ADVICE TO BENEFICIAL SHAREHOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shareholders who do not hold their shares in their own name (referred to herein as "Beneficial Shareholders") are advised that only proxies from shareholders of record can be recognized and voted at the Meeting. Beneficial Shareholders who complete and return an instrument of proxy must indicate thereon the person (usually a brokerage house) who holds their shares as a registered Shareholder. Every intermediary (broker) has its own mailing procedure, and provides its own return instructions, which should be carefully followed. The instrument of proxy supplied to Beneficial Shareholders is identical to that provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder how to vote on behalf of the Beneficial Shareholder.

If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those shares will not be registered in such shareholder's name on the records of the Corporation. Such shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which company acts as nominee and custodian for many Canadian brokerage firms). Common shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting shares for their clients. The directors and officers of the Corporation do not know for whose benefit the common shares registered in the name of CDS & Co. are held.

In accordance with National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice of Meeting, this Information Circular and the proxy to the clearing agencies and intermediaries for onward distribution to non-registered shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings unless the Beneficial Shareholders have waived the right to receive Meeting materials. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Corporation to the registered shareholders. However, its purpose is limited to instructing the registered shareholder how to vote on behalf of the Beneficial Shareholder should a non-registered shareholder receiving such a form wish to vote at the Meeting, the non-registered shareholder should strike out the names of the management proxyholders named in the form and insert the non-registered shareholder's name in the blank provided. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge"). Broadridge typically applies a special sticker to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the proxy forms to Broadridge. 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. **A Beneficial Shareholder receiving a proxy with a Broadridge sticker on it cannot use that proxy to vote common shares directly at the Meeting - the proxy must be returned to Broadridge well in advance of the Meeting in order to have the common shares voted.** All references to shareholders in this Information Circular and the accompanying form of proxy and Notice of Meeting are to shareholders of record unless specifically stated otherwise.

EXERCISE OF DISCRETION

If the instructions in a proxy are certain, the shares represented thereby will be voted on any poll by the persons named in the proxy and, where a choice with respect to any matter to be acted upon has been specified in the proxy, the shares represented thereby will, on a poll, be voted or withheld from voting in accordance with the specifications so made.

Where no choice has been specified by the shareholder, such shares will, on a poll, be voted in accordance with the notes to the form of proxy.

The enclosed form of proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed proxyholders thereunder to vote with respect to any amendments or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the time of the printing of this Information Circular, the management of the Corporation knows of no such amendment, variation or other matter which may be presented to the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the date hereof, the Corporation has issued and outstanding 10,868,751 fully paid and non-assessable common shares without par value, each share carrying the right to one vote.

Any shareholder of record at the close of business on January 4, 2012 who either personally attends the Meeting or who has completed and delivered a proxy in the manner, subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

The Articles of the Corporation provide that a quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the Meeting.

To the best of the knowledge of the directors and executive officers of the Corporation, there are no persons who, beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation.

ELECTION OF DIRECTORS

The Board of Directors (the "Board") of the Corporation presently consists of six (6) directors and it is intended to determine the number of directors at six (6) and to elect six (6) directors for the ensuing year.

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next Annual General Meeting of the Corporation or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Corporation or within the provisions of the *Business Corporations Act* (British Columbia).

The following table sets out the names of the proposed nominees for election as directors, the country in which each is ordinarily resident, all offices of the Corporation now held by each of them, if any, their principal occupations, or employments during the past five years if such nominee is not presently an elected director, the period of time each has been a director of the Corporation, and the number of common shares of the Corporation beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof.

Name, Province or State, Country of Residence, Position(s) with Corporation⁽¹⁾	Principal Occupation for Last Five Years⁽¹⁾	Date(s) Served as a Director	Common Shares Held⁽¹⁾
Jerry Minni⁽²⁾ British Columbia, Canada <i>Chief Financial Officer and Director</i>	Chief Executive Officer of Mcorp Investment Group since 1992; a Certified General Accountant since 1988.	June 20, 2011	Nil

Name, Province or State, Country of Residence, Position(s) with Corporation⁽¹⁾	Principal Occupation for Last Five Years⁽¹⁾	Date(s) Served as a Director	Common Shares Held⁽¹⁾
Quinn Field-Dyte British Columbia, Canada <i>Corporate Secretary and Director</i>	Director and Corporate Secretary of the Issuer since August 2010; Investor Relations Consultant, Minegate Resources Capital Group, February 2010 to June 2010; Quality Assurance, Embassy Interactive Inc. from April 2009 to January 2010; Quality Assurance and Associate Production and Design, Embassy Visual Effects from February 2007 to March 2009; Assistant Foreman, LMS Reinforcing Steel Group from September 2006 to December 2006.	August 6, 2010	400,001
Vicente Herrera⁽²⁾ British Columbia, Canada <i>Director</i>	President and Chief Executive Officer of Canmex Business Consultants Ltd. since June 2007; Store Manager, Saan Stores Ltd. from November 2006 to June 2007; President and CEO, Multinational Broker Corporation, S.A. de C. V. from January 2000 to September 2006.	August 6, 2010	1,347,500
Mike Petrina British Columbia, Canada <i>Director</i>	Vice President Operations for MAG Silver Corp. since September 2010; Consulting Mining Engineer of Candente Resource Corp. from February 2010 to September 2010; Consulting Mining Engineer of Harmony Gold Corp. from February 2010 to September 2010; Consulting Mining Engineer of Argentex Mining Corporation from July 2010 to September 2010; Vice President, Mining of Hawthorne Gold Corp. from July 2009 to March 2010; Vice President, Operations of Adriana Resources Ltd. from June 2008 to June 2009; General Manager, Operations of Adanac Molybdenum Corporation from February 2007 to May 2008; Consulting Mining Engineer of Belcourt-Saxon Coal Joint Venture from January 2006 to January 2007.	December 8, 2011	Nil
Marc LeBlanc⁽²⁾ British Columbia, Canada <i>Director</i>	Vice President Corporate Development and Corporate Secretary of Mercator Minerals Ltd. since January 2005.	December 21, 2010	150,000
Brook Bellian British Columbia, Canada <i>Director</i>	Corporate Communications for Lincoln Mining since February 2010; Corporate Communications for Alix Resources Ltd. from May 2005 to February 2010; Corporate Communications for Habanero Resources Inc. from April 2003 to May 2005.	August 6, 2010	Nil

(1) The information as to country of residence, principal occupation and number of shares beneficially owned by the nominees (directly or indirectly or over which control or direction is exercised) is not within the knowledge of the management of the Corporation and has been furnished by the respective nominees.

(2) Member of the Corporation's Audit Committee.

The Board does not contemplate that any of its nominees will be unable to serve as a director. If any vacancies occur in the slate of nominees listed above before the Meeting, then the proxyholders named in the accompanying form of proxy intend to exercise discretionary authority to vote the shares represented by proxy for the election of any other persons as directors.

No proposed director of the Corporation is, as at the date of this Information Circular, or was within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any Corporation (including the Corporation), that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant Corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued while the director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant Corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after the director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No proposed director or executive officer of the Corporation:

- (a) is, as at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any Corporation (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within 10 years before the date of this 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 director, executive officer or shareholder.

No proposed director of the Corporation has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a director.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The following discussion and analysis covers the compensation paid to the individuals who served as Chief Executive Officer and Chief Financial Officer of the Company during the financial period from August 6, 2010 (the date of incorporation) to January 31, 2011 and each other individual who was an executive officer of the Company at the end of the financial from August 6, 2010 (the date of incorporation) to January 31, 2011 and whose total compensation exceeded \$150,000 (each such person a "Named Executive Officer"). The Board assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of the

Corporation. As part of its mandate, the Board determines the type and amount of compensation for the President and Chief Executive Officer and other executive officers.

Philosophy and Objectives

The compensation program for the senior management of the Corporation is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning the interests of the executive officers with those of the Corporation's shareholders.

In compensating its senior management, the Corporation has employed a combination of base salary, bonus compensation and equity participation through its stock option plan.

Base Salary

In the Board's view, paying base salaries which are competitive in the markets in which the Corporation operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on companies in the mining industry is compiled from a variety of sources, including reviewing surveys conducted by independent consultants and national and international publications.

Bonus Incentive Compensation

The Board approves executive bonus compensation dependent upon compensation levels based on the recommendations of the Chief Executive Officer.

Equity Participation

The Corporation believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Corporation's stock option plan. Stock options are granted to senior management and employees taking into account a number of factors, including, base salary and bonuses and competitive factors. Vesting terms of options are determined by the Board and are in accordance with the Stock Option Plan and the TSX Venture Exchange ("TSXV") regulations.

The stock option component of executive officers' compensation is intended to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation to acquire shares, thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs. Grants under the Corporation's Stock Option Plan are intended to provide long term awards linked directly to the market value performance of the Corporation's shares. The Board reviews management's recommendations for the granting of stock options to management, directors, officers and other employees and consultants of the Corporation and its subsidiaries. Stock options are granted according to the specific level of responsibility of the particular executive. The number of outstanding options is also considered by the Board of Directors when determining the number of options to be granted in any particular year due to the limited number of options which are available for grant under the Corporation's Stock Option Plan.

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

Given the current size of the Corporation, the compensation of management, employees and consultants of the Corporation is recommended by management of the Corporation to the Board of Directors for approval based on industry standards. The Board of Directors reviews the terms of the proposed compensation and either approves the

compensation or revises the proposed compensation as they deem appropriate. The amount of compensation paid to management, employees and consultants of the Corporation is based upon the financial situation of the Corporation, and the economic climate.

Compensation for the most recently completed financial year should not be considered an indicator of expected compensation levels in future periods. All compensation is subject to and dependant on the Corporation's financial resources and prospects.

Summary Compensation Table

Set out below are particulars of compensation paid to the following persons (the "Named Executive Officers"):

- (a) the Corporation's chief executive officer ("CEO");
- (b) the Corporation's chief financial officer ("CFO");
- (c) each of the Corporation's 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, as determined in accordance with subsection 1.3(6) of Form 51-102F6 Statement of Executive Compensation, for that financial year; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

During the financial period from August 6, 2010 (the date of incorporation) to January 31, 2011, the Corporation had two Named Executive Officers, being Jerry Minni, CFO and Brook Bellian, President and CEO.

The following table is a summary of compensation paid to the Named Executive Officers for the Corporation's financial period from August 6, 2010 (the date of incorporation) to January 31, 2011:

					Non-equity incentive plan compensation (\$)				
Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Share-based Awards (\$) (d)	Option-based Awards (\$) (e)	Annual incentive plans (f1)	Long-term incentive plans (f2)	Pension Value (\$) (g)	All other compensation (\$) (h)	Total Compensation (\$) (i)
JERRY MINNI CFO	2011	N/A	N/A	N/A	N/A	N/A	N/A	\$6,405 ⁽¹⁾	\$6,405
BROOK BELLIAN ⁽²⁾ President and CEO	2011	\$4,150	N/A	N/A	N/A	N/A	N/A	Nil	\$4,150

(1) Consulting and accounting fees paid to J.A. Minni & Associates Inc., a private company controlled by Mr. Minni.

(2) Mr. Bellian resigned as President and CEO on December 8, 2011 and Mr. Ernesto Duran was appointed CEO and Interim President on December 8, 2011.

Incentive Plan Awards

Outstanding share-based awards and option-based awards

The following table sets out the outstanding share-based awards and option-based awards held by the Named Executive Officers during the financial period from August 6, 2010 (the date of incorporation) to January 31, 2011:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#) (b)	Option exercise price (\$) (c)	Option expiration date (d)	Value of unexercised in-the-money options (\$) (e)	Number of shares or units of share that have not vested (#) (f)	Market or payout value of share-based awards that have not vested (\$) (g)
JERRY MINNI CFO	N/A	N/A	N/A	Nil ⁽¹⁾	N/A	N/A
BROOK BELLIAN ⁽¹⁾ President and CEO	N/A	N/A	N/A	Nil ⁽¹⁾	N/A	N/A

(1) Mr. Bellian resigned as President and CEO on December 8, 2011 and Mr. Ernesto Duran was appointed CEO and Interim President and on December 8, 2011.

Incentive plan awards – value vested or earned during the year

Name	Option-based awards – Value vested during the year (\$) (b)	Share-based awards – Value vested during the year (\$) (c)	Non-equity incentive plan compensation – Value earned during the year (\$) (d)
JERRY MINNI CFO	N/A	N/A	N/A
BROOK BELLIAN President and CEO	N/A	N/A	N/A

Pension Plan Benefits

The Corporation does not provide retirement benefits for directors or executive officers.

Termination and Change of Control Benefits

The Corporation has no plan or arrangement whereby any Named Executive Officer may be compensated in an amount exceeding \$50,000 in the event of that officer's resignation, retirement or other termination of employment, or in the event of a change of control of the Corporation or a subsidiary or a change in the Named Executive Officer's responsibilities following such a change of control.

Director Compensation

Director compensation table

The following table sets out the compensation provided to all directors, who are not Named Executive Officers, for the Corporation's financial period from August 6, 2010 (the date of incorporation) to January 31, 2011:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Quinn Field-Dyte	Nil	Nil	N/A	Nil	Nil	Nil	N/A
Vicente Herrera	Nil	Nil	N/A	Nil	Nil	\$4,000	\$4,000
Marc LeBlanc	Nil	Nil	N/A	Nil	Nil	Nil	N/A
David LaJack ⁽¹⁾	Nil	Nil	N/A	Nil	Nil	Nil	N/A

(1) Mr. LaJack resigned as a director on December 8, 2011.

(2) Consulting fees paid to Canmex Business Consultants Ltd., a private company controlled by Mr. Herrera.

Share-based awards, option based awards and non-equity incentive plan compensation

The following table sets out the outstanding share-based awards and option-based awards held by the directors as at January 31, 2011:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of share that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)
Quinn Field-Dyte	N/A	N/A	N/A	N/A	N/A	N/A
Vicente Herrera	N/A	N/A	N/A	N/A	N/A	N/A
Marc LeBlanc	N/A	N/A	N/A	N/A	N/A	N/A
David LaJack ⁽¹⁾	N/A	N/A	N/A	N/A	N/A	N/A

(1) Mr. LaJack resigned as a director on December 8, 2011.

Incentive plan awards – value vested or earned during the year

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
(a)	(b)	(c)	(d)
Quinn Field-Dyte	N/A	N/A	N/A
Vicente Herrera	N/A	N/A	N/A
Marc LeBlanc	N/A	N/A	N/A
David LaJack ⁽¹⁾	N/A	N/A	N/A

(1) Mr. LaJack resigned as a director on December 8, 2011.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

As at the end of the Corporation's most recently completed financial period ended January 31, 2011, the Corporation did not have a compensation plan under which equity securities of the Corporation are authorized for issuance. Subsequent to the financial period ended January 31, 2011, the Corporation's Board approved a stock option plan pursuant to which the Corporation may grant stock options to purchase up to 10% of the issued and outstanding common shares in the capital of the Corporation from time to time. See "Particulars of Matters to Be Acted Upon – Ratification of Stock Option Plan".

APPOINTMENT AND REMUNERATION OF AUDITOR

The persons named in the accompanying proxy intend to vote for the appointment of Manning Elliott LLP, Chartered Accountants ("Manning Elliott"), as auditor of the Corporation and to authorize the directors to fix their remuneration.

AUDIT COMMITTEE

Pursuant to the provisions of section 224 of the *Business Corporations Act* (British Columbia) the Corporation is required to have an Audit Committee, which, at the present time, is comprised of Jerry Minni (financially literate), Vicente Herrera (financially literate and independent) and Marc LeBlanc (financially literate and independent).

The Corporation must also, pursuant to the provisions of National Instrument 52-110 *Audit Committees* ("NI 52-110") have a written charter which sets out the duties and responsibilities of its audit committee.

Audit Committee Charter

The text of the Corporation's Audit Committee Charter is attached as Schedule "A" hereto.

Relevant Education and Experience

Mr. Jerry Minni, CFO and Director:

Mr. Jerry A. Minni is the Chief Financial Officer and a director of the Issuer. Mr. Minni, a Certified General Accountant, has 25 years expertise in the administration, management and financing of venture companies. Mr. Minni is currently a director of several reporting issuers including Dragonfly Capital Corp., Pacific Arc Resources Inc., Rio Grande Mining Corp., Harmony Gold Corp., and Revolver Resources Inc. He is also the Chief Financial Officer of Dragonfly Capital Corp., Pacific Arc Resources Inc. and Revolver Resources Inc. and is the Chief Executive Officer of Rio Grande Mining Corp.

Mr. Vicente Herrera, Director:

Mr. Vicente Herrera has been a director of the Issuer since August 2010. Mr. Herrera is the President and Chief Executive Officer of Canmex Business Consultants Ltd., a private Canadian consulting firm specializing in providing administrative and management consulting services to Canadian mining and exploration companies conducting business in Mexico and Latin America. Mr. Herrera obtained a Bachelor in Business Administration from El Instituto Tecnológico y de Estudios Superiores de Monterrey, Mexico City in May 1995. Mr. Herrera was Manager of Saan Stores Ltd. located in Delta, British Columbia from November 2006 to June 2007. Mr. Herrera was President and Chief Executive Officer of Multinational Broker Corporation S.A. de C.V. from January 2000 to September 2006.

Mr. Marc LeBlanc, Director:

Mr. Marc LeBlanc has been a director of the Issuer since December 2010. Mr. LeBlanc is currently the Vice President Corporate Development (since May 2007) and the Corporate Secretary (since April, 2004) of Mercator Minerals Ltd., a TSX listed issuer. From August 2003 to April 2005, Mr. LeBlanc was a consultant providing corporate secretary services to public companies.

Mr. LeBlanc has served as Corporate Secretary for a number of public companies, Leisure Canada Inc. from April 2004 to June 2005, X-Tal Minerals Corp. from April 2004 to March 2005 and La Mancha Resources Inc. from April 2004 to March 2005. Mr. LeBlanc also served as a director of First Smart Sensor Corp. from July 1999 to August 2009. Mr. LeBlanc currently serves as a director of Lincoln Mining Corporation (TSXV:LMG).

Mr. LeBlanc obtained a Legal Studies Diploma from Capilano University in April 1990, a Bachelor of Arts from Simon Fraser University in April 1987 and a Diploma Associate from Douglas College in April 1984.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation 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

Pursuant to the Corporation's Audit Committee Charter attached as Schedule "A" hereto, the Audit Committee will pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the Corporation's external auditor, however the Audit Committee has not adopted specific policies and procedures for such approval.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Corporation's external auditors for the financial period from August 6, 2010 (the date of incorporation) to January 31, 2011 for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees⁽¹⁾	Tax Fees⁽²⁾	All Other Fees⁽³⁾
2011	\$Nil	\$Nil	\$Nil	\$Nil

(1) Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".

(2) Fees charged for tax compliance, tax advice and tax planning services.

(3) Fees for services other than disclosed in any other column.

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”), the Corporation must disclose its approach to corporate governance which is as follows:

Board of Directors

The Board currently consists of six directors: Jerry Minni, Quinn Field-Dyte, Vicente Herrera, Mike Petrina, Marc LeBlanc and Brook Bellian.

Messrs. Quinn Field-Dyte, Vicente Herrera, Mike Petrina and Marc LeBlanc are independent directors as defined in NI 58-101 and NI 52-110. Executive officers are deemed to be not independent of the Corporation. Mr. Bellian, as former Chief Executive Officer and President was an executive officer as at December 8, 2011 and is therefore not independent. Mr. Minni acts as Chief Financial Officer and is therefore not independent.

The Board meets for a formal board meeting on a monthly basis during the year to review and discuss the Corporation’s business activities, and to consider and if thought fit, to approve matters presented to the Board for approval, and to provide guidance to management. In addition, management informally provides updates to the Board periodically, as needed. In general, management consults with the Board when deemed appropriate to keep the Board informed regarding the Corporation’s affairs.

The Board facilitates the exercise of independent supervision over management through these various meetings. At present, the Board does not have any formal committees other than its Audit Committee. When necessary, the Board will strike a special committee of independent directors to deal with matters requiring independence. The composition of the Board is such that the independent directors have significant experience in business affairs. As a result, these Board members are able to provide significant and valuable independent supervision over management.

The Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Corporation’s business in the ordinary course, managing the Corporation’s cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

Directorships

The directors of the Corporation that are also directors of other reporting issuers are as follows:

Jerry Minni:

Name of Reporting Issuer	Position(s) Held	Market Traded-On
Dragonfly Capital Corp.	CFO & Director	TSXV
Pacific Arc Resources Inc.	CFO & Director	TSXV
Rio Grande Mining Corp.	CEO & Director	TSXV
Revolver Resources Inc.	Director CFO President & CEO	TSXV
Harmony Gold Corp. (formerly Avantec Technologies Inc.)	Director	TSXV
Highpointe Exploration Inc.	Director & Corporate Secretary	TSXV
MatNic Resources Inc.	CFO, Director & Corporate Secretary	N/A

Name of Reporting Issuer	Position(s) Held	Market Traded-On
Portola Resources Inc.	CFO, Director & Corporate Secretary	N/A

Marc LeBlanc:

Name of Reporting Issuer	Position(s) Held	Market Traded-On
Lincoln Mining Corporation	Director	TSXV
Mercator Minerals Ltd.	VP Corporate Development Corporate Secretary	TSX

Orientation and Continuing Education

At present, the Corporation does not provide a formal orientation and education program for new directors. Prior to joining the Board, potential Board members are encouraged to meet with management and inform themselves regarding management and the Corporation's affairs. After joining the Board, management and the Board provides orientation both at the outset and on an ongoing basis. The Corporation currently has no specific policy regarding continuing education for directors, and requests for education are encouraged, and dealt with on an ad hoc basis.

Ethical Business Conduct

The primary step taken by the Corporation to encourage and promote a culture of ethical business conduct is to conduct appropriate due diligence on proposed directors, and ensure that proposed directors are of the highest ethical standards. The Board does not currently have a written code of ethics.

Nomination of Directors

Once a decision has been made to add or replace a director, the task of identifying new candidates falls on the Board and management. Proposals are put forth by the Board and management and considered and discussed. If a candidate looks promising, the Board and management will conduct due diligence on the candidate and if the results are satisfactory, the candidate is invited to join the Board.

Compensation

Compensation for Board members is determined by the Board as a whole and in accordance with industry norms and with reference to each individual director's level of involvement with the Corporation.

Other Board Committees

The Corporation does not have any standing committees, other than the Audit Committee.

Assessments

At present, the Board does not have a formal process for assessing the effectiveness of the Board, its committees and individual directors are performing effectively. These matters are dealt with on a case by case basis at the Board level.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE AND SENIOR OFFICERS

Since the date of incorporation on August 6, 2010, no current or former director, executive officer or employee of the Corporation, or of any of its subsidiaries, has been indebted to the Corporation or to any of its subsidiaries, nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

MANAGEMENT CONTRACTS

Management functions of the Corporation are substantially performed by directors or senior officers of the Corporation and not, to any substantial degree, by any other person with whom the Corporation has contracted.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth elsewhere in this Information Circular, no informed person of the Corporation, no proposed nominee for election as a director of the Corporation and no associate or affiliate of any such informed person or proposed nominee has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction that, in either case, has materially affected or would materially affect the Corporation or any of its subsidiaries.

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

Other than as disclosed elsewhere in this Information Circular, none of the directors or senior officers of the Corporation, no proposed nominee for election as a director of the Corporation, none of the persons who have been directors or senior officers of the Corporation since the date of incorporation on August 6, 2010 and no associate or affiliate of any of the foregoing 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.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Ratification of Stock Option Plan

On March 18, 2011, the directors of the Corporation adopted an incentive stock option plan (the "Plan") which provides that the Board of the Corporation may from time to time, in its discretion, and in accordance with the TSX Venture Exchange ("TSXV") requirements, grant to directors, officers, employees and technical consultants to the Corporation options to purchase up to a maximum of 10% of the Corporation's issued and outstanding shares as at the time of grant (the "Plan").

Material Terms of the Plan

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

- (a) To be eligible for the issuance of a stock option under the Plan an optionee must either be a director, employee (including an officer) or consultant of the Corporation or any subsidiary of the Corporation or a company owned by an employee, director or consultant at the time the option is granted. Options may be granted only to an individual or to a company that is owned by individuals eligible for an option grant.
- (b) The options granted pursuant to the Plan will be exercisable at a price which is not lower than the market value of the Corporation's Shares at the time the option is granted less any applicable discounts permitted by the applicable regulatory authorities. "Market Value" will be the closing trading price of the Corporation's Shares on the TSXV or such other stock exchange upon which the common shares are listed on the trading day immediately preceding the date of the grant of the option.
- (c) Options granted under the Plan will be granted for a term not to exceed ten years from the date of their grant. All options will terminate on the earlier of the expiry of their term and the date of termination of an option holder's employment, engagement or position with the Corporation if terminated for just cause or on other bases as set out in the Plan, otherwise 90 days following termination of employment or cessation of the option holder's position with the Corporation.
- (d) The Corporation's Board may, at their discretion, impose vesting provisions on options granted under the Plan. In the event that an option will be terminated prior to the expiry of its term due to certain corporate

events, all options then outstanding shall become immediately exercisable for not less than 10 days after notice thereof, notwithstanding the original vesting schedule, if any.

- (e) Options will also be non-assignable and non-transferable, provided that they will be exercisable by an option holder's legal heirs or personal representatives, subject to the expiry date of such option, for up to 12 months following the death or termination of an option holder due to disability, and up to 12 months following the death of an option holder terminated for disability within the previous 12 months. All such options will continue to vest in accordance with their original vesting schedule.
- (f) The number of common shares of the Corporation reserved for issuance to any one person on a yearly basis cannot exceed five percent of the number of issued and outstanding common shares of the Corporation at the time of the grant of options, unless the Corporation has obtained disinterested shareholder approval as required by the TSXV. The aggregate number of options granted to employees or consultants engaged in investor relations activities must not exceed 2% of the outstanding issue in any 12 month period and such options must vest in stages over 12 months with no more than 25% of the options vesting in any three month period.
- (g) If a material alteration in the capital structure of the Corporation occurs as a result of a consolidation, subdivision, conversion, exchange, reclassification or otherwise, the Board shall make adjustments to the Plan and to the options then outstanding under it as the Board determines to be appropriate and equitable under the circumstances, unless the Board determines that it is not practicable or feasible to do so, in which event the options granted under the Plan will terminate as set forth above.
- (h) The Board may amend the terms of the Plan or the terms and conditions of any option thereafter to be granted, subject to approval of any stock exchange on which the Corporation is listed, provided that where such amendment relates to an existing option and it would materially decrease the rights or benefits accruing to an option holder or materially increase the obligations of an option holder, then, unless otherwise excepted out by a provision of the Plan, the Board must also obtain the written consent of the option holder in question to such amendment. If at the time the exercise price of an option is reduced the option holder is an insider of the Corporation, the insider must not exercise the option at the reduced exercise price until the reduction in exercise price has been approved by the disinterested shareholders of the Corporation.

Shareholder Approval to the Plan

The TSXV requires all TSXV listed companies who have adopted a stock option plan which reserves a rolling maximum of 10% of the number of common shares of the Corporation issued and outstanding on the applicable date of grant, to obtain shareholder ratification to the Plan on an annual basis. As at the date of this Information Circular, the Corporation had 10,868,751 common shares issued and outstanding so that a maximum of 1,086,875 common shares would be available for issuance pursuant to the stock options granted under the Plan. Currently there are 1,070,000 stock options outstanding under the Plan, leaving 16,875 common shares available for grant of further options. Accordingly, the Corporation requests that the Shareholders ratify and approve the Plan.

The rules of the TSXV require that the Plan be approved annually by the affirmative vote of a majority of the votes cast at the Meeting. Accordingly, the Shareholders will be asked at the Meeting to pass the following ordinary resolution:

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

- (a) the Stock Option Plan, in the form approved by the Board of the Corporation on March 18, 2011 be ratified, confirmed and approved;
- (b) the Corporation is authorized to grant stock options pursuant and subject to the terms and conditions of the Plan entitling all of the optionholders in aggregate to purchase up to such number of common shares of the Corporation as is equal to 10% of the number of

common shares of the Corporation issued and outstanding on the applicable grant date;
and

- (c) the Board or any committee created pursuant to the Plan is authorized to make such amendments to the Plan from time to time as the Board may, in its discretion, consider to be appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and in certain cases, in accordance with the terms of the Plan, the shareholders.

An ordinary resolution is a resolution passed by a majority of at least 50% of the votes cast by those Shareholders, who being entitled to do so, vote in person or by proxy in respect of that resolution at the Meeting.

A copy of the Plan is available for inspection at the Corporation's office at Suite 200, 551 Howe Street, Vancouver, British Columbia during regular business hours.

OTHER BUSINESS

Management is not aware of any matters to come before the Meeting other than those 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 proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found on the SEDAR website at www.sedar.com. Financial information concerning the Corporation is also provided in the Corporation's accompanying audited financial statements and management's discussion and analysis for the most recently completed financial year.

Shareholders may obtain a copy of the Corporation's financial statements and management's discussion and analysis upon request to the Corporation by telephone at 604-683-8610 or by facsimile at 604-683-4499.

DATED this 4th day of January, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

"Ernesto Duran"

Ernesto Duran
Chief Executive Officer and Interim President

SCHEDULE "A"

BRAVURA VENTURES CORP. Audit Committee (the "Audit Committee") of the Board of Directors

CHARTER

AUDIT COMMITTEE CHARTER

A. PURPOSE

The overall purpose of the Audit Committee (the "Committee") is to ensure that the Issuer's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Company and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board of Directors (the "Board"), the majority of whom cannot be Officers, Employees or Control Persons of the Issuer.
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
4. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
5. The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
6. Meetings of the Committee shall be conducted as follows:
 - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
 - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
7. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

C. ROLES AND RESPONSIBILITIES

1. The overall duties and responsibilities of the Committee shall be as follows:
 - (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and interim consolidated financial statements and related financial disclosure;
 - (b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
 - (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
 - (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.
2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
 - (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
 - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - (c) review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to review with the external auditors, upon completion of their audit:
 - (i) contents of their report;
 - (ii) scope and quality of the audit work performed;
 - (iii) adequacy of the Company's financial and auditing personnel;
 - (iv) co-operation received from the Company's personnel during the audit;
 - (v) internal resources used;
 - (vi) significant transactions outside of the normal business of the Company;
 - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - (viii) the non-audit services provided by the external auditors;
 - (e) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and
 - (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
3. The duties and responsibilities of the Committee as they relate to the Company's internal auditors are to:
 - (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;

- (b) review and approve the internal audit plan; and
 - (c) review significant internal audit findings and recommendations, and management's response thereto.
4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
 - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
 - (d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
5. The Committee is also charged with the responsibility to:
- (b) Review and approve the Company's interim financial statements and related Management's Discussion & Analysis ("MD&A"), including the impact of unusual items and changes in accounting principles and estimates;
 - (c) review and approve the financial sections of:
 - (i) the annual report to shareholders;
 - (ii) the annual information form;
 - (iii) annual MD&A;
 - (iv) prospectuses;
 - (v) news releases discussing financial results of the Company; and
 - (vi) other public reports of a financial nature requiring approval by the Board,
 and report to the Board with respect thereto;
 - (d) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;
 - (e) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
 - (f) review and report on the integrity of the Company's consolidated financial statements;

- (g) review the minutes of any audit committee meeting of subsidiary companies;
- (h) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
- (i) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
- (j) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.

Composition of the Audit Committee

The members of the Issuer's Audit Committee are Jerry Minni, Vicente Herrera and Marc LeBlanc. All of the members of the Audit Committee are independent. All members are considered to be financially literate.

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Issuer. A material relationship means a relationship which could, in the view of the Issuer's Board, reasonably interfere with the exercise of a member's independent judgment.

A member of the Audit Committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Issuer.

Relevant Education and Experience

Each member of the Issuer's present and proposed Audit Committee has adequate education and experience that is relevant to his performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the Issuer to prepare its financial statements and the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and provisions;
- (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 breadth and complexity of issues that can reasonably be expected to be raised by the Issuer's financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

Jerry Minni

Mr. Minni is a Certified General Accountant with over 25 years expertise in the administration, management and financing of venture companies. Mr. Minni is currently a director and the Chief Financial Officer of several public companies, including Dragonfly Capital Corp, Pacific Arc Resources Inc., Fairmont Resources Inc. and Revolver Resources Inc. Mr. Minni is also currently a director of Rio Grande Mining Corp. and Harmony Gold Corp.

Vicente Herrera

Mr. Herrera is currently the President and Chief Executive Officer of Canmex Business Consultants Ltd. and was previously the President and Chief Executive Officer of Multinational Broker Corporation S.A. de C.V. Mr. Herrera has a Bachelor of Business Administration from El Instituto Tecnológico y de Estudios Superiores de Monterrey, Mexico City.

Marc LeBlanc

Mr. LeBlanc is currently the Vice President, Corporate Development and Corporate Secretary of Mercator Minerals Ltd. and a director of Lincoln Mining Corporation. Mr. LeBlanc was previously a consultant providing corporate secretary services to public companies. He was formerly the Corporate Secretary of Leisure Canada Inc., X-Tal Minerals Corp. and La Mancha Resources Inc. and a director of First Smart Sensor Corp. Mr. LeBlanc holds a Bachelor of Arts degree from Simon Fraser University and a Legal Studies Diploma from Capilano University.

See “Directors, Officers and Promoters – Management and Key Personnel” for further details.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any external auditor that was not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Issuer’s most recently completed financial period ended January 31, 2011, the Issuer has not relied on the exemption in section 2.4 (De Minimis Non-audit Services) of National Instrument 52-110 - Audit Committees (“NI 52-110”) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. The Issuer is relying upon the exemption in Section 6.1 (Venture Issuers) of NI 52-110.

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

Fees incurred with Manning Elliott LLP for audit and non-audit services during the period from August 6, 2010 (the date of incorporation) to January 31, 2011 for audit fees are outlined in the following table:

Nature of Services	Fees Paid to Auditor for Period Ended January 31, 2011
Audit Fees ⁽¹⁾	\$Nil
Audit-Related Fees ⁽²⁾	\$Nil
Tax Fees ⁽³⁾	\$Nil
All Other Fees ⁽⁴⁾	\$Nil
Total	\$Nil

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Corporation’s financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

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