

ZURI CAPITAL CORP.
Suite 1450 – 409 Granville Street
Vancouver, British Columbia V6C 1T2

INFORMATION CIRCULAR

for the Annual Meeting of Shareholders to be held on July 2nd 2013

This information is given as of June 6th 2013, unless otherwise stated

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the Management of Zuri Capital Corp. (the "Company"), for use at the annual general meeting (the "Meeting"), of the shareholders of the Company, to be held at Suite 1450, 409 Granville Street, Vancouver, BC, V6C 1T2, on the Tuesday the, 2nd day of July, 2013, at the hour of 11:00 o'clock in the morning for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed form of Proxy is solicited by management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the Proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. None of the directors of the Company have advised that they intend to oppose any action intended to be taken by Management as set forth in this Information Circular.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying instrument of Proxy are Directors and/or Officers of the Company. Only registered shareholders will receive a Proxy ("Registered Shareholder"). Non-Registered Shareholders will receive a Voting Instruction Form and is discussed further under the heading "Non- Registered Holders" below.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE ENCLOSED INSTRUMENT OF PROXY. TO EXERCISE THIS RIGHT, A SHAREHOLDER SHALL STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE INSTRUMENT OF PROXY AND INSERT THE NAME OF HIS/HER NOMINEE IN THE BLANK SPACE PROVIDED, OR COMPLETE ANOTHER INSTRUMENT OF PROXY. A PROXY WILL NOT BE VALID UNLESS IT IS DEPOSITED WITH THE COMPANY'S REGISTRAR AND TRANSFER AGENT, COMPUTERSHARE TRUST COMPANY OF CANADA, 100 UNIVERSITY AVENUE, 9TH FLOOR, TORONTO, ONTARIO, M5J 2Y1, NOT LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ADJOURNMENT THEREOF.

The instrument of Proxy must be signed by the registered shareholder or by his attorney in writing, or, if the shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

A registered shareholder who has given a proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a registered shareholder may revoke a proxy (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid, or (b) signing and dating a written notice of revocation (in the same manner as the instrument of proxy is required to be executed as set out in the notes to the instrument of proxy) and either depositing it at the Company's Registrar and Transfer Agent, Computershare Trust Company of Canada and within the time aforesaid or with the chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof, or (c) registering with the scrutineer at the Meeting as a shareholder present in person, whereupon such proxy shall be deemed to have been revoked. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

Only Registered Shareholders have the right to revoke a proxy. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

NON-REGISTERED HOLDERS OF COMPANY'S SHARES

The record date for determination of the holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting is May 28th, 2013 (the "**Record Date**"). Only shareholders whose names have been entered in the register of common shareholders at the close of business on the Record Date ("**Registered Shareholders**") will be entitled to receive notice of, and to vote at, the Meeting.

In many cases, Common Shares beneficially owned by a holder (a "**Non-Registered Holder**") are registered either: (a) in the name of an intermediary that the Non-Registered Holder deals with in respect of the Common Shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or, (b) in the name of a depository (such as The Canadian Depository for Securities Limited or "**CDS**"). Non-Registered Holders do not appear on the list of shareholders of the Company maintained by the transfer agent.

In accordance with Canadian securities law, the Company has distributed copies of the Notice of Meeting, this Management Information Circular and the form of proxy (collectively, the "**Meeting Materials**") to CDS and intermediaries for onward distribution to Non-Registered Holders. Intermediaries are required to forward Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Typically, intermediaries will use a service company to forward the Meeting Materials to Non-Registered Holders. Non-Registered Holders, other than NOBOs, will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

A. **Voting Instruction Form.** In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Holder's behalf), the Non-Registered Holder must complete, sign and return the voting instruction form in accordance with the directions provided and a form of proxy giving the right to attend and vote will be forwarded to the Non-Registered Holder.

or,

B. **Form of Proxy.** Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the Non-Registered Holder must complete the form of proxy and deposit it with the Company's registrar and transfer agent, Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1, as described above. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the Non-Registered Holder must strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided.

All references to shareholders in this information circular, the accompanying form of proxy and the notice of meeting are to Registered Shareholders unless specifically stated otherwise.

NON-OBJECTING BENEFICIAL OWNERS

These Meeting Materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions or form of proxy delivered to you.

VOTING IN PERSON AT THE MEETING

A Registered Shareholder, or a non-objecting beneficial owner (“**NOBO**”) whose name has been provided to the Company’s registrar and transfer agent, Equity Financial Trust Company, will appear on a list of shareholders prepared by the registrar and transfer agent for purposes of the Meeting. To vote in person at the Meeting each registered shareholder or NOBO will be required to register for the Meeting by identifying themselves at the registration desk. Non-registered beneficial shareholders (other than NOBOs) must appoint themselves as a proxyholder to vote in person at the Meeting. Please refer to the heading “**Non-Registered Holders**” above.

VOTING BY PROXY AT THE MEETING

If a Registered Shareholder or NOBO cannot attend the Meeting but wishes to vote on the resolutions, the registered shareholder or NOBO should sign, date and deliver the enclosed form of proxy to the Company’s registrar and transfer agent, Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1 so it is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof. **The persons named in the enclosed form of proxy are directors and/or officers of the Company. A shareholder giving a proxy can strike out the names of the nominees printed in the accompanying form of proxy and insert the name of another nominee in the space provided, or the shareholder may complete another form of proxy. A proxy nominee need not be a shareholder of the Company.** A shareholder giving a Proxy has the right to attend the Meeting, or appoint someone else to attend as his or her proxy at the Meeting and the Proxy submitted earlier can be revoked in the manner described under “**Revocation of Proxies**”.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed instrument of Proxy will vote the shares in respect of which they are appointed and, where directions are given by the shareholder in respect of voting for or against any resolution will do so in accordance with such direction.

In the absence of any direction in the Proxy, it is intended that such shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Information Circular. The instrument of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to any matters, which may properly be brought before the Meeting. At the time of printing of this Information Circular, Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters, which are not now known to the Management, should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value (the “**shares**”). On June 6th 2013, 4,000,000 common shares are issued and outstanding, each share carrying the right to one vote. At a general meeting of the Company, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he is the holder.

Only shareholders of record on the close of business on the 27th day of June, 2013, who either personally attend the Meeting or who complete and deliver a Proxy in the manner and subject to the provisions set out under the heading “**Appointment and Revocation of Proxies**” will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

To the best knowledge of the directors and senior officers of the Company, as at the date of the circular, there are no persons who beneficially owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company. Management understands that the shares registered in the name of CDS & Co. are beneficially owned through various dealers and other intermediaries on behalf of their clients and other parties. The names of the beneficial owners of such shares are not known to the Company.

Principal Securityholders

To the best knowledge of the directors and senior officers of the Company, as at the date of the circular, there are no persons who beneficially owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company. Management understands that the shares registered in the name of CDS & Co. are beneficially owned through various dealers and other intermediaries on behalf of their clients and other parties. The names of the beneficial owners of such shares are not known to the

Company.

Quorum

Under the Company's Articles, the quorum for the transaction of business at the Meeting consists of one Shareholder or one proxy holder representing Shareholders holding at least 5% of the issued and outstanding Shares of the Company entitled to vote at the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this information circular, to the knowledge of management of the Company, none of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year 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 other than the election of directors and the approval of the Company's stock option plan.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no informed person or nominee for election as a director of the Company, or any associate or affiliate of an informed person or proposed director, has or had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or will materially affect the Company or any of its subsidiaries other than as set out herein. The term "**informed person**" as defined in National Instrument 51-102 *Continuous Disclosure Obligations* means a director or executive officer of the Company, or any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution.

Compensation Discussion and Analysis

Each executive officer may receive a base salary (or compensation), which constitutes the largest share of the officer's compensation package. Base salary is recognition for discharging job responsibilities and reflects the officer's performance over time, as well as that individual's particular experience and qualifications. An officer's base salary would be reviewed by the Board of Directors on an annual basis and may be adjusted to take into account performance contributions for the year and to reflect sustained performance contributions over a number of years. Officers are also eligible to receive discretionary bonuses as determined by the Board of Directors based on each officer's responsibilities, his achievement of corporate objectives and the Company's financial performance.

In addition, officers are eligible under the Company's Stock Option Plan (the "Plan") to receive grants of stock options. The Plan is an important part of the Company's long-term incentive strategy for its officers, permitting them to participate in any appreciation of the market value of the Common Shares over a stated period of time. The Plan is intended to reinforce commitment to long-term growth in profitability and shareholder value. The size of stock option grants to officers is dependent on each officer's level of responsibility, authority and importance to the Company and the degree to which such officer's long-term contribution to the Company will be key to its long-term success.

The Company does not have any management agreements in place.

As the Company does not have a compensation committee, the Board of Directors has the responsibility to administer compensation policies related to executive management of the Company, including option-based awards.

MANAGEMENT CONTRACTS

Except as otherwise disclosed in this Information Circular, management functions of the Company are generally performed by directors and senior officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

None of the directors or senior officers of the Company or any associates or affiliates of the Company are or have been indebted to the Company at any time since the beginning of the last completed financial year of the Company.

1. These stock options were granted on March 19, 2012 and are exercisable until March 17, 2017 at an exercise price of \$0.10 per share.
2. The fair value of options granted on March 19, 2012 was \$0.0953 per option.. The Company calculated the compensation cost by using the Black-Scholes option pricing model.
3. *Mr. Boga will not seek nomination as a director or officer of the Company at this AGM.*

Long Term Incentive Plan (LTIP) Awards

The Company does not have any long-term incentive plans and, save as disclosed above, no remuneration payments were made, directly or indirectly, by the Company to its Named Executive Officers during the year ended October 31, 2012.

An LTIP means “any plan providing compensation intended to serve as an incentive for performance to occur over a period longer than one fiscal year whether performance is measured by reference to financial performance of the Company or an affiliate or the price of the Company’s shares but does not include option or stock appreciation rights plans or plans for compensation through restricted shares or units”.

Defined Benefit or Actuarial Plan

The Company does not have a defined benefit or actuarial plan.

Termination of Employment, Change in Responsibilities and Employment Contracts

The Company has in place no management agreements.

Except as otherwise disclosed herein, there are no compensatory plans, contracts or arrangements in place with the Named Executive Officers resulting from the resignation, retirement or any other termination of employment of the Named Executive Officers with the Company or from a change in control of the Company or a change in the Named Executive Officers’ responsibilities following a change in control, where in respect of the Named Executive Officers the value of such compensation exceeds \$150,000.

Option Based Awards

Common Share Purchase Plan

The Company does not currently have a share-based awards program.

The Company currently has in place a “rolling” stock option plan for the purpose of attracting and motivating directors, officers, employees and consultants of the Company and advancing the interests of the Company by affording such person with the opportunity to acquire an equity interest in the Company through rights granted under the plan to purchase shares of the Company. The Company has no equity compensation plans other than the Stock Option Plan. At October 31, 2012, options granted and outstanding under the Plan provide for the purchase, in the aggregate, of 1,150,000 common shares of the Company. See “Particulars of Other Matters to be Acted Upon – Ratification of Stock Option Plan” below for details relating to the Company’s existing stock option plan.

Outstanding Share-Based Awards and Option-Based Awards

235,000 stock options were granted to the Named Executive Officers during the Company's completed financial year ended October 31, 2012. The Named Executive Officers did not exercise any stock options in respect of the Company's shares during the Company's completed financial year ended October 31, 2012. There were no repricings of stock options held by the Named Executive Officers under the stock option plan or otherwise during the Company's completed financial year ended October 31, 2012.

The following table discloses the particulars of the option-based awards granted to the Named Executive Officers under the Company's stock option plan as at October 31, 2012:

Outstanding Option-Based Awards

Name	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options¹ (\$)
Michael Gillis	80,000	0.10	March 19, 2017	Nil ¹
Iqbal Boga	80,000	0.10	March 19, 2017	Nil ¹

1. "In-the-Money Options" means the excess of the market value of the Company's shares on October 31, 2012 over the exercise price of the options. The closing price of the Company's shares on October 31, 2012 was \$0.09;

There were no repricings of stock options under the stock option plan or otherwise during the Company's completed financial year ended May 31, 2012.

Incentive Plan Awards - Value Vested or Earned During the Year

No options were granted during the most recently completed financial year, and as such there was no value vested or earned during the most recently completed financial year with respect to incentive plan awards granted to the Company's NEO.

Pension Plan Benefits

The Company does not have any pension or retirement plan.

Termination and Change of Control Benefits

The Company does not have any employment contracts with the Named Executive Officers. In addition, there are no compensatory plans, contracts or arrangements in place with the Named Executive Officers resulting from the resignation, retirement or any other termination of employment of the Named Executive Officers with the Company or from a change in control of the Company or a change in the Named Executive Officers' responsibilities following a change in control, where in respect of the Named Executive Officers the value of such compensation exceeds \$50,000.

Compensation of Directors

Compensation for the Named Executive Officer has already been disclosed above.

The Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, other than through the issuance of incentive stock options.

The Company does not pay its directors a fee for acting as such. They are, however, entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors to the extent permitted under the CPC Policy.

Director Compensation Table

Compensation for the Named Executive Officers has been disclosed in the "Summary Compensation Table" above. The following table discloses the particulars of the compensation provided to the directors of the Company (not including the Named Executive Officers) during its financial year ended October 31, 2012:

Director Compensation Table

Name	Fees Earned (\$)	Share-based Awards (\$)	Option-based Awards ¹ (\$)	Non-equity Incentive Plan Compensation (\$)	Pension Value (\$)	All other Compensation (\$)	Total (\$)
Steve Smith	Nil	Nil	5,718 ^{1,2}	n/a	n/a	nil	5,718
Zachery Dingsdale	Nil	Nil	5,718 ^{1,2}	n/a	n/a	nil	5,718
Mark Fekete	Nil	Nil	5,718 ^{1,2}	n/a	n/a	nil	5,718
Kenneth MacLeod	Nil	Nil	5,718 ^{1,2}	n/a	n/a	nil	5,718

1. These stock options were granted on March 19, 2012 and are exercisable until March 17, 2017 at an exercise price of \$0.10 per share.
2. The fair value of options granted on March 19, 2012 was \$0.0953 per option.. The Company calculated the compensation cost by using the Black-Scholes option pricing model.

In accordance with the requirements of the CPC Policy, the Company has not paid cash compensation to any of its directors, nor has the Company entered into an employment, consulting or advisory agreements with any of its directors.

The following table discloses the particulars of the option-based awards granted to the directors (who are not Named Executive Officers) under the Company's stock option plan as at October 31, 2012.

Outstanding Option-Based Awards

Name	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options ² (\$)
Steve Smith	60,000	0.10	March 19, 2017	Nil ¹
Zachery Dingsdale	60,000	0.10	March 19, 2017	Nil ¹
Mark Fekete	60,000	0.10	March 19, 2017	Nil ¹
Kenneth MacLeod	60,000	0.10	March 19, 2017	Nil ¹

1. "In-the-Money Options" means the excess of the market value of the Company's shares on October 31, 2012 over the exercise price of the options. The closing price of the Company's shares on October 31, 2012 was \$0.09;

In accordance with the requirements of the CPC Policy, the Company has not paid cash compensation to any of its directors, nor has the Company entered into an employment, consulting or advisory agreements with any of its directors.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table discloses the particulars of the option-based awards granted to the Company's directors (other than the NEO) under the Company's stock option plan as at October 31, 2012:

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 (\$)
Steve Smith	Nil	Nil	Nil
Zachery Dingsdale	Nil	Nil	Nil
Mark Fekete	Nil	Nil	Nil
Kenneth MacLeod	Nil	Nil	Nil

Securities Authorized for Issuance under Equity Compensation Plan

As of the financial year ended October 31, 2012, the Company's Stock Option Plan was the only equity compensation plan under which securities were authorized for issuance. The following table sets forth information with respect to the Company's Stock Option Plan as at the year ended October 31, 2012.

Plan category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of Outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	400,000	\$0.10	Nil
Equity compensation plans not approved by securityholders	n/a	n/a	n/a
<i>Total</i>	400,000		Nil

- This figure is based on the total number of shares authorized for issuance under the Company's Stock Option Plan, less the number of stock options outstanding as at the Company's year ended October 31, 2012. As at October 31, 2012, the Company was authorized to issue a total of 400,000 stock options.

INDEBTEDNESS TO COMPANY OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

None of the directors or senior officers of the Company or any associates or affiliates of the Company are or have been indebted to the Company at any time since the beginning of the last completed financial year of the Company.

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

Since the commencement of the Company's most recently completed financial year, no:

- person who has been a director, senior officer or insider of the Company since May 1, 2011;
- proposed nominee for election as a director of the Company; and
- associate or affiliate of any of the foregoing persons,

has any material interest, direct or indirect, in any matter to be acted upon (other than the election of directors or the appointment of auditors) except as set out herein.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no informed person or nominee for election as a director of the Company, or any associate or affiliate of an informed person or proposed director, has or had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or will materially affect the Company or any of its subsidiaries other than as set out herein. The term "informed person" as defined in National Instrument 51-102 *Continuous Disclosure Obligations* means a director or executive officer of the Company, or any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution.

Management Contracts

Except as otherwise disclosed in this Information Circular, management functions of the Company are generally performed by directors and senior officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.

Audit Committee Disclosure

Pursuant to the provisions of section 224 of the *Business Corporations Act* of British Columbia, the Company is required to have an Audit Committee comprised of at least three directors, the majority of whom must not be officers or employees of the Company.

The charter of the Company's audit committee and the other information required to be disclosed by National Instrument 52-110 *Audit Committees* Form 52-110F2 is attached to this Information Circular as Schedule "A".

Corporate Governance

The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* is attached to this information circular as Schedule "B".

Financial Statements

The audited financial statements of the Company for the period ended October 31, 2012 (the "**Financial Statements**"), together with the Auditor's Report thereon, Management Discussion and Analysis, Notice of Meeting, Information Circular and Proxy are all available at www.sedar.com

Votes Necessary to Pass Resolutions

A simple majority of affirmative votes cast at the Meeting is required to approve the resolutions described herein. A special resolution is a resolution passed by a majority of not less than 2 of the votes cast by the shareholders who, being entitled to do so, voted in person or by proxy at the Meeting. 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.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

1. Appointment of Auditors

The persons named in the enclosed form of Proxy will vote for the appointment of De Visser Gray LLP, Chartered Accountants, of 401- 905 West Pender Street, Vancouver, BC, as auditor of the Company for the ensuing year, until the close of the next annual general meeting of the shareholders at remuneration to be fixed by the directors.

2. Election of Directors

The Management is nominating five (5) individuals to stand for election, shareholder approval will be sought to fix the number of Directors of the Company at five (5). The names of further nominees for directors may come from the floor at the Meeting.

Each director of the Company is elected annually and holds office until the next Annual General Meeting of the shareholders unless that person ceases to be a director before then. In the absence of instructions to the contrary, the shares represented by Proxy will, on a poll, be voted for the nominees herein listed. **Management does not contemplate that any of the nominees will be unable to serve as a director.**

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Company, their respective principal occupations or employments during the past five years if such nominee is not presently an elected director and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular:

Name, Municipality of Residence and	Date Elected or Appointed	Principal Occupation for Past Five Years	Number of shares ^{2,3}
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Position			
MIKE GILLIS Vancouver, BC <i>CEO, Director and CFO</i>	May 2, 2011	Director of Tajiri Resources Corp. (“Tajiri”) since January 2008; Vice-President of Tangent Management Corp., a financial public relations firm serving public companies, (“Tangent”) since September 2003; and Consultant with ADT Security from September 2002 to March 2003.	200,000
STEVE SMITH ¹ Richmond, BC <i>Director</i>	May 2, 2011	Partner of Tangent, since March 2001; CEO and Director of Arrowhead since January 15, 2007; Director of Taku since November 2003; Director of Tajiri since January 2008; CEO and President of Gravis from August 24, 2007 to March 31, 2010.	360,000
ZACHERY DINGSDALE ¹ Cobourg, Ontario <i>Director</i>	May 2, 2011	Partner of Tangent, since March 2001; Director of Arrowhead since January 15, 2007; CEO and Director of Taku since November 2003; Director of Tajiri since January 2008; Director of Hinterland Metal Inc. (“Hinterland”) since May, 2011; and director of Gravis from August 24, 2007 to September 2009.	360,000
MARK FEKETE Val-D'Or, Quebec <i>Director</i>	May 2, 2011	CEO and Director of Hinterland since January 15, 2007; VP Exploration and Director of Taku since November 2003; and Director of Arrowhead since April 2011.	360,000
KENNETH MACLEOD ¹ West Vancouver, BC <i>Director</i>	May 2, 2011	Director Global Railway Industries Ltd since Dec 2012 Director CEO of Pan Pacific Power Corp. since October, 2009; Director of Geothermal Resource Council from 2007 to 2009. President, CEO of Western GeoPower Corp. from 2001 to 2009.	360,000

1. A member of our audit committee. We do not have any other board committees. Each director holds office until the next annual meeting of shareholders.
2. All of these Common Shares are subject to escrow restrictions. See “*Escrowed Securities*”.
3. Information as to voting shares beneficially owned, directly or indirectly, not being within the knowledge of the Corporation, has been furnished by the respective nominees individually.
4. Unless otherwise stated above, any nominee named above not elected at the last annual general meeting has held the principal occupation or employment indicated for at least five years.
5. 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 Company and has been furnished by the respective nominees.

The term of office for the Company’s directors and officers and members of the Company’s committees expires at each annual general meeting. The board of directors after each such meeting appoints the officers and committees for the ensuing year.

The Company has one committee of the board of directors, being the Audit Committee

No proposed director:

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

the capacity as director or executive officer; or

- (iii) 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
 - (iv) or within a year of that person ceasing to act in that capacity, 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 that company's assets,
- (b) is, at the date of this Information Circular, or has been, 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 proposed director.

Arrowhead Gold Corp. (formerly Otish Energy Corp.) was cease traded during the period January 8, 2009 to February 5, 2009 for failure to file financial statements. Steve Smith and Zachery Dingsdale were directors of Arrowhead during this period.

In addition, no proposed director has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulating authority that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

The directors and officers of the Company as a group beneficially own, directly or indirectly, an aggregate of approximately 1,640,000 common shares as at March 25, 2013, which together represent approximately 41.0% of the total votes attached to the issued and outstanding shares of the Company.

3. Approval and Ratification of Stock Option Plan

The Company presently has in place a "rolling" stock option plan (the "Plan"), first implemented May 2nd 2011, whereby the Company is authorized to grant stock options of up to 10% of its issued and outstanding shares, from time to time. The TSX Venture Exchange (the "TSXV") requires listed companies who have "rolling" stock option plans in place to receive shareholder approval to such plan on a yearly basis at the Company's annual general meeting. As such, the directors of the Company wish to ratify and approve the Plan.

The material terms of the Plan are as follows:

1. The term of any options granted under the Plan will be fixed by the board of directors at the time such options are granted, provided that options will not be permitted to exceed a term of five years (or ten years if the Company is reclassified by the TSXV as a Tier 1 Issuer).
2. The exercise price of any options granted under the Plan will be determined by the board of directors, in its sole discretion, but shall not be less than the closing price of the Company's common shares on the day preceding the day on which the directors grant such options, less any discount permitted by the TSXV to a minimum of \$0.10 per share.
3. No vesting requirements will apply to options granted hereunder, however a four month hold period will apply to all shares issued under each option, commencing from the date of grant.
4. All options will be non-assignable and non-transferable.
5. No more than (i) 5% of the issued shares may be granted to any one individual in any 12 month period; and (ii) no more than 2% of the issued shares may be granted to a consultant, or an employee performing investor relations activities, in any 12 month period.
6. If the option holder ceases to be a director of the Company (other than by reason of death), then the option granted shall expire on no later than the 90th day following the date that the option holder ceases to be a director of the Company, subject to the terms and conditions set out in the Plan. If the option holder ceases to be an employee, consultant or management company employee of the Company (other than by reason of death), then the option granted shall expire on no later than the 30th day following the date that the option holder ceases to be employed or contracted by the

Company, subject to the terms and conditions set out in the Plan.

7. Disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders, within a 12 month period, exceeding 10% of the Company's issued shares; and (iii) any grant of options to any one individual, within a 12 month period, exceeding 5% of the Company's issued shares.
8. For stock options granted to employees, consultants or management company employees, the Company represents that the proposed optionee is a bona fide employee, consultant or management company employee, as the case may be.
9. Options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Company's common shares.
10. The board of directors may make certain amendments to the Plan or any option without shareholder approval. The directors have the authority to make changes such as: amendments of a "housekeeping" nature; and a change to the termination provisions of an option or the Plan which does not entail an extension beyond the original expiry date. Amendments which reduce the exercise price or extend the term of an option held by an insider will require approval of the shareholders and the TSXV.

The Plan is subject to receipt of annual TSXV acceptance to its filing. Shareholders will be asked to consider, and if thought fit to approve a resolution ratifying and approving the Company's existing Plan.

Reference should be made to the full text of the Plan which will be made available at the offices of the Company, #1450 – 409 Granville Street, Vancouver, BC, V6C 1T2 until the business day immediately preceding the date of the Meeting.

TSXV Policy 4.4 requires that a listed company must obtain "disinterested shareholder approval" (such that no insider or proposed insider (or their associates) will be entitled to vote on such resolutions) to:

- (i) the grant to insiders, within a 12 month period, of a number of options exceeding 10% of the number of issued shares; and
- (ii) if and only if the Company becomes a Tier 1 issuer, the issuance to any one optionee, within any 12 month period, of a number of shares exceeding 5% of the issued shares.

It may occur that the Company will grant stock options pursuant to the Company's stock option plan, from time to time during the next 12 months, to insiders that in aggregate will exceed 10% of the Company's issued shares. Accordingly, shareholders will be asked to pass resolutions authorizing the directors to implement the above. **Granting the directors the right to issue such options does not mean that the same will occur.** Rather it allows the directors the flexibility to undertake the same should the circumstances warrant, without the expense of calling another shareholder meeting to specifically approve each issuance.

The text of the resolution to be passed is as follows. In order to be passed, a majority of the votes cast at the Meeting or in person or by proxy must be voted in favour of the resolution. The persons named in the enclosed Proxy intend to vote for such resolution:

"BE IT RESOLVED THAT:

the Company's Stock Option Plan be and is hereby ratified, confirmed and approved with such additional provisions and amendments, provided that such are not inconsistent with the Policies of the Exchange, as the directors of the Company may deem necessary or advisable."

4. Acts and Deeds of Directors

Shareholders will be requested to pass an ordinary resolution to confirm, ratify and approve all acts, deeds and things done by and the proceedings of the Directors and Officers of the Company on behalf of the Company during the preceding year.

As of the date of this circular, management knows of no other matters to be acted upon at this Annual General Meeting. However, should any other matters properly come before the Meeting; the shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the proxy.

OTHER MATTERS

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Instrument of Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy provided that such authority is granted to the proxyholder by the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available under the Company's profile on the SEDAR website at www.sedar.com. The Company's annual audited financial statements and management discussion and analysis ("MD&A") for the fiscal year ended October 31, 2012 is available for review under the Company's profile on SEDAR. A copy of these financial statements and MD&A has also been mailed out to those shareholders who returned the Company's Financial Statement Request Form provided with the Company's 2010 annual general meeting material, in accordance with National Instrument 51-102 "Continuous Disclosure Obligations". Shareholders may contact the Company to request copies of the financial statements and MD&A by: (i) mail to Suite #1450, 409 Granville Street, Vancouver, BC, V6C 1T2 or (ii) fax to (604) 642-0116.

APPROVAL

The content and sending of this Information Circular has been approved by the Company's board of directors.

DATED at Vancouver, British Columbia, 6th day of June 2013.

BY ORDER OF THE BOARD OF DIRECTORS

"Michael Gillis"

Chairman of the Board

SCHEDULE "A"
ZURI CAPITAL CORP.
AUDIT COMMITTEE DISCLOSURE

AUDIT COMMITTEE

Pursuant to the provisions of section 224 of the *Business Corporations Act* of British Columbia, the Company is required to have an Audit Committee comprised of at least three directors, the majority of whom must not be officers or employees of the Company.

The Company 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. In providing the following disclosure, the Company is relying on the exemption provided under NI 52-110, which allows for the short form disclosure of the audit committee procedures of venture issuers.

Audit Committee's Charter

Mandate

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

- serve as an independent and objective party to monitor the Company's financial reporting and internal control systems and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board.

Composition

The Committee shall be comprised of three directors as determined by the Board, the majority of whom shall be free from any relationship that, in the opinion of the Board, would reasonably interfere with the exercise of his or her independent judgment as a member of the Committee. At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements. The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders' meeting.

Meetings

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

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.

- (b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.
- (c) Confirm that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company, consistent with the Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors, take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each yearly audit meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee. Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

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

Other

Review any related-party transactions.

Composition of the Audit Committee

The following are the members of the Committee:

Mike Gillis	Independent ¹	Financially literate ¹
Zachery Dingsdale	Independent ¹	Financially literate ¹
Steve Smith	Independent ¹	Financially literate ¹

1. As defined by NI 52-110.

Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member is as follows:

Mike Gillis - Mr. Gillis is currently Vice President, Tangent Management Corp. and is involved in the company's financing and corporate development activities. He is President and CEO of Zuri Capital Corp. and has completed The Mining and Mineral Exploration Program at The British Columbia Institute of Technology.

Zachery Dingsdale – Mr. Dingsdale is currently a principal of Tangent Management Corp., a financial management firm that provides financial consulting and management services to publicly listed companies.

Steve Smith – Mr. Smith has a Bachelor of Arts in Economics from the University of Toronto and has completed the Canadian Investment Management Course provided by the Canadian Securities Institute. Mr. Smith has over 20 years experience in the capital markets.

Audit Committee Oversight

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

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading “External Auditors”.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company’s external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees¹	Tax Fees²	All Other Fees³
2012	\$8,000	\$nil	\$nil	\$nil
2011	\$8,000	\$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.

SCHEDULE "B"
CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with the day-to-day management of the Company. National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board of Directors is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") the Company is required to disclose its corporate governance practices, as summarized below. The Board of Directors will continue to monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

Board of Directors

The Board of Directors will compose of five (5) directors, Messrs. Michael Gillis, Zachery Dingsdale, Mark Fekete, Steve Smith and Kenneth MacLeod. All the proposed nominees are current directors of the Company.

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, NI 58-101 suggests that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder. Of the proposed nominees of the Company, Zachery Dingsdale, Steve Smith, Mark Fekete and Kenneth MacLeod are considered by the Board of Directors to be "independent" within the meaning of NI 58-101. Michael Gillis is management director and accordingly is considered to be "non-independent".

The independent directors exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

Directorships

The following directors of the Company also serve as directors of other reporting issuers in the last 5 years:

Name	Name of Reporting Issuer	Exchange or Market	Position	From	To
Mike Gillis	Tajiri Resources Corp.	TSXV	Director	Jan 2009	present
Steve Smith	Gravis Energy Inc.	CNSX	President & CEO Director	Aug 2007 Mar 2010	Mar 2010 Jan 2011
	Tajiri Resources Corp.	TSXV	Director	Jan 2008	present
	Arrowhead Gold Corp.	TSXV	Director, President & CEO	Jan 2007	present
	KDC Energy Ltd.	TSXV	Director President	Sept 2000 Dec 2003	Jan 2007 Jan 2007
	Taku Gold Corp.	TSXV	Director	Jan 2004	present
Zachery Dingsdale	Gravis Energy Inc.	CNSX	Director	Aug 2007	Sept 2010

Name	Name of Reporting Issuer	Exchange or Market	Position	From	To
	Tajiri Resources Corp.	TSXV	Director	Jan 2008	present
	Hinterland Metals	TSXV	Director	May 2011	present
	Arrowhead Gold Corp.	TSXV	Director	Jan 2007	present
	KDC Energy Ltd.	TSXV	Director President	Sept 2000 Dec 2003	Jan 2007 Jan 2007
	Taku Gold Corp.	TSXV	Director, President & CEO	Jan 2004	present
Mark Fekete	Taku Gold Corp.	TSXV	VP Exploration & Director	Jan 2004	present
	Arrowhead Gold Corp.	TSXV	Director	Jan 2007	present
	Hinterland Metal	TSXV	Director & President	Sept 2000	Jan 2007
Kenneth MacLeod	Global Railway Industries	TSXV	Director	Dec 2012	Present
	Taku Gold Corp.	TSXV	Director	Sept 2010	April 2012
	Western GeoPower Corp.	TSXV	Director, President & CEO	Dec 2001	Sept 2009
	Arrowhead Gold Corp.	TSXV	Director	Jan 1994	Feb 2008

Orientation and Continuing Education

Each new director is given an outline of the nature of the Company's business, its corporate strategy, and current issues within the Company. New directors are also required to meet with management of the Company to discuss and better understand the Company's business and are given the opportunity to meet with counsel to the Company to discuss their legal obligations as directors of the Company.

In addition, management of the Company takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Company as a whole. The Company continually reviews the latest securities rules and policies and is on the mailing list of the TSX Venture Exchange to receive updates to any of those policies. Any such changes or new requirements are then brought to the attention of the Company's directors either by way of director or committee meetings or by direct communications from management to the directors.

Ethical Business Conduct

The Board of Directors will be preparing a written Code of Ethical Conduct (the "Code") for its directors, officers and employees. As one measure to ensure compliance with the Code, the Board of Directors will also establish a Whistleblower Policy which details complaint procedure for financial concerns. The full text of these standards will be available free of charge to any person upon request to the Company at Suite 1450 – 409 Granville Street, Vancouver, BC, V6C 1T2 (Telephone: 604-642-0115).

In addition, as some of the directors of the Company also serve as directors and officers of other companies engaged in similar business activities, the Board of Directors must comply with the conflict of interest provisions of the British Columbia *Business Corporations Act*, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke any such conflict.

Nomination of Directors

The Company's management is continually in contact with individuals involved in the mineral exploration industry and public sector resource issuers. From these sources the Company has made numerous contacts and in the event that the Company were in a position to nominate any new directors, such individuals would be brought to the attention of the Board of Directors. The Company conducts the due diligence, reference and background checks on any suitable candidate. 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 and a willingness to serve.

Compensation

The Board of Directors has the responsibility for determining the compensation of the Company's Chief Executive Officer and does so with reference to industry standards and the Company's financial situation. The Board of Directors has the responsibility for determining the compensation of the directors who currently are not compensated in their capacity as directors but do receive stock options.

Other Board Committees

The Company does not have any committees other than an Audit Committee. See "Audit Committee" above.

Assessments

Being a venture issuer with limited administration resources, the Board of Directors work closely with management and, accordingly, are in a position to assess individual director's performance on an ongoing basis.