

TITAN GOLDWORX RESOURCES INC.
Suite 1980, 1075 West Georgia Street
Vancouver, British Columbia, Canada V6E 3C9
Telephone: (604) 688-9588 / Fax: (778) 329-9361

INFORMATION CIRCULAR
as at October 3, 2012
(except as otherwise indicated)

This Information Circular is furnished in connection with the solicitation of proxies by the management of Titan Goldworx Resources Inc. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on November 14, 2012 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to the “Company”, “we” and “our” refer to Titan Goldworx Resources Inc. “Common Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “Proxy”) are directors and/or officers of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

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

- (a) complete, date and sign the Proxy and return it to the Company's transfer agent, Olympia Trust Company ("Olympia"), Suite 1003 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T8;
- (b) by fax at (604) 484-8638;
- (c) by email at proxy@olympiatruster.com; or
- (d) log on to Olympia's website at <https://secure.olympiatruster.com/proxy/>. Registered shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number.

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

Beneficial Shareholders

The information in this section is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker (an "intermediary"). In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States of America (the "United States" or the "U.S."), under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

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

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

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

These securityholder materials are being sent to both registered and non-registered (beneficial) owners of the securities of the Company. If you are a beneficial owner, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your VIF as specified in the request for voting instructions that was sent to you.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The proxy form supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") in Canada and in the United States. Broadridge mails a VIF in lieu of the proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), who is different from any of the persons designated in the VIF, to represent your Common Shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative, which may be you, in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted or to have an alternate representative duly appointed to attend the Meeting and vote the Common Shares at the Meeting.**

Notice to Shareholders in the United States

The solicitation of proxies involve securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia) certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the registered shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Olympia, or to the Company's business office located at Suite 1980 – 1075 West Georgia Street, Vancouver, British Columbia, Canada, V6E 3C9, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of auditor and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "Board") of the Company has fixed October 3, 2012, at the close of business, as the record date for the Meeting (the "Record Date") for the determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

As of October 3, 2012, there were 16,445,000 Common Shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, and there are no cumulative or similar voting rights attached to the Common Shares. As of October 3, 2012, there are 1,800,000 Common Shares held in escrow.

To the knowledge of the directors and executive officers of the Company, the only person or corporation that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common of the Company as at October 3, 2012, is:

Shareholder Name	Number of Common Shares Held	Percentage of Issued Common Shares
Lockwood Financial Ltd.	3,000,000 ⁽¹⁾	18.24%

Note:

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

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

- The audited financial statements of the Company for the period from incorporation on February 4, 2011, to October 31, 2011, together with the report of the auditor thereon and related management discussion and analysis were filed on SEDAR with the Company's long form prospectus dated February 28, 2012, on March 1, 2012; and
- The Company's audit committee charter attached as Schedule "A" to the preliminary long form prospectus dated February 28, 2012, was filed on SEDAR on March 1, 2012.

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

VOTES NECESSARY TO PASS RESOLUTIONS

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

If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled all such nominees will be declared elected or appointed by acclamation.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the period from incorporation on February 4, 2011, to October 31, 2011, as prepared by Davidson & Company LLP, Chartered Accountants, the report of the auditor (Davidson & Company LLP) thereon and the related management discussion and analysis will be placed before the Meeting. Additional information may be obtained upon request from the Company at Suite 1980 – 1075 West Georgia Street, Vancouver, British Columbia, V6E 3C9, telephone number: (604) 688-9588 or fax number (778) 329-9361. These documents and additional information are also available through the internet on www.sedar.com.

ELECTION OF DIRECTORS

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) (the "BCA"), each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following table sets out the names of management's three (3) nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date of this Information Circular:

Name of Nominee; Current Position with the Company and Province and Country of Residence	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled ⁽¹⁾
Yaron Conforti ⁽²⁾⁽³⁾ Director Ontario, Canada	February 4, 2011	440,000
Henry J. Sandri ⁽²⁾⁽⁴⁾ Director Minnesota, USA	February 4, 2011	440,000
John King Burns ⁽²⁾⁽⁵⁾ Director Pennsylvania, USA	February 4, 2011	440,000

Notes:

1. The information as to principal business or employer and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Common Shares beneficially owned, are voting securities beneficially owned, directly or indirectly, or over which the director nominee exercises control or direction. See “*Occupation, Business or Employment of Director Nominees*” below for five year employment history and biography.
2. Member of Audit Committee.
3. Yaron Conforti holds options to purchase 125,000 common shares of the Company at an exercise price of \$0.15, expiring on May 15, 2022.
4. Henry J. Sandri holds options to purchase 125,000 common shares of the Company at an exercise price of \$0.15, expiring on May 15, 2022.
5. John King Burns holds options to purchase 125,000 common shares of the Company at an exercise price of \$0.15, expiring on May 15, 2022.

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

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

Occupation, Business or Employment and Biography of Director Nominees

John King Burns – Mr. Burns has been a director of the Company since its incorporation on February 4, 2011. He is currently a Director of China Gold International Resources Corp. Ltd. (TSX: CGG), NovaDx Ventures Corp. (TSXV: NDX), Simba Energy Inc. (TSXV: SMB), and Corazon Gold Corp. (TSXV: CGW). Mr. Burns’ educational background consists of a Bachelor of Sciences (B. Sc.) in Economics from University of Pennsylvania’s Wharton School of Business. Mr. Burns also completed non-major courses in accounting, finance, marketing, and computer sciences at the Wharton School of Business while as an undergraduate student and in continuing postgraduate, non-degree studies. Mr. Burns is not a party to any employment, non-competition or confidentiality agreement with the Company. It is expected that Mr. Burns will devote approximately 20% of his time to the business of the Company to effectively fulfill his duties as an officer.

Yaron Conforti – Mr. Conforti has been a director of the company since its incorporation on February 4, 2011. He is currently the principal of Emmarentia Resource Corp. Mr. Conforti received a Bachelor of Commerce (B. Comm.) in Finance from Concordia University. Mr. Conforti is not a party to any employment, non-competition or confidentiality agreement with the Company. It is expected that he will devote 20% of his time to the business of the Company to effectively fulfill his duties as a director.

Henry J. Sandri – Dr. Sandri has been a director of the Company since its incorporation on February 4, 2011. Dr. Sandri's educational background consists of a Bachelor of Science (B. Sc.) in Foreign Service (International Trade & Transportation) from Georgetown University, a Masters of Arts (M. A.) in Applied Economics from The American University and a Doctor of Philosophy (Ph. D.) in Mineral Economics from the Colorado School of Mines. Dr. Sandri is not a party to any employment, non-competition or confidentiality agreement with the Company. It is expected that he will devote 20% of his time to the business of the Company to effectively fulfill his duties as a director.

Cease Trade Orders and Bankruptcy

Within the last 10 years before the date of this Information Circular no proposed nominee for election as a director of the Company was a director or executive officer of any company (including the Company in respect of which this Information Circular is prepared) acted in that capacity for a company that was:

- (a) subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days;
- (b) subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days;
- (c) 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 has 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;
- (d) 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
- (e) subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

APPOINTMENT OF AUDITOR

Davidson & Company LLP, Chartered Accountants, Suite 1200 – 609 Granville Street, Vancouver, British Columbia, will be nominated at the Meeting for reappointment as auditor of the Company. Davidson & Company LLP, Chartered Accountants, was first appointed auditor on October 31, 2011.

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

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

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 - “*Audit Committees*” of the Canadian Securities Administrators (“NI 52-110”), requires the Company to have an Audit Committee comprised of not less than three (3) directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company, and the Company is required to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor. Such disclosure is set forth below:

Audit Committee Charter

The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities by reviewing the financial information, which will be provided to the shareholders and the public, the systems of corporate controls, which management and the Board have established, and overseeing the audit process. It has general responsibility to oversee internal controls, accounting and auditing activities and legal compliance of the Company. The Audit Committee also is mandated to review and approve all material related party transactions. A copy of the Audit Committee Charter was filed on SEDAR as Schedule “A” to the Company’s preliminary long form prospectus dated February 28, 2012, was filed on SEDAR on March 1, 2012.

Composition of the Audit Committee

Effective October 31, 2011, the following persons were named members of the Company’s Audit Committee: Yaron Conforti (Chair), Herrick Lau and Henry J. Sandri. All members of the Audit Committee are considered to be financially literate. Yaron Conforti and Henry J. Sandri are independent members of the Audit Committee. Herrick Lau is not independent as Mr. Lau is the Chief Executive Officer (“CEO”) of the Company and Managing Director of Baron Global Financial Canada Ltd. (“Baron”), a company providing management and financial services to the Company.

For the period from incorporation on February 4, 2011, to October 31, 2011, the Audit Committee was not compliant with respect to its member composition of independent directors. The Company had very limited operations which the Board felt were suitably addressed by the members. The Company intends to continue to pursue its growth strategy through acquisitions and intends to appoint directors during the course of the year in order to satisfy independence requirements with a view to becoming compliant as operations expand.

Relevant Education and Experience of the Audit Committee

Herrick Lau is currently the Managing Director of Baron Global Financial Canada Ltd. Mr. Lau previously held similar positions in Global Maxfin Capital Inc. and Graydon Elliott Capital Corp. He is also currently the Chief Financial Officer of Copper One Inc. (TSXV: CUO), the Chief Financial Officer and a director of Jayden Resources Inc. (TSX: JDN), the Chief Financial Officer and a director of Novo Resources Corp. (CNSX: NVO), and a director of ICN Resources Ltd. (TSXV: ICN), Delon Resources Corp. (CNSX: DLN) and Kariana Resources Inc. (CNSX: KAA). Mr. Lau obtained his masters degree in Economics from Simon Fraser University and has over 10 years of experience in investment research and corporate finance. Mr. Lau is also a charter holder of the Chartered Financial Analyst designation.

Yaron Conforti is currently the principal of Emmarentia Resource Corp. He was the Chief Executive Officer and a director of Goldbard Capital Corp. (now Eco (Atlantic) Oil & Gas Ltd.) (TSXV: EOG) from June 2010 to November 2011 and the Chief Financial Officer of China Opportunity Inc. (now Gondwana Gold Inc.) (TSXV: GON) from May 2008 to June 2011. He has investment and merchant banking experience advising public and private companies on mergers, acquisitions and capital raising, with a specific focus on the resource sector. He received a Bachelor of Commerce (Finance) from Concordia University.

Henry J. Sandri has held senior management positions in management, finance, planning, and operations for public and private exploration and mining companies in North and South America, Europe, Africa, Australia-Asia. He currently acts as an Advisor to the Board for a number of Canadian and U.S. exploration and mining companies. Dr. Sandri served as the President and Chief Executive Officer of Duluth Metals Limited from May 2006 to July 2010. Dr. Sandri has also served in various management positions with Select Resources, Burlington Northern Inc., Inco Ltd., Inco Exploration Technical Services, Behre Dolbear & Company, and K&M Engineering and Consulting Corporation. Dr. Sandri obtained his B.Sc. in Foreign Service (International Trade & Transportation) from Georgetown University, an M.A. in Applied Economics from The American University and a Ph.D. in Mineral Economics from the Colorado School of Mines.

Each member of the Audit Committee has:

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

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

Pre-Approval Policies and Procedures

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

External Auditor Service Fees (By Category)

Fees incurred with the Company's Auditor for audit and non-audit services for the period from incorporation of the Company on February 4, 2011 to the fiscal year end date of October 31, 2011 is outlined in the following table:

Nature of Services	Fees Paid to Auditor in Year Ended October 31, 2010	Fees Paid to Auditor in Year Ended October 31, 2011
Audit Fees ⁽¹⁾	N/A	\$10,200
Audit-related Fees ⁽²⁾	N/A	\$3,060
Tax Fees ⁽³⁾	N/A	\$1,500
All Other Fees ⁽⁴⁾	N/A	Nil
Total	N/A	\$14,760

Notes:

1. "Audit Fees" include fees necessary to perform the annual audit of the Company's consolidated financial statements and also fees incurred in relation to the performance of quarterly reviews. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
2. "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
3. "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
4. "All Other Fees" include all other non-audit services.

Exemption

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

CORPORATE GOVERNANCE

General

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

Board of Directors

The Board is currently composed of four (4) directors, three directors are independent and one director is non-independent. Yaron Conforti, Henry J. Sandri and John King Burns are independent directors (as that term is defined in NI 52-110) and Herrick Lau is the non-independent director as Mr. Lau is the CEO of the Company and the Managing Director of Baron.

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

Directorships

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

Name of Director	Other Issuer	Trading market
John King Burns	China Gold International Resources Corp. Ltd.	TSX
	Corazon Gold Corp.	TSXV
	Dolly Varden Silver Corporation	TSXV
	Simba Energy Inc.	TSXV

Herrick Lau	Cerro Mining Corp.	TSXV
	Delon Resources Corp.	CNSX
	ICN Resources Ltd.	TSXV
	Jayden Resources Inc.	TSX
	Kariana Resources Inc.	CNSX
	Novo Resources Corp.	CNSX
	Pan American Fertilizer Corp.	CNSX
	Vida Ventures Ltd.	TSXV

Orientation and Continuing Education

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

Ethical Business Conduct

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

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

Nomination of Directors

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

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

Compensation

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

Other Board Committees

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

Assessments

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

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officer

In this section "Named Executive Officer" ("NEO") means the Chief Executive Officer (the "CEO"), the Chief Financial Officer (the "CFO") and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed fiscal year and whose total salary and bonus exceeds \$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Company at the end of the most recently completed fiscal year end.

Herrick Lau, CEO and a Director, and Denise Lok, CFO and Corporate Secretary, are each an NEO of the Company for the purposes of the following disclosure.

Compensation Discussion and Analysis

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

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

Compensation Review Process

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

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

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

The Board has not considered the implications of the risks associated with the Company's compensation program. In 2012, the Company intends to formalize its compensation policies and practices and will take into consideration the implications of the risks associated with the Company's compensation program and how it might mitigate those risks.

Elements of Executive Compensation Program

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

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

Base Salary or Consulting Fees

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

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

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

Bonus Payments

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

The Company did not award any bonuses during the period from incorporation on February 4, 2011, to October 31, 2011.

Equity Participation

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

Actions, Decisions or Policies Made After October 31, 2011

Upon completion of the Company's initial public offering (the "IPO") on May 15, 2012, Herrick Lau, Denise Lok, Yaron Conforti, Henry J. Sandri and John King Burns each received options to purchase 125,000 Common Shares of the Company at an exercise price of \$0.15, expiring on May 15, 2022.

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

Option-based Awards

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

The Board approved a stock option plan dated November 1, 2011 (the "Plan") pursuant to which the Board can grant stock options to directors, officers, employees, management and others who provide services to the Company. The Plan provides compensation to participants and an additional incentive to work toward long-term Company performance.

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

Summary Compensation Table

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

Name and principal position ⁽¹⁾	Year	Salary (\$) ⁽²⁾	Share-based awards (\$) ⁽³⁾	Option-based awards (\$) ⁽³⁾	Non-equity incentive plan compensation		Pension value (\$)	All other compensation (\$)	Total compensation (\$) ⁽⁴⁾
					Annual incentive plans (\$)	Long-term incentive plans (\$)			
Herrick Lau CEO and Director	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Denise Lok CFO and Corporate Secretary	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

1. The Company was incorporated on February 4, 2011. Denise Lok was appointed as CFO and Corporate Secretary and Herrick Lau was appointed as the CEO and a director of the Company on February 4, 2011.
2. Includes the dollar value of cash and non-cash base salary earned during a financial year covered.
3. The value of the option based award was determined using the Black-Scholes option-pricing model.
4. These amounts include all amounts set out in table from for each NEO.

Incentive Plan Awards

Outstanding Share-based Awards and Option-based Awards

As at October 31, 2011, no share-based awards and option-based awards were granted to the NEOs of the Company.

Incentive Plan Awards – Value Vested or Earned During the Year

No incentive plan awards were granted to the NEOs during the year ended October 31, 2011.

Pension Plan Benefits

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

Termination and Change of Control Benefits

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

Compensation of Directors

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

No compensation was provided to directors of the Company during the year ended October 31, 2011.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Yaron Conforti	Nil	Nil	Nil	Nil	Nil	Nil	Nil
John King Burns	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Henry J. Sandri	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Outstanding share-based awards and option-based awards

No share-based awards and option-based awards were granted to the directors of the Company during the year ended October 31, 2011.

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

No incentive plan awards were granted to the directors of the Company during the year ended October 31, 2011.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has a “rolling” stock option plan dated November 1, 2011, above described as the Plan. Pursuant to the Plan, the Company can grant options up to a maximum of 10% of the Company’s issued and outstanding share capital. At the date of this Information Circular, a total of 625,000 stock options have been granted under the Plan.

No options were granted during the Company’s financial year ended October 31, 2011. The following table sets out equity compensation plan information from incorporation of the Company on February 4, 2011 to the year ended October 31, 2011:

Equity Compensation Plan Information

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

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of October 31, 2011, or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this information circular, no informed person, director or executive officer of the Company, at any time since incorporation on February 4, 2011, to October 31, 2011, no proposed nominee for election as a director of the Company and no associate or affiliate of any of such persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, except for any interest arising from the ownership of shares of the Company where the shareholder will receive no extra or special benefit or advantage not shared on a pro-rata basis by all holders of shares in the capital of the Company.

MANAGEMENT CONTRACTS

There are no management functions of the Company which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

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

3. **Approval of Stock Option Plan**

On November 1, 2011, the Board approved the adoption of a 10% rolling stock option plan (the “Plan”), which Plan complies with the current policies of the CNSX and the amendments to the *Income Tax Act* (Canada) which impose withholding obligations on taxable benefits arising at the time options are exercised. The Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the Board, or a committee appointed by the Board. The Plan also provides that the number of Common Shares issuable under the Plan, together with all of the Company’s other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Common Shares. The Company wishes to seek shareholder approval to the Plan by ordinary resolution.

The Plan is subject to the following restrictions:

- (a) the maximum number of Options which may be granted to any one option holder under the Plan within any 12 month period shall be 5% of the outstanding issue (unless the Company has obtained disinterested shareholder approval if required by regulatory rules);
- (b) if required by regulatory rules, disinterested shareholder approval is required to the grant to insiders, within a 12 month period, of a number of Options which, when added to the number of outstanding incentive stock options granted to insiders within the previous 12 months, exceed 10% of the issued shares;
- (c) with respect to section 5.1, the Expiry Date of an Option shall be no later than the tenth anniversary of the Grant Date of such Option;
- (d) the maximum number of Options which may be granted to any one Consultant within any 12 month period must not exceed 2% of the outstanding issue; and
- (e) the maximum number of Options which may be granted within any 12 month period to employees or consultants engaged in investor relations activities must not exceed 2% of the outstanding issue and such options must vest in stages over 12 months with no more than 25% of the Options vesting in any three month period, and such limitation will not be an amendment to the Plan requiring the option holders consent under section 9.2 of the Plan.

Material Terms of the Plan

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

- (a) Persons who are consultants to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the Plan;
- (b) Options granted under the Plan are non-assignable, and non-transferable;
- (c) An option granted to any consultants will expire within 30 days after the date the Optionee ceases to be employed by or provide services to the Company;
- (d) If an Optionee dies, any vested option held by him or her at the date of death will become exercisable by the Optionee’s lawful personal representatives, heirs or executors until the earlier of one year following the date of death and the applicable expiry date;
- (e) The exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Market Value (as defined in the Plan);

- (f) The vesting schedule for an option, if any, shall be determined by the Board and shall be set out in the Option Certificate issued in respect of the option; and
- (g) The Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Plan with respect to all Plan shares in respect of options which have not yet been granted under the Plan.

The Board has determined that, in order to reasonably protect the rights of participants, as a matter of administration, it is necessary to clarify when amendments to the Plan may be made by the Board without further shareholder approval. Accordingly, the Board proposes that the Plan also provide the following:

- (a) The Board may, without shareholder approval:
 - (i) amend the Plan to correct typographical, grammatical or clerical errors;
 - (ii) change the vesting provisions of an option granted under the Plan, subject to prior written approval of the CNSX, if applicable;
 - (iii) change the termination provision of an option granted under the Plan if it does not entail an extension beyond the original expiry date of such option;
 - (iv) make such amendments to the Plan as are necessary or desirable to reflect the changes to securities laws applicable to the Company;
 - (v) make such amendments as may otherwise be permitted by the CSNX Policies;
 - (vi) if the Company becomes listed or quoted on a stock exchange or stock market senior to the CSNX, make such amendments as may be required by the policies of such senior stock exchange or stock market; and
 - (vii) amend the Plan to reduce the benefits that may be granted to consultants.

Shareholder Approval

At the Meeting, Shareholders will be asked to consider and vote on the ordinary resolution to adopt the Plan, with or without variation, as follows:

“RESOLVED that:

- (a) the Share Option Plan dated for reference November 1, 2011, be ratified and approved;
- (b) the Board be authorized to grant options under and subject to the terms and conditions of the Stock Option Plan, which may be exercised to purchase up to 10% of the issued common shares of the Company as at the time of grant; and
- (c) any one or more of the directors and officers of the Company be authorized to perform all such acts, deeds and things and execute, under seal of the Company or otherwise, all such documents as may be required to give effect to this resolution.”

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

The Board recommends shareholders vote in favour of the above resolution.

The Board is of the view that the Plan provides the Company with the flexibility to attract and maintain the services of executives, employees and other service providers in competition with other companies in the industry. A copy of the Plan will be available for inspection at the Meeting.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found in the Company's audited comparative financial statements for the period from incorporation on February 4, 2011 to October 31, 2011, and the accompanying auditor's report and related management discussion and analysis, and additional copies of this Information may be obtained from SEDAR at www.sedar.com and upon request from the Company at Suite 1980 – 1075 West Georgia Street, Vancouver, British Columbia, V6E 3C9, telephone number: (604) 688-9588 or fax number (778) 329-9361. Copies of documents will be provided free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document.

OTHER MATTERS

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

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

DATED at Vancouver, British Columbia, effective October 16, 2012.

BY ORDER OF THE BOARD

"Herrick Lau"

Herrick Lau
Chief Executive Officer and Director