

AMANA COPPER LTD.
(formerly Titan Goldworx Resources Inc.)
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Telephone/Fax: (514) 759-3518

INFORMATION CIRCULAR
as at October 11, 2013
(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 and special meeting (the “Meeting”) of its shareholders to be held on November 25, 2013 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@olympiatrust.com; or
- (d) log on to Olympia's website at <https://secure.olympiatrust.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 1 Westmount Square, Suite 600, Westmount, Quebec Canada H3Z 2P9, 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 11, 2013, 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.

The Company was incorporated on February 4, 2011 under the *Business Corporations Act* (British Columbia). The Company's common shares trade on the Canadian National Stock Exchange (CNSX).

On September 20, 2013, the Company's name was changed from "Titan Goldworx Resources Inc." to "Amana Copper Ltd." under new stock symbol "AMA".

The Company's authorized common share capital consists of a no maximum amount of common shares. As of October 11, 2013, there were 16,520,000 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 11, 2013, there were a total of 1,200,000 Common Shares held in escrow pursuant to Escrow Agreement dated February 28, 2012. The following named insiders hold Common Shares under this Escrow Agreement: 1) Yaron Conforti as to 264,000 common shares; 2) Henry J. Sandri as to 264,000 common shares; and 3) John K. Burns, as to 264,000 common shares.

The Company is also authorized to issue a no maximum amount of preferred shares without par value. As of October 11, 2013, there were no preferred shares issued and outstanding.

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 11, 2013, is:

Shareholder Name	Number of Common Shares Held	Percentage of Issued Common Shares
Lockwood Financial Ltd.	3,000,000 ⁽¹⁾	18.159%

Note:

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

The consolidated audited financial statements of the Company for its fiscal years ended October 31, 2012 and October 31, 2011, the report of the auditor and related management discussion and analysis, were filed on www.sedar.com on February 27, 2013 with the securities commissions or similar regulatory authority in British Columbia, Alberta and Ontario, and will be placed before the Meeting.

Copies of documents incorporated herein by reference may be obtained by a Shareholder upon request without charge from the Company at 1 Westmount Square, Suite 600, Westmount, Quebec Canada H3Z 2P9 telephone and fax number:(514) 759-3518. 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.

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 October 11, 2013.

Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years. See "*Occupation, Business or Employment of Director Nominees*" below for five year employment history and biography.

Name of Nominee; Current Position with the Company and Province and Country of Residence	Period as a Director of the Company	Shares Beneficially Owned or Controlled⁽¹⁾
Yaron Conforti ⁽²⁾⁽³⁾ CEO and Corporate Secretary and Director Ontario, Canada	Appointed as director February 4, 2011 Appointed as Officer November 14, 2012	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:

- The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees and from insider reports available at www.sedi.ca.
- Member of Audit Committee.
- 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.
- 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.
- 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.

Occupation, Business or Employment and Biography of Director Nominees

Yaron Conforti – Mr. Conforti has been a director of the company since its incorporation on February 4, 2011 and has been the Chief Executive Officer and Corporate Secretary of the Company since November 14, 2012. He is currently the principal of Emmarentia Resource Corp. Mr. Conforti received a Bachelor of Commerce (B. Comm.) in Finance from Concordia University.

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.

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 and Hong Kong), Corazon Gold Corp. (TSXV: CGW), Dolly Varden Silver Corporation (TSXV: DV), and Simba Energy Inc. (TSXV: SMB). Mr. Burns' educational background consists of a Bachelor of Sciences (B. Sc.) in Economics from University of Pennsylvania's Wharton School of Business.

Advance Notice Policy

On July 31, 2013, the Board of Directors of the Company (the "**Board**") adopted an advance notice policy (the "**Advance Notice Policy**") with immediate effect. The Advance Notice Policy provides for advance notice to the Company in circumstances where nominations of persons for election to the Board are made by shareholders of the Company other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the *Business Corporations Act* (British Columbia) (the "**BCBCA**") or (ii) a shareholder proposal made pursuant to the provisions of the BCBCA.

The purpose of the Policy is to provide shareholders and the Company with direction on the nomination of directors including a) those participating in a meeting by proxy rather than in person, b) to receive adequate notice of the nominations to be considered at a meeting and can thereby exercise their voting rights in an informed manner. In addition, the Policy is the framework by which the Company seeks to fix a deadline by which holders of Common shares must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the minimum information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

The Policy also requires all proposed director nominees to deliver a written representation and agreement that such candidate for nomination, if elected as a director of the Company, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting and insider trading policies and other policies and guidelines of the Company applicable to directors and in effect during such person's term in office as a director.

The foregoing is a summary of the Advance Notice Policy, it is not comprehensive and is qualified by the full text of such policy which is made available under the Company's profile on SEDAR at www.sedar.com.

For purposes of the Meeting, if the Company's shareholders approve the proposed amendment to the Company's Articles (the "**Alteration**" or "**Alterations**") contemplated below in the section entitled "Particulars of Matters to be Acted Upon – Alteration to Articles", then the Policy will terminate following the termination of the Meeting and will be concurrently superseded by the Alteration. If the shareholders of the Company do not approve the Alteration then the Policy will terminate and be of no further force and effect following the termination of the Meeting.

The Company has not received notice of a nomination in compliance with the Policy and, as such, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Company will be disregarded at the Meeting.

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 at a remuneration to be fixed by the Directors. Davidson & Company LLP, Chartered Accountants, was first appointed auditor on October 31, 2011.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators (“NI 52-110”) requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

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, which was filed on SEDAR on March 1, 2012.

Composition of the Audit Committee

The following persons are members of the Company’s Audit Committee: Yaron Conforti (Chair), Henry J. Sandri and John K. Burns. Herrick Lau was a member of this Committee, but resigned as a director of the Company and CEO on November 14, 2012 respectively. All members of the Audit Committee are considered to be financially literate. Henry J. Sandri and John K. Burns are independent members of the Audit Committee. Yaron Conforti is non independent of this Committee (Mr. Conforti is the CEO and Corporate Secretary of the Company).

For the period ending October 31, 2012, 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

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 Pan African Oil Ltd.) (TSXV: PAO) 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.

John K. Burns is currently a Director of China Gold International Resources Corp. Ltd. (TSX: CGG and Hong Kong), Corazon Gold Corp. (TSXV: CGW), Dolly Varden Silver Corporation (TSXV: DV), and Simba Energy Inc. (TSXV: SMB). 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.

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.

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 and at fiscal year ending October 31, 2012 are outlined in the following table:

Nature of Services	Fees Paid to Auditor in Year Ended October 31, 2011	Fees Paid to Auditor in Year Ended October 31, 2012
Audit Fees ⁽¹⁾	\$10,200	\$6,100
Audit-related Fees ⁽²⁾	\$3,060	\$6,100
Tax Fees ⁽³⁾	\$1,500	\$1,500
All Other Fees ⁽⁴⁾	N/A	N/A
Total	\$14,760	\$13,700

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, 2012. 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 three directors, two directors are independent and one director is non-independent. Henry J. Sandri and John King Burns are independent directors (as that term is defined in NI 52-110) and Yaron Conforti is the non-independent director as Mr. Conforti is the CEO and Corporate Secretary of the Company.

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

Directorships

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

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

Yaron Conforti, Chief Executive Officer, Corporate Secretary and a Director, Jonathan H. Rubin, CPA, CA, CFE, Chief Financial Officer, Herrick Lau, former Chief Executive Officer and a Director, Daniel Crandall, former Chief Financial Officer, and Denise Lok, former Chief Financial Officer 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. 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.

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments.

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

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 fiscal period ending October 31, 2012.

Equity Participation

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

Consulting Fees

On July 6, 2012, the Company entered into a corporate advisory agreement with Baron Global Financial Corporation to provide accounting and administrative services. Herrick Lau, the former CEO and a director of the Company is the managing Director of Baron. The agreement expired in November 2012 upon Mr. Lau's resignation as CEO and as a director of the Company.

Actions, Decisions or Policies made after October 31, 2012

On November 14, 2012, the Company entered into a six month consulting agreement with Emmarentia Management Corp., a private company, the principal of which is Yaron Conforti, CEO, Corporate Secretary and a director of the Company, to provide executive management services for a fee of \$7,500 per month. During the year ended October 31, 2012 the Company paid \$11,300 to Emmarentia Management Corp.

Other than as disclosed herein, there have been no actions, decisions or policies have been made since October 31, 2012 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 Company was incorporated on February 4, 2011. The Company's audited financial statements of the Company for the period from incorporation on February 4, 2011 to October 31, 2011 were presented to shareholders at the Company's Annual General Meeting held on November 14, 2012. The compensation paid to the NEO during the Company's two audited financial years ended October 31 is as set out below and expressed in Canadian dollars unless otherwise noted:

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽⁶⁾	Non-equity incentive plan compensation		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans (\$)	Long-term incentive plans (\$)			
Yaron Conforti ⁽¹⁾ CEO and Corporate Secretary	2012 2011	Nil Nil	Nil Nil	\$13,973 Nil	Nil Nil	Nil Nil	Nil Nil	\$11,300 Nil	\$25,273 Nil
Jonathan H. Rubin, CPA, CA, CFE ⁽²⁾ CFO	2012 2011	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Daniel Crandall ⁽³⁾ former CFO	2012 2011	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Herrick Lau ⁽⁴⁾ former CEO and former Director	2012 2011	Nil Nil	Nil Nil	\$13,973 Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	\$13,973 Nil
Denise Lok ⁽⁵⁾ former CFO and former Corporate Secretary	2012 2011	Nil Nil	Nil Nil	\$13,973 Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	\$13,973 Nil

Notes:

- Yaron Conforti was appointed a Director of the Company on February 4, 2011. Mr. Conforti was appointed the CEO and Corporate Secretary of the Company on November 14, 2012.
- Jonathan H. Rubin, CPA, CA, CFE was appointed the CFO of the Company on August 1, 2013.
- Daniel Crandall served as CFO of the Company from November 14, 2012 to July 31, 2013.
- Herrick Lau served as the CEO of the Company from February 4, 2011 to November 14, 2012.
- Denise Lok served as the CFO and Corporate Secretary of the Company from February 4, 2011 to November 14, 2012.
- Values in this column are comprised of options granted pursuant to the Share Option Plan. Values are based on the grant date fair value of the options calculated using the Black-Scholes-Merton Method.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

No share-based awards have been granted to the NEOs of the Company. The following table sets forth information concerning all option-based awards outstanding at the year ended October 31, 2012, to each NEO:

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (M/D/Y)	Value of unexercised in-the-money options (\$) ⁽¹⁾
Yaron Conforti	125,000	\$0.15	May 15, 2022	Nil
Daniel Crandall	Nil	Nil	Nil	Nil
Herrick Lau ⁽²⁾	125,000	\$0.15	May 15, 2022	Nil
Denise Lok ⁽³⁾	125,000	\$0.15	May 15, 2022	Nil

Notes:

- The closing price on the TSXV of the Common Shares as at October 31, 2012 was \$0.105 per Common Share.
- Herrick Lau resigned as CEO on November 14, 2012 and resigned from the Board on February 4, 2011. Mr. Lau's stock options have expired without having been exercised.
- Denise Lok resigned as CFO and Corporate Secretary on November 14, 2012. Ms. Lok's stock options have expired without having been exercised.

Incentive Plan Awards - Value Vested Or Earned During the Year

There were no value vested or earned by any NEO under the Company's incentive plan during the year ended October 31, 2012.

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 other than the below:

Incentive Plan Awards

Outstanding Share-Based Awards, Option-Based Awards and Non-Equity Incentive Plan Compensation

No share-based awards have been granted to the directors of the Company. The following table sets forth information concerning all awards outstanding to each of the directors who is not an NEO for the Company's most recently completed financial year of October 31, 2012:

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (M/D/Y)	Value of unexercised in-the-money options (\$) ⁽¹⁾
Henry J. Sandri	125,000	\$0.15	May 15, 2022	Nil
John K. Burns	125,000	\$0.15	May 15, 2022	Nil

Note:

1. The closing price of the Common Shares on October 31, 2012 was \$0.105, the last day of trading prior to the year end of the Company.

Incentive Plan Awards – Value Vested or Earned During the Year

There was no value vested or earned by any director under the Company's incentive plan during the year ended October 31, 2012.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has a Stock Option Plan for the granting of incentive stock options to the Directors, officers, employees and consultants ("Eligible Persons"). The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the Eligible Persons and to closely align the personal interests of such persons to that of the shareholders. The Company's Stock Option Plan is more fully described in the Company's Information Circular dated October 16, 2012 for the Company's shareholder meeting held on November 14, 2012, which Information Circular was filed on SEDAR at www.sedar.com on October 18, 2012.

As at October 31, 2012, a total of 625,000 stock options have been granted under the Plan. The following table sets out equity compensation plan information from incorporation of the Company for fiscal year ending October 31, 2012:

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	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	625,000	\$0.15	1,019,500
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	625,000	\$0.15	1,019,500

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of October 31, 2012, 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, 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

Alteration to Articles

Advance Notice Provision

INTRODUCTION

The directors of the Company are proposing that the Articles of the Company be altered to include an advance notice provision (the “**Advance Notice Provision**”), which will:

- (i) facilitate orderly and efficient annual general or, where the need arises, special, meetings;
- (ii) ensure that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and
- (iii) allow shareholders to register an informed vote. The full text of the proposed Alterations to include the Advance Notice Provision is set out in Schedule A to this Information Circular.

PURPOSE OF THE ADVANCE NOTICE PROVISION

The purpose of the Advance Notice Provision is to foster a variety of interests of the shareholders and the Company by ensuring that all shareholders - including those participating in a meeting by proxy rather than in person - receive adequate notice of the nominations to be considered at a meeting and can thereby exercise their

voting rights in an informed manner. The Advance Notice Provision is the framework by which the Company seeks to fix a deadline by which holders of record of Common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

EFFECT OF THE ADVANCE NOTICE PROVISION

1. Subject to the British Columbia *Business Corporations Act* (the “BCBCA”) and the Articles, the persons who are nominated in accordance with the following procedures shall only be eligible for election as directors of the Company. Nominations of persons for election to the Board may be made at any annual meeting of shareholders, or at any special meeting of shareholders (but only if one of the purposes for which the special meeting was called was the election of directors):

- (a) by or at the direction of the Board of the Company, including pursuant to a notice of meeting;
- (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the BCBCA, or a requisition of the shareholders made in accordance with the provisions of the BCBCA; or
- (c) by any person (a “**Nominating Shareholder**”):
 - (i) who, at the close of business on the date of the giving of the notice provided for below in the Advance Notice Provision and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and
 - (ii) who complies with the notice procedures set forth below in the Advance Notice Provision.

2. In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Corporate Secretary of the Company at the principal executive offices of the Company.

3. To be timely, a Nominating Shareholder’s notice to the Corporate Secretary of the Company must be made:

- (a) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 40 days after the date (the “**Notice Date**”) on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the tenth (10th) day following the Notice Date; and
- (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made. In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder’s notice as described above. Notwithstanding the foregoing, the Board may, in its sole discretion, waive the time periods summarized above.

4. To be in proper written form, a Nominating Shareholder’s notice to the Corporate Secretary of the Company must set forth:

- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director:
 - (i) the name, age, business address and residential address of the person;

- (ii) the principal occupation or employment of the person;
 - (iii) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;
 - (iv) a statement as to whether such person would be “independent” of the Company (within the meaning of applicable securities law) if elected as a director at such meeting and the reasons and basis for such determination; and
 - (v) any other information relating to the person that would be required to be disclosed in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and
- (b) as to the Nominating Shareholder giving the notice,
- (i) the class or series and number of shares in the authorized share structure of the Company which are controlled or which are owned beneficially or of record by the Nominating Shareholder as of the record date for the meeting (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice, and
 - (ii) any other information relating to such Nominating Shareholder that would be required to be made in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCBCA and Applicable Securities Laws (as defined below).

5. To be eligible to be a candidate for election as a director of the Company and to be duly nominated, a candidate must be nominated in the manner prescribed in the Advance Notice Provision and the candidate for nomination, whether nominated by the board or otherwise, must have previously delivered to the Corporate Secretary of the Company at the principal executive offices of the Company, not less than 5 days prior to the date of the meeting, a written representation and agreement (in form provided by the Company) that such candidate for nomination, if elected as a director of the Company, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting and insider trading policies and other policies and guidelines of the Company applicable to directors and in effect during such person’s term in office as a director (and, if requested by any candidate for nomination, the Corporate Secretary of the Company shall provide to such candidate for nomination all such policies and guidelines then in effect).

6. No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice Provision; provided, however, that nothing in the Advance Notice Provision shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The Chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

7. For purposes of the Advance Notice Provision:

- (a) “**public announcement**”, shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and
- (b) “**Applicable Securities Laws**”, means the *Securities Act* (British Columbia) and the equivalent legislation in the other provinces and in the territories of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities

commissions and similar regulatory authorities of each applicable provinces and territories of Canada.

8. Notwithstanding any other provision of the Advance Notice Provision, notice or any delivery given to the Corporate Secretary of the Company pursuant to the Advance Notice Provision may only be given by personal delivery, facsimile transmission or by email (provided that the Corporate Secretary of the Company has stipulated an email address for purposes of this notice, at such email address as stipulated from time to time), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Corporate Secretary at the address of the principal executive offices of the Company; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

SHAREHOLDER CONFIRMATION

9. Under the Articles and the BCBCA, the Company's governing statute, the Alteration of the Articles requires the approval by a simple majority of the votes cast in person or represented by proxy at the Meeting of the Company. Accordingly, shareholders will be asked at the Meeting to vote on an ordinary resolution, the text of which is set out below, contained in Schedule A to this Information Circular (the "**Advance Notice Provision Resolution**"), to approve the alteration of the Articles of the Company to include the Advance Notice Provision.

RECOMMENDATION OF THE BOARD

10. The Board has concluded that the Advance Notice Provision is in the best interests of the Company and its shareholders. Accordingly, the Board unanimously recommends that the shareholders ratify, confirm and approve an alteration of the Company's Articles by voting FOR the Advance Notice Provision Resolution at the Meeting.

ADVANCE NOTICE PROVISION RESOLUTION

At the Meeting, shareholders will be asked to consider and if thought advisable, to approve an ordinary resolution authorizing an alteration of the Company's Articles to include advance notice provisions, with or without variation, as follows:

“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

Pursuant to Part 14 and the Articles of the Company, that the existing Articles of the Company be altered as follows:

- (a) By adding Part 14.12 of the Articles as described in Schedule A be adopted to this resolution and renumbering the paragraphs that follow accordingly;
- (b) It is a condition of this resolution that the alterations to the Articles of the Company referred to above do not take effect until the date and time that this resolution is received for deposit at the records office of the Company; and
- (c) Any director of the Company be authorized for and on behalf of the Company to do such things and to execute and deliver, whether under the common seal of the Company or otherwise, all such statements, forms and other documents as such director may consider advisable in connection with the foregoing and to take all such action and do all such things to give effect to the transactions contemplated by the foregoing resolutions and the execution by any one director shall be conclusive proof of his or her authority to execute the same for and on behalf of the Company.

Revocation of Resolution

Pursuant to §139 of the Act, the directors have the right to revoke the above ordinary resolutions before they are acted on.”

The above ordinary resolution, if passed, will become effective immediately upon the date and time that the resolution and the signed Articles are received for deposit at the records office of the Company.

Upon receipt of approval to the alterations to the Articles, an updated form of Articles may be accessed at www.sedar.com.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE ALTERATION OF THE ARTICLES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER COMMON SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found in the Company’s audited comparative financial statements for fiscal years October 31, 2012 and October 31, 2011, 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 1 Westmount Square, Suite 600, Westmount, Quebec Canada H3Z 2P9, telephone number and fax number (514) 759-3518. 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 Toronto, Ontario, effective October 24 , 2013.

BY ORDER OF THE BOARD

“Yaron Conforti”

Yaron Conforti
Chief Executive Officer

SCHEDULE "A"

FULL TEXT OF PROPOSED ALTERATION OF THE ARTICLES

This is Schedule A to Information Circular of

AMANA COPPER LTD.

(FORMERLY TITAN GOLDWORX RESOURCES INC.)

"Nomination of Directors

Subject only to the BCBCA:

(i) only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders (but only if the election of directors is a matter specified in the notice of meeting given by or at the direction of the person calling such special meeting):

(A) by or at the direction of the board or an authorized officer of the Company, including pursuant to a notice of meeting;

(B) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of the shareholders made in accordance with the provisions of the BCBCA; or

(C) by any person (a **"Nominating Shareholder"**)

(I) who, at the close of business on the date of the giving of the notice provided for below in this §14.12 and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting, and

(II) who complies with the notice procedures set forth below in this §14.12.

(ii) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, such person must have given (i) timely notice thereof in proper written form to the Corporate Secretary of the Company at the principal executive offices of the Company in accordance with this §14.12 and (ii) the representation and agreement with respect to each candidate for nomination as required by, and within the time period specified in §14.12(e).

(iii) To be timely under §14.12(b)(i), a Nominating Shareholder's notice to the Corporate Secretary of the Company must be made:

(A) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is called for a date that is less than 40 days after the date (the **"Notice Date"**) on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the tenth (10th) day following the Notice Date; and

(B) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

(C) Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this §14.12(c).

(iv) To be in proper written form, a Nominating Shareholder's notice to the Corporate Secretary of the Company, under §14.12(b)(i) must set forth:

(A) as to each person whom the Nominating Shareholder proposes to nominate for election as a director,

(I) the name, age, business address and residence address of the person,

(II) the principal occupation or employment of the person,

(III) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the record date for the Meeting of Shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice,

(IV) a statement as to whether such person would be "independent" of the Company (within the meaning of sections 1.4 and 1.5 of National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators, as such provisions may be amended from time to time) if elected as a director at such meeting and the reasons and basis for such determination, and

(V) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCBCA and Applicable Securities Laws; and

(B) as to the Nominating Shareholder giving the notice,

(I) any information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCBCA and Applicable Securities Laws, and

(II) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the Nominating Shareholder as of the record date for the Meeting of Shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice.

(v) To be a candidate eligible for election as a director of the Company and to be duly nominated, a candidate must be nominated in the manner prescribed in this §14.12 and the candidate for nomination, whether nominated by the board or otherwise, must have previously delivered to the Corporate Secretary of the Company at the principal executive offices of the Company, not less than 5 days prior to the date of the Meeting of Shareholders, a written representation and agreement (in the form provided by the Company) that such candidate for nomination, if elected as a director of the Company, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting and insider trading policies and other policies and guidelines of the Company applicable to directors and in effect during such person's term in office as a director (and, if requested by any candidate for nomination, the Corporate Secretary of the Company shall provide to such candidate for nomination all such policies and guidelines then in effect).

(vi) No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this §14.12; provided, however, that nothing in this §14.12 shall be deemed to preclude discussion by a shareholder (as distinct from nominating directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the BCBCA. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

(vii) For purposes of this §14.12:

(A) “**Affiliate**”, when used to indicate a relationship with a person, shall mean a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such specified person;

(B) “**Applicable Securities Laws**” means the *Securities Act* (British Columbia) and the equivalent legislation in the other provinces and in the territories of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each of the applicable provinces and territories of Canada;

(C) “**Associate**”, when used to indicate a relationship with a specified person, shall mean,

(I) any corporation or trust of which such person owns beneficially, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all voting securities of such corporation or trust for the time being outstanding,

(II) any partner of that person,

(III) any trust or estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar capacity,

(IV) a spouse of such specified person,

(V) any person of either sex with whom such specified person is living in conjugal relationship outside marriage, or

(VI) any relative of such specified person or of a person mentioned in clauses (D) or (E) of this definition if that relative has the same residence as the specified person;

(D) “**Derivatives Contract**” shall mean a contract between two parties (the “Receiving Party” and the “Counterparty”) that is designed to expose the Receiving Party to economic benefits and risks that correspond substantially to the ownership by the Receiving Party of a number of shares in the capital of the Company or securities convertible into such shares specified or referenced in such contract (the number corresponding to such economic benefits and risks, the “Notional Securities”), regardless of whether obligations under such contract are required or permitted to be settled through the delivery of cash, shares in the capital of the Company or securities convertible into such shares or other property, without regard to any short position under the same or any other Derivatives Contract. For the avoidance of doubt, interests in broad-based index options, broad-based index futures and broad-based publicly traded market baskets of stocks approved for trading by the appropriate governmental authority shall not be deemed to be Derivatives Contracts;

(E) “**Meeting of Shareholders**” shall mean such annual shareholders meeting or special shareholders meeting, whether general or not, at which one or more persons are nominated for election to the board by a Nominating Shareholder;

(F) “**owned beneficially**” or “**owns beneficially**” means, in connection with the ownership of shares in the capital of the Company by a person,

(I) any such shares as to which such person or any of such person’s Affiliates or Associates owns at law or in equity, or has the right to acquire or become the owner at law or in equity, where such right is exercisable immediately or after the passage of time and whether or not on condition or the happening of any contingency or the making of any payment, upon the exercise of any conversion right, exchange right or purchase right attaching to any securities, or pursuant to any agreement, arrangement, pledge or understanding whether or not in writing,

(II) any such shares as to which such person or any of such person's Affiliates or Associates has the right to vote, or the right to direct the voting, where such right is exercisable immediately or after the passage of time and whether or not on condition or the happening of any contingency or the making of any payment, pursuant to any agreement, arrangement, pledge or understanding whether or not in writing,

(III) any such shares which are beneficially owned, directly or indirectly, by a Counterparty (or any of such Counterparty's Affiliates or Associates) under any Derivatives Contract (without regard to any short or similar position under the same or any other Derivatives Contract) to which such person or any of such person's Affiliates or Associates is a Receiving Party; provided, however that the number of shares that a person owns beneficially pursuant to this clause (C) in connection with a particular Derivatives Contract shall not exceed the number of Notional Securities with respect to such Derivatives Contract; provided, further, that the number of securities owned beneficially by each Counterparty (including their respective Affiliates and Associates) under a Derivatives Contract shall for purposes of this clause be deemed to include all securities that are owned beneficially, directly or indirectly, by any other Counterparty (or any of such other Counterparty's Affiliates or Associates) under any Derivatives Contract to which such first Counterparty (or any of such first Counterparty's Affiliates or Associates) is a Receiving Party and this proviso shall be applied to successive Counterparties as appropriate, and

(IV) any such shares which are owned beneficially within the meaning of this definition by any other person with whom such person is acting jointly or in concert with respect to the Company or any of its securities; and

(G) "**public announcement**" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company or its agents under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com.

(viii) Notwithstanding any other provision to this §14.12, notice or any delivery given to the Corporate Secretary of the Company pursuant to this §14.12 may only be given by personal delivery, facsimile transmission or by email (provided that the Corporate Secretary of the Company has stipulated an email address for purposes of this notice, at such email address as stipulated from time to time), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Corporate Secretary at the address of the principal executive offices of the Company, provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 pm (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

(ix) In no event shall any adjournment or postponement of a Meeting of Shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice as described in §14.12(c) or the delivery of a representation and agreement as described in §14.12(e)."