

ABEN RESOURCES LTD.
(formerly "Consolidated Abaddon Resources Inc.")

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual General Meeting (the "Meeting") of the shareholders of **ABEN RESOURCES LTD.** (the "Company") will be held in the Boardroom, 510 Burrard Street, 3rd Floor, Vancouver, BC, V6C 3B9 on Wednesday, the 22nd day of February, 2012 at 10:00 a.m., (Vancouver time) for the purposes set forth in the following.

1. To receive the report of the directors.
2. To receive the audited financial statements of the Company for the fiscal year ending September 30, 2011, together with the auditor's report thereon.
3. To appoint the auditor for the Company.
4. To fix the number of directors and to elect directors for the ensuing year.
5. To consider and, if thought fit, to approve a resolution of the disinterested shareholders to approve the Company's Stock Option Plan.
6. To transact such other business as may properly be brought before the Meeting.

A registered shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the notes accompanying the instrument of proxy enclosed and then complete and return the proxy within the time set out in the notes. As set out in the notes, the enclosed instrument of proxy is solicited by management, but you may amend it, if you so desire, by inserting in the space provided the name of the person you wish to represent you at the Meeting. Non-registered shareholders of the Company should carefully follow the instructions received from their intermediary in respect of voting shares of the Company that they beneficially own, as more fully described under "Advice to Beneficial Holders of Common Shares" in the Information Circular.

DATED at Vancouver, British Columbia, this 18th day of January, 2012.

BY ORDER OF THE BOARD

"James G. Pettit"

PRESIDENT

ABEN RESOURCES LTD.

**INFORMATION CIRCULAR
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

This information is given as of January 18, 2012

I. SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of ABEN RESOURCES INC. (the "Company") for use at the Annual General Meeting (the "Meeting") of the shareholders of the Company, to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

II. PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed instrument of proxy is solicited by management. The Company has retained Georgeson Shareholder Communications Canada Inc. ("Georgeson") in connection with the solicitation of proxies. For this service, and other advisory services, Georgeson will be paid a fee of up to \$18,000 plus out-of-pocket expenses. Management or employees of the Company and employees of Georgeson may solicit proxies in person, or by telephone, mail or the internet. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the instrument of proxy. As stated above, the Company has retained Georgeson to assist in respect of the solicitation of proxies. The cost of solicitation will be borne by the Company.

None of the directors of the Company have advised management in writing that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

III. APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying instrument of proxy are directors or officers of the Company. **A shareholder has the right to appoint a person to attend and act for him on his behalf at the Meeting other than the persons named in the enclosed instrument of proxy. To exercise this right, a shareholder shall strike out the names of the persons named in the instrument of proxy and insert the name of his nominee in the blank space provided, or complete another instrument of proxy.**

The completed instrument of proxy must be dated and signed and the duly completed instrument of proxy must be deposited at the Company's transfer agent, Computershare Trust Company of Canada, 100 University Avenue, 11th Floor, Toronto, Ontario, M5J 2Y1 at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays, Sundays and holidays.

The instrument of proxy must be signed by the shareholder or by his duly authorized attorney. If signed by a duly authorized attorney, the instrument of proxy must be accompanied by the original power of attorney or a notarially certified copy thereof. If the shareholder is a corporation, the instrument of proxy must be signed by a duly authorized attorney, officer, or corporate representative, and must be accompanied by the original power of attorney or document whereby the duly authorized officer or corporate representative derives his power, as the case may be, or a notarially certified copy thereof. The Chairman of the Meeting has discretionary authority to accept proxies which do not strictly conform to

the foregoing requirements.

In addition to revocation in any other manner permitted by law, a shareholder may revoke a proxy by (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid, (b) signing and dating a written notice of revocation (in the same manner as the instrument of proxy is required to be executed as set out in the notes to the instrument of proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment thereof, or (c) registering with the scrutineer at the Meeting as a shareholder present in person, whereupon such proxy shall be deemed to have been revoked.

IV. VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

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

In the absence of any direction in the instrument of proxy, it is intended that such shares will be voted in favour of the resolutions placed before the Meeting by management and for the election of the management nominees for directors and auditor, as stated under the headings in this Information Circular. The instrument of proxy enclosed, when properly completed and deposited, confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to any other matters which may be properly brought before the Meeting. At the time of printing of this Information Circular, the management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any such amendments, variations or other matters should properly come before the Meeting, the proxies hereby solicited will be voted thereon in accordance with the best judgement of the nominee. **If you have any questions or require additional information with regards to the voting of your Shares, please contact our proxy solicitation agent, Georgeson, toll-free within North America at 1-888-605-7617.**

V. ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the “Non-Registered Holder”) but which are registered either: (a) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIF’s, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”)) of which the Intermediary is a participant.

Distribution to NOBOs

In accordance with the requirements of the Canadian Securities Administrators and National Instrument 54-101, “Communication with Beneficial Owners of Securities of a Reporting Issuer” (“**NI-54-101**”), the Company will have caused its agent to distribute copies of the Notice of Meeting and this Information Circular (collectively, the “**meeting materials**”) as well as a Voting Instruction Form directly to those Non-Registered Holders who have provided instructions to an Intermediary that such Non-Registered

Holder does not object to the Intermediary disclosing ownership information about the beneficial owner (“**Non-Objecting Beneficial Owner**” or “**NOBO**”).

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

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions.

The meeting materials distributed by the Company’s agent to NOBOs include a Voting Instruction Form. Please carefully review the instructions on the Voting Instruction Form for completion and deposit. Please return your voting instructions as specified in the Voting Instruction Form.

Distribution to OBOs

In addition, the Company will have caused its agent to deliver copies of the meeting materials to the clearing agencies and Intermediaries for onward distribution to those Non-Registered Shareholders who have provided instructions to an Intermediary that the beneficial owner objects to the Intermediary disclosing ownership information about the beneficial owner (“**Objecting Beneficial Owner**” or “**OBO**”).

Intermediaries are required to forward the meeting materials to OBOs unless an OBO has waived his or her right to receive them. Intermediaries often use service companies such as ADP to forward the meeting materials to OBOs. Generally, those OBOs who have not waived the right to receive meeting materials will either:

- (a) be given a form of proxy **which has already been signed by the intermediary** (typically by a facsimile stamped signature), which is restricted as to the number of shares beneficially owned by the OBO, but which is otherwise uncompleted. This form of proxy need not be signed by the OBO. In this case, the OBO who wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare Trust Company of Canada in the manner set out above in this circular, with respect to the common shares beneficially owned by such OBO; **OR**
- (b) more typically, be given a voting registration form which is not signed by the Intermediary and which, when properly completed and signed by the OBO and returned to the Intermediary or its service company, will constitute authority and instructions (often called a “**proxy authorization form**”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code or other information. In order for the form of proxy to validly constitute a proxy authorization form, the OBO must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit the OBO to direct the voting of the shares he or she beneficially owns.

Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the persons named in the form and insert the Non-Registered Holder's name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions, including those regarding when and where the proxy or proxy authorization form is to be delivered.

VI. VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

A. Voting Securities

On January 18, 2012, **116,249,132** common shares without par value were issued and outstanding, each share carrying the right to one vote. At a general meeting of the Company, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he is the holder.

B. Record Date

Only shareholders of record at the close of business on the 18th day of January, 2012, who either personally attend the Meeting or who complete and deliver an instrument of proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

C. Principal Holders

To the knowledge of the directors and executive officers of the Company, there are no persons who, or corporations which, beneficially own or control or direct, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company.

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

Other than as disclosed elsewhere in this Information Circular, none of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

VIII. INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, "informed person" means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;

- (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

Other than as set out in the following, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

- (a) The Company closed a private placement on October 15, 2010, consisting of 20,000,000 units at a price of \$0.05 per unit. Each unit consisted of one common share and one share purchase warrant which entitles the holder thereof to purchase an additional common share of the Company at a price of \$0.10 per share until October 15, 2013. James Pettit, the President and a Director of the Company, acquired 500,000 units and Donald Huston, a director of the Company, acquired 200,000 units. William Trimble, a reporting insider, acquired 5,675,000 units.
- (b) The Company closed a private placement on April 21, 2011, consisting of 14,440,000 units at a price of \$0.20 per unit. Each unit consisted of one common share and one share purchase warrant which entitles the holder thereof to purchase an additional common share of the Company at a price of \$0.35 per share until April 21, 2014, subject to an accelerated expiry provision that provides that if, following the four month anniversary of closing, the closing price of the listed shares of the Company exceeds \$0.50 for a period of 10 consecutive trading days, the Company may accelerate the expiry date of the warrants to 10 trading days after giving notice thereof. James Pettit, the President and a Director of the Company, acquired 50,000 units and Donald Huston, a director of the Company, acquired 500,000 units. William Trimble, a reporting insider, acquired 100,000 units.
- (c) During the fiscal year ended September 30, 2011, the Company entered into an Acquisition Agreement dated January 28, 2011 with Eagle Plains Resources Ltd. EPL.V ("Eagle Plains"), a company listed on the TSX Venture Exchange, to acquire the Hit and Justin Property located in Yukon together with the rights to a proprietary data base. The Company also entered into a Property Option Agreement dated February 15, 2011 with Eagle Plains to acquire the Rusty Springs Yukon Property. Subsequently, on March 3, 2011, Mr. Timothy Termuende and Mr. Ronald Netolitzky, both directors of Eagle Plains, were appointed to the board of directors of the Company.
- (d) During the fiscal year ended September 30, 2011, the Company entered into a Geological Contracting Agreement dated March 1, 2011 with Terralogic Exploration Inc. ("Terralogic") of Cranbrook, BC. Terralogic has been engaged to manage the exploration projects of the Company's Yukon and Northwest Territories mineral projects. Terralogic is a wholly-owned subsidiary of Eagle Plains. Mr. Timothy Termuende, a director of the Company, is also a director of Terralogic and Eagle Plains. Mr. Ronald Netolitzky, a director of the Company, is also a director of Eagles Plains.
- (e) Certain of the directors and executive officers of the Company may be paid pursuant to written

management agreements or, consulting agreements, or receive directors fees or wages. See “Employment Contracts” and “Director Compensation” under IX Statement of Executive Compensation and the heading, XII Management Contracts;

- (f) Directors and officers of the Company have been granted stock options under the Company’s Stock Option Plan and all directors and officers will be eligible to be granted stock options under the Stock Option Plan in the future. See “Incentive Stock Option Plan” under XV Particulars of Matters to be Acted Upon.

IX. STATEMENT OF EXECUTIVE COMPENSATION

A. General Provisions

For the purposes of this Information Circular:

"CEO" of the Company means an individual who acted as Chief Executive Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" of the Company means an individual who acted as Chief Financial Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“equity incentive plan” means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of Section 3870 of the Canadian Institute of Chartered Accountants Handbook;

"executive officer" of the Company means an individual who is the Chairman or Vice-Chairman of the Board, the President, a Vice-President in charge of a principal business unit, division or function including sales, finance or production, or an individual performing a policy-making function in respect of the Company;

“incentive plan” means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

“incentive plan award” means compensation awarded, earned, paid or payable under an incentive plan;

"NEO" or “named executive officer” means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year;

“non-equity incentive plan” means an incentive plan or portion of an incentive plan that is not an equity

incentive plan;

“option-based award” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

“plan” includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

“replacement grant” means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;

“re-pricing” means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option;

“share-based award” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

B. Compensation Discussion and Analysis

Compensation Program Objectives

The Company’s compensation policies and programs are designed to be competitive with similar junior mineral exploration companies and to recognize and reward executive performance consistent with the success of the Company. These policies and programs are intended to attract and retain capable and experienced people. The Compensation Committee’s role and philosophy is to ensure that the Company’s goals and objectives, as applied to the actual compensation paid to the Company’s President and Chief Executive Officer, are aligned with the Company’s overall business objectives and with shareholders’ interests. During the financial year ended September 30, 2011, the Company’s Compensation Committee was comprised of two directors, Donald G. Myers, a former director of the Company and Amanda Chow. Following Mr. Myers’ resignation on March 3, 2011, Mr. Timothy Termuende was appointed in his place. Each of the members of the Compensation Committee is independent of management of the Company.

In addition to informal industry comparables from publicly available information, the Compensation Committee considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-range interests of the Company and its stockholders, overall financial and operating performance of the Company, and the Compensation Committee’s assessment of each executive’s individual performance and contribution toward meeting corporate objectives. Superior performance is recognized through the Company’s incentive policy and programs.

Role of Executive Officers in Determining Compensation

The Compensation Committee reviews and recommends compensation policies and programs to the Board, as well as salary and benefit levels for our executives. Our President and Chief Executive Officer and Chief Financial Officer may not be present during meetings of the Compensation Committee at which

their compensation is being discussed. The Board of Directors makes the final determination regarding the Company's compensation programs and practice.

Elements of the Compensation Program for Fiscal Year 2011

The total compensation plan for executive officers is comprised of two components: base salary or consulting fees and incentive stock options. There is no policy or target regarding cash and non-cash elements of the Company's compensation program. The Compensation Committee annually reviews the total compensation of each of the Company's executives on an individual basis, against the backdrop of the compensation goals and objectives described above and makes recommendations to the Board of Directors concerning the individual components of their compensation. The Company does not currently provide the executive officers with personal benefits nor does the Company provide any additional compensation to the named executive officers for serving as directors or as members of other committees.

Base Salary

As a general rule for establishing base salaries or consulting fees, the Compensation Committee reviews competitive market data for each of the executive positions and determines placement at an appropriate level within a range. Compensation levels are typically negotiated with the candidate for the position prior to his or her selection as an executive officer or consultant. Salaries or consulting fees for the executive officers are reviewed annually to reflect external factors such as inflation as well as the overall corporate performance and the results of internal performance reviews.

Consulting Fees

As a general rule for establishing consulting fees, the Compensation Committee reviews competitive market data for each of the executive positions and determines placement at an appropriate level within a range. Consulting fees for the executive officers are reviewed annually to reflect external factors such as inflation as well as overall corporate performance and the results of internal performance reviews.

Stock Options

The Company has a Stock Option Plan (the Plan) for the granting of stock options to the directors, officers, employees and consultants of the Company. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating such persons and to closely align the personal interest of such persons to that of the Company's shareholders. The allocation of options under the Plan is determined by the Compensation Committee which, in determining such allocations, considers such factors as previous grants to individuals, overall company performance, peer company performance, share price performance, the business environment and labour market, the role and performance of the individual in question and, in the case of grants to non-executive directors, the amount of time directed to the Company's affairs and time expended for serving on the Company's audit and compensation committees.

Employment Contracts

James G. Pettit

Mr. James G. Pettit, the President, Chief Executive Officer and a current director of the Company, provides management administrative services to the Company pursuant to a written management and consulting agreement. As consideration for the services, Mr. Pettit is paid a fee in the amount of \$4,000 per month plus H.S.T., plus reimbursement of out-of-pocket disbursements incurred by him on behalf of

the Company. During the Company's fiscal year ended September 30, 2011, the Company paid Mr. Pettit the sum of \$48,000 under the agreement.

Donald C. Huston

Mr. Donald C. Huston, a director of the Company, provides consulting services to the Company pursuant to a written consulting agreement dated February 1, 2008. Mr. Huston is paid a monthly fee of \$1,000 per month plus H.S.T., plus reimbursement of out-of-pocket disbursements incurred by him on behalf of the Company. During the Company's fiscal year ended September 30, 2011, the Company paid Mr. Huston the sum of \$12,000 under the agreement.

C. Summary Compensation Table

James G. Pettit, the Company's CEO, Donald C. Huston, the Company's CFO and Ronald Netolitzky, Chairman are the NEOs of the Company for the purposes of the following disclosure. The compensation for the NEOs, directly or indirectly, for the Company's most recently-completed financial year ended September 30, 2011 is as follows:

Name and Principal Position	Year	Salary (\$)	Share based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation \$		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
James G. Pettit (CEO)	Sept. 30, 2011	Nil	Nil	\$142,380 ⁽¹⁾⁽²⁾	Nil	Nil	Nil	\$48,000 ⁽³⁾	\$190,380
	Sept. 30, 2010	Nil	Nil	Nil	Nil	Nil	Nil	\$48,000	\$48,000
Donald C. Huston (CFO)	Sept. 30, 2011	Nil	Nil	\$142,380 ⁽¹⁾⁽⁴⁾	Nil	Nil	Nil	\$12,000 ⁽³⁾	\$154,380
	Sept. 30, 2010	Nil	Nil	\$22,793	Nil	Nil	Nil	\$12,000	\$12,000
Ronald Netolitzky Chairman	Sept. 30, 2011	Nil	Nil	\$297,236 ⁽¹⁾⁽⁵⁾	Nil	Nil	Nil	Nil	\$297,236
	Sept. 30, 2010	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

- (1) The figures shown are based on the fair value estimated at the date of option grant using the Black-Scholes pricing model under the following assumptions: (i) risk free interest rate of 1.85% to 2.72% (ii) dividend yields of nil; (iii) expected life of five (5) years; (iv) expected volatility of 84% to 164%. The Black-Scholes pricing model was used to estimate the fair value as it is the most accepted methodology.
- (2) During the financial year ended September 30, 2011, the Company granted a total of 1,050,000 incentive stock options to Mr. Pettit consisting of 400,000 options at an exercise price of \$0.10 until October 19, 2015; 150,000 options at an exercise price of \$0.23 until March 3, 2016 and 500,000 options at an exercise price of \$0.18 until June 30, 2016.
- (3) Refer to "Employment Contracts" above.

- (4) During the financial year ended September 30, 2011, the Company granted a total of 1,050,000 incentive stock options to Mr. Huston consisting of 400,000 options at an exercise price of \$0.10 until October 19, 2015; 150,000 options at an exercise price of \$0.23 until March 3, 2016 and 500,000 options at an exercise price of \$0.18 until June 30, 2016.
- (5) During the Financial year ended September 30, 2011, the Company granted a total of 1,500,00 incentive stock options to Mr. Netolitzky consisting of 1,000,000 options at an exercise price of \$0.23 until March 3, 2016 and 500,000 options at an exercise price of \$0.18 until June 30, 2016.

D. Incentive Plan Awards

The Company has in place a Stock Option Plan for the purpose of attracting and motivating Directors, Officers, Employees and Consultants of the Company and advancing the interests of the Company by affording such persons the opportunity to acquire an equity interest in the Company through rights granted under the Plan to purchase shares of the Company. See “A. Stock Option Plan” under “XV. Particulars of Matters to be Acted Upon” below for details relating to the Company's existing Stock Option Plan.

OUTSTANDING SHARE-BASED AWARDS AND OPTION-BASED AWARDS

The following table discloses the particulars of all awards for each NEO outstanding at the end of the Company's financial year ended **September 30, 2011**, including awards granted before this most recently completed financial year:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)
James G. Pettit	100,000	\$0.10	12-Jul-2012	Nil	N/A	N/A
	100,000	\$0.10	17-Dec-2012	Nil	N/A	N/A
	25,000	\$0.10	23-May-2013	Nil	N/A	N/A
	400,000	\$0.10	19-Oct-2015	Nil	N/A	N/A
	150,000	\$0.23	03-Mar-2016	Nil	N/A	N/A
	500,000	\$0.18	30-Jun-2016	Nil	N/A	N/A
Donald C. Huston	100,000	\$0.10	12-Jul-2012	Nil	N/A	N/A
	100,000	\$0.10	17-Dec-2012	Nil	N/A	N/A
	25,000	\$0.10	23-May-2013	Nil	N/A	N/A
	400,000	\$0.10	19-Oct-2015	Nil	N/A	N/A
	150,000	\$0.23	03-Mar-2016	Nil	N/A	N/A
	500,000	\$0.18	30-Jun-2016	Nil	N/A	N/A
Ronald Netolitzky	1,000,000	\$0.23	03-Mar-2016	Nil	N/A	N/A
	500,000	\$0.18	30-Jun-2016	Nil	N/A	N/A

- a. “In-the-money options” means the excess of the market value of the Company's shares on September 30, 2011 over the exercise price of the options. The last trading price of the Company's shares at its fiscal year ended September 30, 2011 was \$0.10.

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table summarizes the value of each incentive plan award vested or earned by each NEO during the financial year ended **September 30, 2011**:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
(a)	(b)	(c)	(d)
Donald C. Huston	Nil	N/A	N/A
James G. Pettit	Nil	N/A	N/A
Ronald Netolitzky	Nil	N/A	N/A

E. Pension Plan Benefits

The Company has no pension plans that provide for payments or benefits to any NEO at, following or in connection with retirement.

The Company also does not have any deferred compensation plans relating to any NEO.

F. Termination and Change of Control Benefits

Other than as disclosed herein, the Company does not have any pension or retirement plan which is applicable to the NEOs. The Company has not provided compensation, monetary or otherwise, during the most recently completed financial year, to any person who now or previously has acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company. The Company is not party to any compensation plan or arrangement with an NEO resulting from the resignation, retirement or termination of employment of any such person.

There are no compensatory plans or arrangements between the Company and an NEO with respect to the resignation, retirement or other termination of employment of the NEO, a change of control of the Company or a change in the NEO's responsibilities following a change of control of the Company involving an amount, including all periodic payments or instalments, exceeding \$100,000.

G. Director Compensation

The following table discloses all amounts of compensation provided by the Company to its directors who are not NEOs for the financial year ended **September 30, 2011**:

Name and Principal Position	Year	Salary (\$)	Share based awards (\$)	Option-based awards (\$) (1)	Non-equity incentive plan compensation \$		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Donald G. Myers Former Director ⁽⁷⁾	Sept. 30, 2011	Nil	Nil	\$126,081 (1)(2)	Nil	Nil	Nil	\$13,611 ⁽³⁾	\$139,692
	Sept. 30, 2010	Nil	Nil	Nil	Nil	Nil	Nil	\$10,753	\$10,753
Amanda B. Chow, Director	Sept. 30, 2011	Nil	Nil	\$46,394 (1)(4)	Nil	Nil	Nil	\$6,000 (5)	\$52,394
	Sept. 30, 2010	Nil	Nil	Nil	Nil	Nil	Nil	\$6,000	\$6,000
Timothy Termuende ⁽⁷⁾	Sept. 30, 2011	Nil	Nil	\$297,236 (1)(6)	Nil	Nil	Nil	Nil	\$297,236
	Sept. 30, 2010	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

- (1) The figures shown are based on the fair value estimated at the date of option grant using the Black-Scholes pricing model under the following assumptions: (i) risk free interest rate of 1.85% to 2.72% (ii) dividend yields of nil; (iii) expected life of five (5) years; (iv) expected volatility of 84% to 164%. The Black-Scholes pricing model was used to estimate the fair value as it is the most accepted methodology.
- (2) During the financial year ended September 30, 2011, the Company granted a total of 950,000 incentive stock options to Mr. Myers consisting of 400,000 options at an exercise price of \$0.10 until October 19, 2015; 150,000 options at an exercise price of \$0.23 until March 3, 2016 and 400,000 options at an exercise price of \$0.18 until June 30, 2016.
- (3) Refer to Item "XII Management Contracts" below.
- (4) During the financial year ended September 30, 2011, the Company granted a total of 350,000 incentive stock options to Ms. Chow consisting of 100,000 options at an exercise price of \$0.10 until October 19, 2015; 50,000 options at an exercise price of \$0.23 until March 3, 2016; 100,000 options at an exercise price of \$0.18 until June 30, 2016; and 100,000 options at an exercise price of \$0.175 until July 12, 2016;
- (5) Directors' fees (refer to paragraph below);
- (6) During the financial year ended September 30, 2011, the Company granted a total of 1,500,000 incentive stock options to Mr. Termuende consisting of 1,000,000 options at an exercise price of \$0.23 until March 3, 2016 and 500,000 options at an exercise price of \$0.18 until June 30, 2016.
- (7) Mr. Donald Myers resigned as a director of the Company on March 3, 2011. Mr. Timothy Termuende was appointed a director of the Company on March 3, 2011.

The Board of Directors of the Company has established and adopted compensation guidelines for its independent directors. The guidelines provide for the payment of fees to independent directors who are not otherwise compensated under a formal management agreement. The fees are paid to independent directors for attendance at various directors and/or committee meetings, the consideration of consent resolutions of the directors or audit committee to ratify, confirm and approve certain matters and the review of related documentation. The aggregate fees payable during any one month will not exceed \$1,000 per independent director. The Company may also pay a fee for any additional services rendered by directors at the regular rates for services. In such instances, Board approval will be obtained. The guidelines are reviewed by the Company on an annual basis. All directors are reimbursed by the Company for travel and other out-of-pocket expenses incurred in attending meetings. The directors of the

Company participate in the insurance and indemnification arrangements referred to under “Liability Insurance”.

During the year directors fees in the amount of \$6,000 were paid to Amanda Chow, a director of the Company. The amount of \$13,611 was also paid to Donald Myers, while he was a director of the Company, pursuant to an agreement with 98 Corporate Group Resources Ltd. (refer to the heading entitled Management Contracts – 98 Corporate Group). Mr. Myers resigned as a director of the Company March 3, 2011.

The Company has no pension plan or other arrangement for non-cash compensation for its directors who are not NEOs, except incentive stock options. The following table discloses the particulars of all awards for its directors who are not NEOs, outstanding at the end of the Company’s financial year ended **September 30, 2011**, including awards granted, if any, during this most recently completed financial year:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)
Donald G. Myers <i>(former director)</i>	100,000	\$0.10	12-Jul-2012	Nil	N/A	N/A
	95,000	\$0.10	17-Dec-2012	Nil	N/A	N/A
	25,000	\$0.10	23-May-2013	Nil	N/A	N/A
	400,000	\$0.10	19-Oct-2015	Nil	N/A	N/A
	150,000	\$0.23	03-Mar-2016	Nil	N/A	N/A
	400,000	\$0.18	30-Jun-2016	Nil	N/A	N/A
Amanda B. Chow	52,500	\$0.10	12-Jul-2012	Nil	N/A	N/A
	40,000	\$0.10	17-Dec-2012	Nil	N/A	N/A
	20,450	\$0.10	23-May-2013	Nil	N/A	N/A
	100,000	\$0.10	19-Oct-2015	Nil	N/A	N/A
	50,000	\$0.23	03-Mar-2016	Nil	N/A	N/A
	100,000	\$0.18	30-Jun-2016	Nil	N/A	N/A
	100,000	\$0.175	12-Jul-2016	Nil	N/A	N/A
Timothy Termuende	1,000,000	\$0.23	03-Mar-2016	Nil	N/A	N/A
	500,000	\$0.18	30-Jun-2016	Nil	N/a	N/A

⁽¹⁾“In-the-money options” means the excess of the market value of the Company’s shares on September 30, 2011 over the exercise price of the options. The last trading price of the Company’s shares at its fiscal year ended September 30, 2011 was \$0.10.

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table summarizes the value of each incentive plan award vested or earned by directors who are not NEO's during the financial year ended **September 30, 2011**:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
(a)	(b)	(c)	(d)
Donald G. Myers	Nil	N/A	N/A
Amanda B. Chow	Nil	N/A	N/A
Timothy Termuende	Nil	N/A	N/A

X. SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's compensation plans under which equity securities of the Company were authorized for issuance at the end of the Company's most recently completed financial year on September 30, 2011.

Plan Category	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 (1)
Equity compensation plans approved by securityholders	10,432,821	\$0.168	997,092
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	10,432,821	N/A	997,092

(1) Based on 10% of the issued and outstanding common shares of the Company at the end of the Company's most recently completed financial year on September 30, 2011 less the common shares issuable under the first column.

XI. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No executive officer, director, employee, former executive officer, former director, former employee, proposed nominee for election as a director, or associate of any such person has been indebted to the Company or its subsidiaries at any time since the commencement of the Company's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company or its subsidiaries at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

XII. MANAGEMENT CONTRACTS

The Company has engaged 98 Corporate Group Resources Ltd. (“98 Corporate”), a private British Columbia company, to provide office space and support services to the Company pursuant to an office space and support services agreement which is renewed annually. 98 Corporate provides to the Company office space, office furniture, access to the necessary equipment in order to carry on business and various services including but not limited to managerial, administration, SEDAR, SEDI, computer and data base management, reception and secretarial services, bookkeeping and accounting and liaison with transfer agent, auditors, accountants and lawyers. The fee paid by the Company to 98 Corporate is on a cost plus 15% basis. During the financial year ending September 30, 2011, the Company paid \$484,002 (including the 15% fees) to 98 Corporate for the provision of such services. The Agreement is renewed automatically subject to termination by either party on six (6) months written notice of the termination. 98 Corporate is controlled by William A. Trimble of West Vancouver, B.C. Neither Mr. Trimble nor his associates or affiliates was indebted to the Company at any time since the commencement of the last completed financial year. During the year, Mr. Donald G. Myers, a former Director of the Company received, for administration purposes through 98 Corporate, the amount of \$13,611 while a director of the Company.

XIII. LIABILITY INSURANCE

The Company has purchased, at its expense, directors’ and officers’ liability insurance in the aggregate amount of \$1,000,000 for the protection of its directors and officers against liability incurred by them in their capacities as directors and officers of the Company and its subsidiaries. During its most recent financial year end, the Company paid a premium of \$6,000 for this insurance coverage.

XIV. CORPORATE GOVERNANCE

Pursuant to National Policy 58-101 *Disclosure of Corporate Governance Practices* the Company is required to and hereby discloses its corporate governance practices as follows.

1. Board of Directors

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

The Board currently consists of five directors, James G. Pettit, President and CEO, Ronald Netolitzky, Chairman, Donald C. Huston, CFO, Timothy Termuende and Amanda B. Chow. Mr. Termuende and Ms. Chow are “independent” in that they are independent and free from any interest and any business or other relationship which could, or could reasonably, be perceived to materially interfere with the director’s ability to act in the best interests of the Company, other than the interests and relationships arising from shareholdings. Mr. James G. Pettit, is the President and CEO of the Company, Mr. Ronald Netolitzky, is the Chairman and Mr. Donald C. Huston is the CFO of the Company are not independent as they are executive officers of the Company.

2. Directorships

Please see pages 20 and 21 of the Information Circular under “Particulars of matters to be Acted Upon - Election of Directors” which discloses the directors’ directorships in other issuers.

3. Orientation and Continuing Education

The Board briefs all new directors on the policies of the Board and other relevant corporate and business information.

4. 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.

5. Nomination of Directors

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 general 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.

6. Compensation

The Compensation Committee is responsible for setting compensation paid to directors and executive officers, establishing and reviewing incentive plans for directors, officers and management, and providing guidance to the Company on corporate governance matters. The Committee is composed of two directors. The current members are Timothy Termuende and Amanda B. Chow. The process of determining compensation includes comparison with compensation in entities comparable to the Company. The Committee meets at least annually to fulfill its mandate.

7. Other Board Committees

The Board has no committees other than its audit committee (the “Audit Committee”) and its Compensation Committee (the “Compensation Committee”).

8. 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.

XV. 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.

1. The Audit Committee’s Charter

The Company’s Audit Committee is governed by an audit committee charter, the text of which is attached as Schedule A to this Information Circular.

2. Composition of Audit Committee

The Company’s Audit Committee is comprised of three directors, Donald C. Huston, Timothy Termuende and Amanda Chow. As defined in NI 52-110, Donald Huston is not “independent” and Timothy Termuende and Amanda Chow are “independent”. Also as defined in NI 52-110, all of the audit committee members are “financially literate”.

3. Relevant Education and Experience

Donald C. Huston

Mr. Huston is a director on the boards of five junior resource companies which trade on the TSX Venture Exchange and has fifteen years of experience within the industry. He has significant audit committee experience and has been involved in a variety of matters requiring financial literacy.

Timothy Termuende

Mr. Termuende has over 30 years of experience in public company management working with companies listed on the TSX Venture Exchange. Mr. Termuende is currently a director and/or officer of several junior public companies.

Amanda Chow

Ms. Chow currently holds the position of director and is a member of the audit committee on several junior public companies. Ms. Chow received her Bachelor of Business Administration in May, 1994 and has been a Certified Management Accountant since 2000.

As a result of their education and experience, each member of the Audit Committee has familiarity with, an understanding of, or experience in:

- (a) 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;
- (b) reviewing or evaluating financial statements, that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, and
- (c) an understanding of internal controls and procedures for financial reporting.

4. Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Company's Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

5. Reliance on Certain Exemptions

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

6. Pre-approval of Policies and Procedures

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Company's Board of Directors, and where applicable the Audit Committee, on a case-by-case basis.

7. External Auditor Service Fees (By Category)

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its auditor in each of the last two fiscal years, by category, are as follows:

Financial Ending	Year	Audit Fees	Audit Related Fees	Tax Fees ⁽¹⁾	All Other Fees
September 2011	30,	\$24,225	\$Nil	\$1,550	Nil
September 2010	30,	\$25,654	\$Nil	\$7,625	Nil

⁽¹⁾Fees related to the preparation of the Company's T-2 corporate income tax return and the General Index of Financial Information required by the Canada Revenue Agency.

8. Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

XVI. PARTICULARS OF MATTERS TO BE ACTED UPON

A. Election of Directors

Management intends to propose for adoption an ordinary resolution that the number of directors of the Company be fixed at five.

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

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Company, their respective principal occupations and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Information Circular:

Name, Province or State, Country of Residence and Present Positions Held ⁽¹⁾	Principal Occupation and, if not at present an elected Director, employment for the last five years ⁽¹⁾	Director Since	Number of Shares Beneficially Owned, Controlled or Directed ⁽¹⁾
<p>James G. Pettit North Vancouver, British Columbia Canada</p> <p>President, CEO and Director</p>	<p>Director and/or Officer of: Bayfield Ventures Corp. (TSX.V: BYV); MPH Ventures Corp. (TSX.V: MPS), Cypress Development Corp. (TSX.V: CYP), Gold Reach Resources Ltd. (TSX.V: GRV), and Skyharbour Resources Ltd. (TSX.V: SYH) all mineral exploration companies.</p>	<p>January 24, 2002</p>	<p>994,000 common shares</p>
<p>Ronald Netolitzky Victoria, British Columbia, Canada</p> <p>Chairman and Director</p>	<p>Consulting Geologist; President of Keewatin Consultants (a private geological consulting firm); Director of Eagle Plains Resources Ltd. (TSX.V: EPL), American Bonanza Gold Corp. (TSX.V: AZA), Blue Sky Uranium Corp. (TSX.V: BSK), Boss Power Corp. (TSX.V: BPU), Chairman and Director of Golden Band Resources Inc. (TSX.V: GBN), Director and CEO of Masuparia Gold Corporation (TSX.V: MAS), Director of Omineca Mining and Metals Ltd. (TSX.V: OMM); Director of Pacific Iron Ore Corporation (TSX.V: POC), Skeena Resources Limited (TSX.V: SKE), Solomon Resources Limited (TSX.V: SRB), Strongbow Exploration Inc. (TSX.V: SBW), Virginia Energy Resources Inc. (TSX.V: VAE) and Yellowjacket Resources (TSX.V: YJK) all mineral exploration companies</p>	<p>March 3, 2011</p>	<p>2,250,000 common shares</p>
<p>Donald C. Huston⁽²⁾ North Vancouver, British Columbia Canada</p> <p>CFO and Director</p>	<p>Director and/or officer of: Bayfield Ventures Corp. (TSX.V: BYV), Cypress Development Corp. (TSX.V: CYP), MPH Ventures Corp. (TSX.V: MPS), and Skyharbour Resources Ltd. (TSX.V: SYH) all mineral exploration companies</p>	<p>July 18, 2000</p>	<p>540,000 common shares</p>

Name, Province or State, Country of Residence and Present Positions Held⁽¹⁾	Principal Occupation and, if not at present an elected Director, employment for the last five years⁽¹⁾	Director Since	Number of Shares Beneficially Owned, Controlled or Directed⁽¹⁾
Timothy Termuende ⁽²⁾⁽³⁾ Cranbrook, British Columbia Canada Director	Consulting Geologist; Director and/or officer of: Eagle Plains Ventures Ltd. (TSX.V: EPL), Copper Canyon Resources Ltd. (TSX.V: CPY), Northern Freegold Resources Ltd. (TSX.V: NFR) and Bling Capital Corp., all mineral exploration companies	March 3, 2011	520,000 common shares
Amanda Chow ⁽²⁾⁽³⁾ CMA Port Moody, British Columbia Canada Director	Accountant, Director and/or officer of the Company; director and/or officer of: Bayfield Ventures Corp. (TSX.V: BYV), MPH Ventures Corp. (TSX.V: MPS), Cypress Development Corp. (TSX.V: CYP), and Skyharbour Resources Ltd. (TSX.V: SYH) all mineral exploration companies	October 13, 2005	135,087 common shares

⁽¹⁾ The information as to province or state and country of residence and principal occupation and number of shares beneficially owned by the nominee (directly or indirectly or over which control or direction is exercised) not being within the knowledge of the Company, has been furnished by the respective directors individually.

⁽²⁾ Member of the Audit Committee

⁽³⁾ Member of the Compensation Committee.

The terms of office of those nominees who are presently directors of the Company will expire as of the date of the Meeting. All of the directors who are elected at the Meeting will have their term of office expire at the next Annual General Meeting of the Company.

Corporate Cease Trade Orders and Bankruptcies

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

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

No proposed director of the Company:

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

No proposed director of the Company has been subject to:

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

The above information was provided by management of the Company.

B. Appointment of Auditor

Effective September 30, 2011 Morgan & Company were informed that they would not be reappointed as auditors of Company. On recommendation of the Audit Committee, the Board of Directors approved a proposal to engage the accounting firm of Davidson & Company, LLP, as auditors for the Company for 2011. The Company will ask the shareholders of the Company to approve and ratify the appointment of Davidson & Company LLP of Suite 1200 – 609 Granville Street, Vancouver, BC, V7Y 1G6, at the annual meeting of the shareholders of the Company.

During Morgan & Company's appointment, there were no disagreements with Morgan & Company on any matter of accounting principles or practices, financial statement disclosure, auditing scope or procedure, or any reportable events.

Morgan & Company did not have any reservations in their auditor's reports for the financial statements of the Company for the most recently completed fiscal year or for any period subsequent thereto for which an audit report was issued and preceding the termination of Morgan & Company.

The Company has requested Morgan & Company and Davidson & Company LLP to each furnish a letter addressed to the securities administrators in each province in which the Company is a reporting issuer stating whether or not they agree with the information contained in the notice. A copy of each such letter to the securities administrators are attached as schedules to this information circular.

It is the Company's opinion that there have been no reportable events within the two most recently completed fiscal years or for any period subsequent thereto for which an audit report was issued.

C. Incentive Stock Option Plan

On February 23, 2011, the shareholders of the Company approved a rolling stock option plan (the “Plan”) enabling the Board of Directors to grant options to employees, directors and officers of the Company and persons providing ongoing services to the Company. The policies of the TSX Venture Exchange (the “Exchange”) state that rolling plans must receive shareholder approval yearly, at the Company’s Annual General Meeting. Accordingly, the shareholders will be asked to approve the Plan at the Meeting. The Plan complies with the policies of the Exchange regarding share incentive arrangements. Options granted prior to the implementation of the Plan (“Prior Options”) remain outstanding in accordance with their terms, however any new options granted must be granted under the Plan.

The purpose of the Plan is to attract, retain and motivate management, staff, consultants and other qualified individuals by providing them with the opportunity, through share options, to acquire a proprietary interest in the Company and benefit from its growth. The options are non-assignable and may be granted for a term not exceeding that permitted by the Exchange, currently ten years. Other material aspects of the Plan are as follows:

1. the Plan is administered by the Company’s Board of Directors or, if the Board so designates, a Committee of the Board appointed in accordance with the plan to administer the plan;
2. the maximum number of shares in respect of which options may be outstanding under the Plan at any given time is equivalent to 10% of the issued and outstanding shares of the Company (the “Outstanding Shares”) at that time, less the number of shares, if any, subject to Prior Options;
3. upon an optionee ceasing to hold any position with the Company which would qualify a person to receive an option under the terms of the Plan, the optionee’s option shall terminate upon the expiry of such reasonable period of time following termination as has been fixed by the Plan Administrator. Also, an option granted under the Plan will terminate one year following the death of the optionee. These provisions do not have the effect of extending the term of an option which would have expired earlier in accordance with its terms, and do not apply to any portion of an option which had not vested at the time of death or other termination;
4. as long as required by Exchange policy, no one individual may receive options on more than 5% of the Outstanding Shares in any 12 month period, no one consultant may receive options on more than 2% of the Outstanding Shares in any 12 month period, and options granted to persons employed to provide investor relations services may not exceed, in the aggregate, 2% of the Outstanding Shares in any 12 month period and must vest in stages over a minimum period of 12 months;
5. the exercise price of options is subject to the discretion of the Plan administrator, provided however that options may not be granted at prices that are less than the Discounted Market Price as defined in Exchange policy. Discounted Market Price generally means, subject to certain exceptions, the most recent closing price of the Company’s shares on the Exchange, less a discount of from 15% to 25% depending on the trading value of the Company’s shares;
6. any amendment of the terms of an option shall be subject to any required regulatory and shareholder approvals; and
7. options granted under the Plan are not assignable, negotiable or otherwise transferable other than by will or the laws of descent and distribution and, subject to the terms of the Plan, are exercisable only by the optionee and his legal heirs or personal representatives.

The Plan does not provide for any financial assistance or support to be provided to optionees by the Company or any affiliated entity of the Company to facilitate the purchase of shares under the plan.

The full text of the Plan will be presented to the shareholders at the Meeting. Shareholders may also view the Plan in advance of the Meeting at the Company's records office, 700-595 Howe Street, Vancouver, BC, V6C 2T5 or by requesting a copy of the plan from the Company by telephone at (604) 687-3376.

In connection with shareholder approval of the Plan, management will place the following proposed resolution before the shareholders for their consideration:

RESOLVED that the Company's Stock Option Plan, presented for consideration at the Company's February 22, 2012 Annual General Meeting, be approved.

The Plan does not limit the ability of the Company to grant stock options to insiders of the Company other than the general limitations set forth in the foregoing. Accordingly, the policy of the Exchange requires that, to be effective, the Plan must be approved by a majority of votes cast at the meeting by disinterested shareholders. Accordingly, the insiders of the Company and their associates will abstain from voting on the matter.

XVII. OTHER MATTERS TO BE ACTED UPON

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. The management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by proxy.

XVIII ADDITIONAL INFORMATION

Additional Information concerning the Company is available on SEDAR at www.sedar.com. Financial information concerning the Company is provided in the Company's comparative financial statements and Management's Discussion and Analysis for the financial year ended September 30, 2011.

Shareholders wishing to obtain a copy of the Company's financial statements and Management's Discussion and Analysis may contact the Company as follows:

ABEN RESOURCES LTD.
2230 - 885 West Georgia Street
Vancouver, B.C. V6C 3E8
Telephone: (604) 687-3376
Fax: (604) 687-3119
E-mail: info@abenresources.com

BOARD APPROVAL

The contents of this Information Circular have been approved and its mailing has been authorized by the directors of the Company.

DATED at Vancouver, British Columbia, the 18th day of January, 2012.

ON BEHALF OF THE BOARD

“James G. Pettit”

James G. Pettit,
President

SCHEDULE "A"

ABEN RESOURCES INC. (the "Company")

AUDIT COMMITTEE CHARTER

PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of the Company is to provide an open avenue of communication between management, the Company's independent auditor and the Board and to assist the Board in its oversight of:

- (a) the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;
- (b) the Company's compliance with legal and regulatory requirements related to financial reporting; and
- (c) the independence and performance of the Company's independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company's articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with generally accepted accounting principles ("GAAP"). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor's responsibility is to audit the Company's financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with GAAP.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Company's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

AUTHORITY AND RESPONSIBILITIES

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Company by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.
11. Establish and review the Company's procedures for the:
 - (a) receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - (b) confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.

12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of Multilateral Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the articles of the Company.

October 7, 2011

British Columbia Securities Commission
PO Box 10142, Pacific Centre
500 – 701 West Georgia Street
Vancouver, B.C. V7Y 1L2

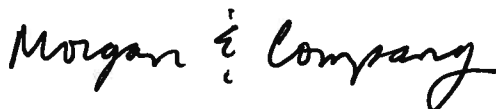
Alberta Securities Commission
4th Floor, 300 – 5th Avenue S.W.
Calgary, Alberta
T2P 3C4

Dear Sirs:

Re: ABEN RESOURCES LTD.
Notice Pursuant to National Instrument 51-102 – Change of Auditor

With respect to the above noted Notice of Change of Auditors and pursuant to National Instrument 51-102, we have read the Notice of Change of Auditors for Aben Resources Ltd., dated September 30, 2011, and based on our knowledge of the information at this date, we agree with its contents as it pertains to Morgan & Company, Chartered Accountants.

Yours truly,



Chartered Accountants

cc: The Board of Directors, Aben Resources Ltd.

October 4, 2011

British Columbia Securities Commission

PO Box 10142, Pacific Centre
12th Floor, 701 West Georgia Street
Vancouver, BC
V7Y 1L2

Alberta Securities Commission

4th Floor, 300 - 5th Avenue S.W.
Calgary, AB
T2P 3C4
Dear Sirs:

Re: Aben Resources Ltd. (the "Company")
Notice Pursuant to NI 51-102 - Change of Auditor

As required by the National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated September 30, 2011, and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours very truly,

“DAVIDSON & COMPANY LLP”

DAVIDSON & COMPANY LLP
Chartered Accountants

cc: TSX Venture Exchange



Please direct all inquiries to:

Questions and Further Assistance

If you have any questions about the information contained in this document or require assistance in completing your proxy form, please contact our proxy solicitation agent at:

Georgeson

North American Toll Free Number: 1-888-605-7617

Email: askus@georgeson.com