

ENTOURAGE MINING LTD.
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INFORMATION CIRCULAR
as at November 16, 2010
(except as otherwise indicated)

This Information Circular is furnished in connection with the solicitation of proxies by the management of Entourage Mining Ltd. (the “Company”) for use at the annual general and special general meeting (the “Meeting”) of its shareholders to be held on Wednesday, December 29, 2010 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 Entourage Mining Ltd. “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 officers and/or directors 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 management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.

Registered Shareholders

If you are a registered shareholder, you may wish to vote by proxy whether or not you attend the Meeting in person. If you submit a proxy, you must complete, date and sign the Proxy, and then return it to the Company's transfer agent, Computershare Trust Company of Canada by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail or by hand delivery at 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

Beneficial Shareholders

The following information 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).

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. In the United States, the vast majority of such Common Shares are registered 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), and in Canada, 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).

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

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

The Company is taking advantage of the provisions of National Instrument 54-101 that permit it to directly deliver proxy-related materials to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form (VIF) from our transfer agent, Computershare Trust Company of Canada ("Computershare"). These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and internet voting as described on the VIF itself which contain complete instructions. Computershare 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 owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

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

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 form of proxy 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 on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the

Company), other than the persons designated in the VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, 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. **If you receive a VIF from Broadridge, you cannot use it to vote Common Shares directly at the Meeting - the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.

Alternatively, you can request in writing that your broker send you a legal proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your Common Shares.

Notice to Shareholders in the United States

The solicitation of proxies involve securities of an issuer located in Canada and are 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 was incorporated under the *Business Corporations Act* (British Columbia), as amended, 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 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 Computershare Investor Services Inc. or at the address of the registered office of the Company at 1500 Royal Centre, 1055 West Georgia Street, P. O. Box 11117, Vancouver, British Columbia, V6E 4N7, 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 end 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 the 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 November 16, 2010 as the record date (the "Record Date") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

As of November 16, 2010, there were 10,268,103 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, nor are there cumulative or similar voting rights attached to the Common Shares.

The authorized share capital of the Company is no maximum number of Common Shares.

To the knowledge of the directors and executive officers of the Company, as at November 16, 2010, there are no persons or corporations 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.

The following documents filed with the securities commission or similar regulatory authority in the Province of British Columbia are specifically incorporated by reference into, and form an integral part of, this information circular:

- Consolidated 2008 and 2009 December 31 audited year end financial statements, the auditor's report and related management and analysis; and
- Audit Committee Charter attached as Schedule "A" to the Information Circular mailed out for the Company's 2009 Annual General Meeting.

Copies of documents incorporated herein by reference may be obtained by a Shareholder upon request without charge from the Company at Suite 614, 475 Howe Street, Vancouver, British Columbia Canada V6C 2B3 Tel: 604.669.4367/Fax: 604.669.4368. 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 size of the Board of the Company is currently determined at three (3) directors. The Board proposes that the number of directors remain at three (3). Shareholders will therefore be asked to approve an ordinary resolution that the number of directors elected be fixed at three (3). The Board has determined that three directors will be elected to the Board at the Meeting.

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 British Columbia *Business Corporations Act*, 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 nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, 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 November 16, 2010.

Name of Nominee; Current Position with the Company and Province and Country of Residence	Occupation, Business or Employment⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled⁽¹⁾
Paul Shatzko ⁽²⁾ Chairman, Corporate Secretary and Director British Columbia Canada	Retired Radiologist; Self-Employed Businessman; Director of several public companies since 1980.	Since July 31, 2004	728,400
Gregory F. Kennedy ⁽²⁾ President, Chief Executive Officer and Director British Columbia Canada	Director, Officer and executive of junior capital companies since 1998.	Since April 25, 2003	775,000
James A. Turner ⁽²⁾ Director British Columbia Canada	Self-employed geologist, 1976 to present.	Since October 22, 2010	Nil

Notes:

1. 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. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years.
2. Member of the Audit Committee
3. Paul Shatzko holds options outstanding to purchase 150,000 Common Shares granted on August 6, 2009 at an exercise price of \$0.35USD expiring on August 6, 2014. Mr. Shatzko also holds 150,000 warrants at an exercise price of \$0.20USD expiring on June 12, 2010.
4. Gregory F. Kennedy holds 150,000 warrants at an exercise price of \$0.20USD expiring on June 12, 2010.

New Director

James A. Turner holds a B.Sc. degree from the University of British Columbia. He has been a practicing geologist since 1976. Mr. Turner is a member of the Association of Professional Engineers and Geoscientists of British Columbia and a former fellow of the Geological Association of Canada. He has been involved in mineral exploration with major mining companies such as Teck-Cominco Limited, Noranda Inc. and Newmont Exploration of Canada Limited. Mr. Turner has worked in British Columbia, NWT, Nunavut, Manitoba, Quebec and Nova Scotia, Mali, Ghana, Panama, U.S.A. and Brazil. Mr. Turner has extensive experience in Remote Sensing and exploration for base, and precious metals.

APPOINTMENT OF AUDITOR

Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, 1500 & 1700 - 1140 West Pender Street Vancouver, British Columbia, Canada V6E 4G1, will be nominated at the Meeting for re-appointment as auditor of the Company at a remuneration to be fixed by the directors. Dale Matheson Carr-Hilton Labonte LLP was first appointed auditor of the Company on June 21, 2005.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

The current composition of the Company's Audit Committee may not comply with the provisions of National Instrument 52-110 ("NI 52-110") respecting independent directors as defined in that policy. It is the intention of the Company to bring the Audit Committee composition within the requirements of NI 52-110 which establishes a Standard for Audit and Corporate Governance Committee independence.

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. Such disclosure is set forth below:

The Audit Committee's Charter

The Company has adopted an Audit Committee Charter. Please refer to Schedule "A" attached to the Information Circular as filed on SEDAR to the Company's 2009 Annual General and Special Meeting held on December 30, 2009.

Composition of the Audit Committee

The members of the Audit Committee are Gregory F. Kennedy (Chair), Paul Shatzko and James A. Turner. Michael B. Hart, former member of the Audit Committee, resigned as a director of the Company on October 22, 2010. James A. Turner is an independent member of the Audit Committee.

Relevant Education and Experience

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issued that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company.

- All Audit Committee members have many years of practical business experience, have served for many years as directors of public companies, have experience reviewing financial statements of public companies and meet the criteria of "financially literate" as outlined in NI 52-110.

Gregory F. Kennedy Mr. Kennedy has over 21 years of experience with both public and private companies. He has served on the Company's audit committee for several years and has a clear understanding of the Company's operations and accounting policies. Mr. Kennedy is a graduate of the University of Alberta (89') Commerce Department and has completed senior level business and cost accounting courses.

Paul Shatzko Mr. Shatzko has been involved in public companies since 1980, and has a clear understanding of the Company's operations and accounting policies.

James A. Turner Mr. Turner has been involved in public companies for over 17 years, and has a clear understanding of the Company's operations and accounting policies.

The Company is currently operating with only one independent member on the Audit Committee, namely James A. Turner. Gregory Kennedy is a non independent member of the audit committee due to his being the President and Chief Executive Officer of the Company. Paul Shatzko is a non-independent member of the audit committee due to his being the Chairman and Corporate Secretary of the Company. All members are considered to be financially literate. The Company is currently looking for someone that will be in a position to act as an independent member of the audit committee.

Audit Committee Oversight

The audit committee has not made any recommendations to the Board to nominate or compensate any external auditor.

Reliance on Certain Exemptions

The Company's auditors, Dale Matheson Carr-Hilton LaBonte LLP, Chartered Accountants, have not provided any material non-audited services.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audited services provided by Dale Matheson Carr-Hilton LaBonte LLP, Chartered Accountants to the Company to ensure auditor independence. Fees incurred with Dale Matheson Carr-Hilton LaBonte LLP, Chartered Accountants for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Year Ended December 31, 2009.	Fees Paid to Auditor in Year Ended December 31, 2008.
Audit Fees ⁽¹⁾	\$13,850	\$15,240
Audit-Related Fees ⁽²⁾	\$Nil	\$Nil
Tax Fees ⁽³⁾	\$Nil	\$800
All Other Fees ⁽⁴⁾	\$Nil	\$1,000
Total	\$13,850	\$17,040

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

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

(4) "All Other Fees" include all other non-audit services.

CORPORATE GOVERNANCE

Effective June 30, 2005, National Instrument 58-101 Disclosure of Corporate Governance Practices ("NI 58-101") and National Policy 58-201 Corporate Governance Guidelines ("NP 58-201") were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices.

This section sets out the Company's approach to corporate governance and addresses the Company's compliance with NI 58-101.

1. Board of Directors

The Board of Directors is currently comprised of three persons, one of whom is an independent director.

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The following table outlines the Company’s non-independent and independent directors, and the basis for a determination that a director is non-independent:

Name	Independent/Non-Independent
Gregory F. Kennedy	Non-Independent Basis for determination: Serves as President and Chief Executive Officer of the Company
Paul Shatzko	Non Independent Basis for determination: Serves as Corporate Secretary of the Company
James A. Turner	Independent

The Board facilitates its independent supervision over management by holding periodic Board meetings to discuss the operation of the Company.

Directorships

Paul Shatzko is also a director of other reporting issuers, as set out below:

Name of Director	Name of Reporting Issuer
Paul Shatzko	New World Resource Corp.(TSXV) Trijet Mining Corp. (TSXV)

James A. Turner is also a director of another reporting issuer, as set out below:

Name of Director	Name of Reporting Issuer
James A. Turner	Abbastar Resources Corp. (TSXV) 99 Capital Corporation (TSXV) AKA Ventures Inc. (TSXV)

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company’s properties, business, technology and industry and on the responsibilities of directors.

Board meetings may also include presentations by the Company’s management and employees to give the directors additional insight into the Company’s business.

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 directors’ 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.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board’s duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Board as a whole, determines compensation for the directors, its Chief Executive Officer and Chief Financial Officer.

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.

COMPENSATION OF EXECUTIVE OFFICERS

Named Executive Officer

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

Gregory F. Kennedy, President and Chief Executive Officer and Pradeep Varshney, Chief Financial Officer, are each a “Named Executive Officer” of the Company for the purposes of the following disclosure.

Compensation Discussion and Analysis

The Board has not appointed a compensation committee so the responsibilities relating to executive and director compensation, including reviewing and recommending director compensation, overseeing the Company’s base compensation structure and equity-based compensation program, recommending compensation of the Company’s officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives, is performed by the Board as a whole.

The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of the Company. The Board receives independent competitive market information on compensation levels for executives.

Philosophy and Objectives

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

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

In compensating its senior management, the Company has employed a combination of base salary, and equity participation through its stock option plan. Recommendations for senior management compensation are presented to the Board for review.

Base Salary

In the Board’s view, paying base salaries that are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on comparable companies within the industry is compiled from a variety of sources.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's stock option plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the Board based on recommendations put forward by the Chief Executive Officer.

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

Option-Based Awards

The Company has established a stock option plan to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes stock option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the Board. The stock option plan is administered by the directors of the Company and provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. Refer to "Continuation of Share Option Plan" below.

Summary Compensation Table

The compensation paid to the NEOs during the Company's two most recently completed financial year of December 31, 2009 is as set out below and expressed in Canadian dollars unless otherwise noted:

Name and principal position	Year	Salary ⁽¹⁾ (\$)	Share-based awards ⁽²⁾ (\$)	Option-based awards ⁽²⁾ (\$)	Non-equity incentive plan compensation ⁽³⁾ (\$)		Pension value (\$)	All other compensation (\$)	Total compensation ⁽⁴⁾ (\$)
					Annual incentive plans ⁽³⁾	Long-term incentive plans			
Gregory Kennedy, President and CEO	2009	\$30,000	Nil	\$55,991	Nil	Nil	Nil	Nil	\$85,991
	2008	\$90,000	Nil	Nil	Nil	Nil	Nil	Nil	\$90,000
Pradeep Varshney, CFO	2009	\$18,000 ⁽⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil	\$18,000 ⁽⁴⁾
	2008	\$60,000 ⁽⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil	\$60,000 ⁽⁴⁾

Notes:

- (1) Amounts shown paid in 2009 under "Salary" were in payment of management fees.
- (2) This amount represents the dollar amount based on the grant date fair value of the award for the year ended December 31, 2009.
- (3) These amounts include annual non-equity incentive plan compensation, such as bonuses and discretionary amounts for the year ended December 31, 2009.
- (4) This amount was due to RSA Management Services, a private company partly owned by Pradeep Varshney

Incentive Plan Awards

Outstanding Share-based Awards and Option-based Awards

The following table sets out all option-based awards outstanding as at December 31, 2009, for each NEO. There were no share based awards granted to either of the Company's NEOs:

Name	Option-based Awards				Share-based Awards	
	Number ⁽¹⁾ of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Gregory Kennedy, President and CEO	175,000	US\$0.35	August 6, 2014	Nil	All had vested	All had vested
Pradeep Varshney, CFO	Nil	N/A	N/A	Nil	N/A	N/A

(1) Effective March 5, 2009 the Company consolidated its common shares at a ratio of one new share for every ten old shares held. The number of options (and the exercise price) in this table have been stated to give effect to the 10:1 consolidation.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out the value vested or earned under incentive plans during the year ended December 31, 2009, for each NEO:

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Gregory Kennedy, President and CEO	55,991	Nil	Nil
Pradeep Varshney, CFO	Nil	Nil	Nil

See “Securities Authorized Under Equity Compensation Plans” and “Continuation of Share Option Plan” below for further information on the Company's Share Option Plan.

The Company has no pension plans for its directors, officers or employees.

Termination and Change of Control Benefits

There are no contracts, agreements, compensatory plans or arrangements with respect to any NEO resulting from the resignation, retirement or any other termination of employment of the officer's employment or from a change of a NEO's responsibilities following a change in control.

Director Compensation

Neither independent directors nor executive officers receive additional compensation for serving as directors or as Audit Committee Members, other than option-based awards.

Director Compensation Table

The compensation provided to the directors, excluding a director who is already set out in disclosure for an NEO for the Company's most recently completed financial year of December 31, 2009 is as set out below:

Name	Salary (\$)	Share-based Awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Paul Shatzko	\$30,000	Nil	\$86,385	Nil	Nil	Nil	\$116,385
Michael B. Hart ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note:

- (1) Michael B. Hart resigned as a director of the Company on October 22, 2010.

The following table sets out all option-based awards and share-based awards outstanding as at December 31, 2009, for each director, excluding a director who is already set out in disclosure for an NEO for the Company:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options ⁽¹⁾ (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Paul Shatzko	270,000	US\$0.35	August 6, 2014	Nil	Nil	Nil
Michael B. Hart ⁽²⁾	Nil	N/A	N/A	Nil	Nil	Nil

Notes:

- (1) These amounts have been transferred at other than fair market value.
(2) Michael B. Hart resigned as a director of the Company on October 22, 2010.

The following table sets out the value vested or earned under incentive plans during the year ended December 31, 2009, for each director, excluding a director who is already set out in disclosure for an NEO for the Company:

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 (\$)
Paul Shatzko	Nil	Nil	Nil
Michael B. Hart ⁽¹⁾	Nil	Nil	Nil

Note:

- (1) Michael B. Hart resigned as a director of the Company on October 22, 2010.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The equity compensation plan is the Company's Share Option Plan dated for reference July 21, 2009, described below under "Continuation of Share Option Plan".

The following table sets out equity compensation plan information as at the end of the financial year ended December 31, 2009.

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by security holders (the 2009 Stock Option Plan)	720,000	\$0.35USD	Nil
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	720,000	\$0.35USD	Nil

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end of the most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than set out below, to the knowledge of management of the Company, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during the year ended December 31, 2009, or has any interest in any material transaction in the current year other than as set out herein or that has not already been disclosed to the public.

\$0.15USD Non Brokered Private Placement

On January 25, 2010, the Company closed a unit non-brokered private placement totalling 1,613,162 units, each unit comprised of one common share at a price of USD\$0.15 per common share, and a one year share purchase warrant, exercisable at a price of USD\$0.25 per share, to up to and including February 17, 2011 (the "Units"). The insiders who participated in this private placement were: Gregory F. Kennedy (as to 150,000 units) and Paul Shatzko (as to 150,000 units). At the date of this Information Circular, there a total of 1,613,162 warrants outstanding in this private placement.

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 executive officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

A. Continuation of Share Option Plan

The Company is currently listed on the OTCBB.

At the Company's annual general and special meeting held on December 30, 2009, the shareholders of the Company approved the adoption of the Company's 10% rolling share option plan dated for reference July 21,

2009 (the "Plan"). The Plan was implemented in anticipation of the Company being listed on the TSX Venture Exchange (the "TSXV"), and in order to provide the Company with the flexibility necessary to attract and maintain the services of senior executives and other employees in competition with other businesses in the industry.

During the Company's financial year ended December 31, 2009 and to the date of this information circular, a total of 720,000 options to purchase Common Shares remain outstanding (approximately 7.10% of the current issued and outstanding Common Shares).

Under the Plan, a maximum of ten percent (10%) of the issued and outstanding Common Shares at the time an option is granted, less Common Shares reserved for issuance on exercise of options then outstanding under the Plan, are reserved for options to be granted at the discretion of the Board to eligible optionees (an "Optionee").

Material Terms of the Plan

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

- (a) Persons who are Service Providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the Plan;
- (b) Options granted under the Plan are non-assignable and non-transferable and are issuable for a period of up to ten (10) years;
- (c) For stock options granted to Service Providers, the Company must ensure that the proposed Optionee is a bona fide Service Provider of the Company;
- (d) Any option granted to an Optionee must expire within forty-five (45) days following the date the Optionee ceases to be employed by the Company or its affiliates (other than as a result of termination with cause), or ceases to provide services to the Company or its affiliates, or ceases to act as a director or officer of the Company or its affiliates, or ceases to be a Service Provider;
- (e) if an Optionee dies, any vested option held by him or her at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such option;
- (f) in the case of an Optionee being dismissed from employment or service for cause, such Optionee's options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same;
- (g) the exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Discounted Market Price (as defined in the Plan);
- (h) vesting of options shall be in accordance with the option commitment in the Plan or otherwise, at the discretion of the Board, and will generally be subject to: (i) the Service Provider remaining employed by or continuing to provide services to the Company, as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company during the vesting period; or (ii) the Service Provider remaining as a Director of the Company during the vesting period; and
- (i) The Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Plan with respect to all Plan shares in respect of options which have not yet been granted under the Plan.
- (j) If the expiry date for an option falls within a Blackout Period (as defined in the Plan), or within twelve (12) days following the expiration of a Blackout Period, such expiry date shall be automatically extended without any further act or formality to that day which is the fourteenth (14th) day after the end of the Blackout Period, such fourteenth (14th) day to be considered the expiry date for such option for all purposes under the Plan; and

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

A copy of the Plan will be available at the Meeting.

Shareholder Approval

Shareholder approval will be requested at the Meeting to vote by ordinary resolution, the continuation of the Plan.

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

At the Meeting, shareholders will be asked to vote on the following ordinary resolution, with or without variation:

“Resolved that the Company’s 10% rolling share option plan dated for reference July 21, 2009, be and is hereby ratified and approved until the next annual general meeting of the Company.”

B. Ordinary Resolution - Inspection of Records, Documents and Instruments at Records Office

Section 46 (8) of the British Columbia *Business Corporations Act*, states:

- (8) A company may, by an ordinary resolution, impose restrictions on the times during which a person, other than a current director, may inspect the company’s records under this section, but those restrictions must permit inspection of those records during the times set out in the regulations.

The Board requests that shareholders approve an ordinary resolution to permit persons, other than directors of the Company, to inspect the records, documents or instruments at the Records Office in accordance with the provisions of the BCA. At the Meeting, shareholders will be asked to vote on the following ordinary resolution:

RESOLVED that the records, documents or instruments may be inspected at the records office of the Company by persons other than directors of the Company in accordance with the provisions of the BCA, during such period or periods of time as shall be determined by a director or officer of the Company or, where an agent is retained by the Company to maintain the records office, then by such agent, provided, however, that at least two consecutive hours in each business day shall be allowed for such inspection. The following fees be charged by the Company in connection with the inspection of the records of the Company:

<u>Type of Fee</u>	<u>Charge</u>
Inspection of Records Fee	\$10.00 per day
Copying Fee	\$ 0.50 per page

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

ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Company for the year ended December 31, 2009 and in the related management discussion and analysis and filed on SEDAR at www.sedar.com.

Additional information relating to the Company is filed on SEDAR at www.sedar.com and upon request from the Company at Suite 614, 475 Howe Street, Vancouver, British Columbia Canada V6C 2B3, Tel: 604.669.4367/Fax: 604.669.4368. 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

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Information Circular.

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

DATED at Vancouver British Columbia, November 25, 2010.

BY ORDER OF THE BOARD OF DIRECTORS

“Gregory F Kennedy”

Gregory F. Kennedy
President and Chief Executive Officer