

PANTHERA EXPLORATION INC.

(the "Company")

Suite 709 - 837 West Hastings Street
Vancouver, British Columbia V6C 3N6

INFORMATION CIRCULAR

(Containing information as at May 21, 2010)

SOLICITATION OF PROXIES

THIS INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE MANAGEMENT OF THE COMPANY FOR USE AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY (AND ANY ADJOURNMENT THEREOF) (THE "MEETING") TO BE HELD ON THURSDAY, JUNE 24, 2010 AT THE TIME AND PLACE AND FOR THE PURPOSES SET FORTH IN THE ACCOMPANYING NOTICE OF MEETING.

THE CONTENTS AND THE SENDING OF THIS INFORMATION CIRCULAR HAVE BEEN APPROVED BY THE DIRECTORS OF THE COMPANY.

While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the regular employees of the Company at nominal cost. All costs of solicitation by management will be borne by the Company. 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 PROXY HOLDERS

The individuals named in the accompanying form of proxy are Directors and/or Officers of the Company. **A Shareholder entitled to vote at the Meeting, may wish to appoint some other person (who need not be a Shareholder) to represent him at the meeting other than the persons designated in the Proxy. You may do so by inserting the desired person's name in the blank space provided in the form of proxy or by completing another suitable form of proxy.**

VOTING BY PROXY HOLDER

The person you name in the proxy will vote or withhold from voting on any ballot the Common Shares represented in the proxy according to your instructions. 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 person named therein with respect to:

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

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

REGISTERED SHAREHOLDERS

Only registered Shareholders or duly appointed proxy holders are permitted to vote at the Meeting. 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: Computershare Investor Services Inc., Attention: Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax at 1-866-249-7775, (the "Transfer Agent") not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, or the Chairman of the Meeting prior to the commencement of the Meeting, or any adjournment thereof at which the Proxy is to be used.

BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders are beneficial shareholders whose Shares are not registered in their own names (“Beneficial Shareholders”). Only Registered Shareholders, or the persons they appoint as their proxies, as of the Record Date, are permitted to vote at the Meeting.

All references to Shareholders in this Information Circular and the accompanying Instrument of Proxy and Notice of Meeting are to Shareholders of record unless specifically stated otherwise.

If you are a Beneficial Shareholder, whose Shares are not registered in your name, your Shares are registered either:

- (a) in the name of an intermediary that you deal with in respect of your Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs, TFSA's and similar plans; or
- (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited in Canada or Cede & Co. in the United States) of which the intermediary is a participant,

all of which are referred to as “**Intermediaries**” in this Information Circular. The directors and officers of the Company do not know for whose benefit the common shares registered in the name of The Canadian Depository for Securities Limited are held.

Shares held for Beneficial Shareholders by Intermediaries can only be voted at the Meeting upon the instructions of the Beneficial Shareholder. Without specific instructions, Intermediaries are prohibited from voting Shares held for Beneficial Shareholders. **Therefore, if you are a Beneficial Shareholder, you should ensure that your voting instructions are communicated to the appropriate person well in advance of the Meeting.**

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). NOBOs can expect to receive a scanable Voting Instruction Form (VIF) from our Transfer Agent, Computershare Trust Company of Canada [or Computershare Investor Services Inc. as the case might be (“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.

In accordance with National Instrument 54-101, Communication with Beneficial Owners of Securities of a Reporting Issuer, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy to the clearing agencies and Intermediaries for onward distribution to Beneficial Shareholders. Applicable regulatory policy requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholders’ meetings unless the Beneficial Shareholders has waived the right to receive meeting materials.

Every Intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its Intermediary is identical to the Proxy provided to Registered Shareholders. However, its purpose is limited to instructing the Intermediary, which is the Registered Shareholder, how to vote on behalf of the Beneficial Shareholder.

Should a Beneficial Shareholder receiving such a form wish to vote at the Meeting, the Beneficial Shareholder should strike out the names of the Management Proxy holders named in the form and insert the Beneficial Shareholder’s name in the blank provided and return the materials to the Intermediary as directed.

This Information Circular and related material is 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 instructions as specified in the request for voting instructions.**

REVOCABILITY OF PROXIES

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by his attorney authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the registered and records office of the Company, at 709 – 837 West Hastings Street, Vancouver, British Columbia, V6C 3N6, at any time up to and including the last business day preceding the day of the Meeting, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

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

Other than as set forth in this Information Circular, no director or senior officer of the Company nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Issued and Outstanding:	13,595,604 Common shares without par value
Authorized Capital:	Unlimited Common shares without par value

Only Shareholders of record at the close of business on May 21, 2010 (the “Record Date”) for determination of persons entitled to receive notice of the Meeting, are entitled to vote at the Meeting and. Only Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or who 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 shares voted at the Meeting.

Each Shareholder is entitled to one vote for each common share registered in his name on the list of Shareholders. The list is available for inspection during normal business hours at the office of the Transfer Agent and will be available at the Meeting.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company.

The directors and officers of the Company do not know for whose benefit the common shares registered in the name of CDS & Co. are held.

NUMBER OF DIRECTORS

At the meeting, the Shareholders will be asked to pass an ordinary resolution to set the number of directors at five.

ELECTION OF DIRECTORS

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees and the persons named in the accompanying form of proxy intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until his/her successor is elected or appointed, unless his/her office is earlier vacated in accordance with the Articles of the Company, or with the provisions of the *Business Corporations Act* (British Columbia).

The following table and notes set out the names of management’s nominees for election as a director, the province or state and country in which he is ordinarily resident, all offices of the Company now held by him, his principal occupation, the period of time he has been a director of the Company, and the number of shares of the Company beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

Name, Position and Province or State and Country of Residence ⁽¹⁾	Principal Occupation and if not at present an elected Director, Occupation during the past five years ⁽¹⁾	Director Since	No. of Shares beneficially held ⁽²⁾
BRUCE WINFIELD Director, President and CEO British Columbia, Canada	President and CEO of the Company from December, 2009 to present; director of Trade Winds Ventures Inc. from February 2006 to present; director and President and CEO of Portal Resources Ltd. from March 2004 until August 2008.	Dec. 18, 2009	680,000
GERALD CARLSON ⁽²⁾ Director British Columbia, Canada	President, CEO and director of Copper Ridge Explorations Inc. from 1999 to present; director of Enertopia Corporation (formerly Golden Aria Corp.) from March 2005 to present; director of Almaden Minerals Ltd. from July 1998 to present; Chairman and director of Kobex Minerals Inc. (formerly IMA Exploration Inc.) from February 1999 to December 2007; director of Blue Sky Uranium Corp. from April 2009 to present; director of Tarsis Capital Corp. from July 2007 to present; director of BonTerra Resources Inc. from July 2007 to October 2009; director of Taipan Resources Inc. from October 2009 to present; director of Fairmont Resources Inc. December 2009 to present; President of the Society of Economic Geologists Canada Foundation.	Nov. 10, 2006	5,000
DAVID HORTON ⁽²⁾ Director British Columbia, Canada	Senior Vice-President of Canaccord Financial Inc. from 1996 to present; director of Blue Sky Uranium Corp from November 2009 to present, director of Golden Arrow Resources Corporation from July 2004 to present; director of Golden Alliance Resources Corp. from January 2010 to present; and director of Eagle I Capital Corporation from October 2008 to present.	Feb. 10, 2010	160,000
ROBERT COLTURA ⁽²⁾ Director British Columbia, Canada	President, Matalia Investments Ltd. from 1993 to present; President of BonTerra Resources Inc. from May 2007 to May 2009; President of Fairmont Resources Inc. from April 2009 to present; and President of Mega Copper Ltd. from February 2010 to present.	Aug. 2, 2002	1,433
DAVID TERRY Director British Columbia, Canada	VP Exploration for the Company from March 2004 to December 2009; Vice President, Exploration for Grosso Group Management Ltd. from January 2005 to present; director and Vice President Exploration for Golden Arrow Resources Corporation from July 2004 to present; director and Vice President, Exploration of Astral Mining Corporation from September 2005 to present; director and VP Exploration for Kobex Minerals Inc. (formerly IMA Exploration Inc.) from May 2004 to December 2009; director of Oremex Resources Inc. from May 2009 to present; director and Vice President Exploration for Golden Alliance Resources Corp. from January 2010 to present; director of New Sage Energy Corp. from December 2009 to present; and director of Pan American Lithium Corp. from July 2009 to present.	Dec. 11, 2007	200,000

- (1) The information as to province, state and country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) The information as to shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (3) Denotes member of Audit Committee.

CORPORATE CEASE TRADE ORDERS AND BANKRUPTCIES

To the knowledge of the Company, no proposed director is, or has, within the 10 years before the date of this Information Circular, been a director or executive officer of any company that, while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied relevant company access to any exemptions under securities legislation, for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director of the Company has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

AUDIT COMMITTEES

The Audit Committee is composed of Mr. Carlson, Mr. Coltura and Mr. Horton. The Audit Committee Charter, adopted in April 2005, amended May 26, 2010, is attached as Exhibit “A”.

The Company’s Audit Committee must be comprised of at least three directors, the majority of whom are not employees, control persons or members of management of the Company or any of its associates or affiliates. The board of directors of the Company, after each annual shareholder’ meeting must appoint or re-appoint an audit committee. The members of the Audit Committee are independent directors who are not officers or employees of the Company or its affiliates, and are financially literate.

Each member of the Audit Committee has the requisite education and experience that is relevant to the performance of his responsibilities as an audit committee member.

The Audit Committee must review the annual financial statements of the Company before they are approved by the board of directors of the Company. The board of directors of the Company must review, and if considered appropriate, approve the annual financial statements of the Company before presentation to the shareholders of the Company.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

In accordance with disclosure requirements, the Board of Directors of the Company has adopted the following corporate governance practices:

1. Stewardship of the Company

The goal of the Company is to create Shareholder value through the development of its properties.

The Board of Directors has responsibility for the stewardship of the Company, specifically to oversee the operation of the Company and supervise management.

The Board acts in accordance with the British Columbia *Business Corporations Act*, the Company’s Articles of Incorporation and By-laws, the policies of the TSX Venture Exchange, and securities rules in the Province of British Columbia. Every Board director is part of the process of establishing policies for the Company and its subsidiaries.

- (a) **The Strategic Planning Process.** The Board participates in strategic planning by considering and, if deemed appropriate, adopting plans proposed and developed by management, with management having the primary responsibility for developing a strategic plan.

(b) **Principal Risks.** The Board considers the risks inherent in the mining industry and receives periodic assessments from management as to these risks and the Company's strategies to manage these risks.

(c) **Succession Planning.** The Board reviews the personnel needs of the Company from time to time, having particular regard to succession issues relating to senior management. The training and development of personnel is generally left to management. The Board appoints the President, Chief Executive Officer and Chairman, as well as the Audit Committee members and officers each year at its first meeting of Directors immediately following the Annual General Meeting.

(d) **Communications Policy.** The Board assesses from time to time how effectively the Company communicates with Shareholders, but does not have a formal communication policy. The Company meets or exceeds all requirements to disseminate material information in a timely manner based on the TSX-V Exchange policies. The Company keeps an electronic database for disseminating information, has provided interested parties with a toll free number, meets with brokers and portfolio managers and attends investment conferences in Canada and the U.S. The Company has a website with detailed information on its properties and corporate structure and offers parties an electronic means of communicating with the Company.

(e) **Integrity of Internal Control.** The Board, through the Audit Committee and in conjunction with its auditors, assesses the adequacy of the Company's internal control systems. This process is undertaken on an annual basis during preparation of the year end financial audit. The Audit Committee also reviews and assesses the financial statements on a quarterly basis and reviews annually the Disclosure and Insider Trading Policy.

2. **Board Independence**

The Board shall consist of five directors. David Horton, Gerald Carlson, David Terry and Robert Coltura are "outside" and "unrelated" directors. Mr. Winfield, because of his management position, is "inside" and "related". The entrepreneurial nature of the Company, and the current stage of the Company's development, make it appropriate for the Board to be composed of the present number and composition of directors, and the Board believes that when balanced against the attendant increase in cost to the Company and possible reduction in the efficiency with which decisions are made, it would not be warranted to change the Board's composition at this time.

3. **Individual Unrelated Directors**

The Board currently consists of four unrelated and outside directors – David Horton, Gerald Carlson, David Terry and Robert Coltura.

David Horton was appointed a director in December 2009. Mr. Horton has been a Senior Vice-President for Canaccord Financial Inc. since 1996 and serves on the board of directors of several companies. Robert Coltura became a director of the Company in August 2002. He is President of Matalia Investments Ltd. and serves on the board of directors of several companies. Dr. Gerald Carlson was appointed a Director of Panthera in November 2006. He has been involved in mineral exploration and exploration company management for over 30 years. Dr. Carlson is the President of the Society of Economic Geologists Canada Foundation, a past President of AME BC (formerly the British Columbia and Yukon Chamber of Mines) and, in 2003, was awarded the CIM's J.C. Sproule Award in recognition of his contributions to mineral exploration in Canada's north. Dr. Carlson serves on the board of directors of several companies. Dr. Terry was appointed to the Board in December 2007 after having been Vice President, Exploration since 2004. He is also a director of several public companies. Dr. Terry has over 20 years experience in the mining sector focused on exploration for a wide spectrum of precious and base metal deposits throughout North and South America.

4. **Related Inside Directors**

Mr. Winfield was appointed director, President and CEO of the company in December 2009. He is also a director of Trade Winds Ventures Inc.

5. **Directorships**

Name of Director of the Company	Names of Other Reporting Issuers
Bruce Winfield	Trade Winds Ventures Inc.
David Terry	New Sage Energy Corp.
	Pan American Lithium Corp.
	Astral Mining Corporation
	Oremex Resources Inc.
	Golden Arrow Resources Corporation
	Golden Alliance Resources Corp.
David Horton	Golden Arrow Resources
	Eagle I Capital Corporation
	Blue Sky Uranium Corp.
	Golden Alliance Resources Corp.
Robert Coltura	Fairmont Resources Inc.
	Mega Copper Ltd.
Gerry Carlson	Copper Ridge Explorations Inc.
	Almaden Minerals Ltd.
	Enertopia Corporation (formerly Golden Aria Corp.)
	Blue Sky Uranium Corp.
	Tarsis Capital Corp.
	Taipan Resources Inc.
	Fairmont Resources Inc.

6. **Nominating Committee**

The Board has not constituted a nominating committee to propose new nominees to the Board and for assessing directors' performance because the Company is too small to justify a formal process. However, the Board as a whole from time to time discusses potential candidates for the Board, particularly during the preparation of the Annual General Meeting Information Circular.

7. **Assessing the Board's Effectiveness**

The Board has not constituted a committee to assess the effectiveness of the Board as a whole or the contribution of individual directors; however, the Chairman has responsibility for ensuring the effective operation of the Board.

8. **Orientation and Education of Directors**

The Company does not have a formal process of orientation and education for new members of the Board. The outside Board members currently have considerable experience as members of the boards of other public companies. Senior management provides updated presentations on material changes of the Company's business to all members of the Board.

9. **Effective Board Size**

The Board has considered its size with a view to the impact of size upon its effectiveness and has concluded that the number of directors as presently constituted is appropriate for the Company given the complexity and current stage of development of the Company's business. The Board as presently constituted includes considerable experience in the mining industry as well as financial experience.

10. Compensation of Directors

Board members are not presently compensated in their capacity as a director although they are reimbursed for expenses incurred in connection with their service. Directors generally receive a grant of stock options upon their appointment, and throughout their term from time to time, as deemed appropriate.

11. The Audit Committee

The Audit Committee members are appointed each year after the Annual General Meeting. The Audit Committee meets each quarter to review the interim financials and meets one time, and more if necessary, to review the year end financials. The auditors of the Company report to the Audit Committee.

The Audit Committee reviews the Company's annual consolidated financial statements and interim financial statements and makes its recommendation for Board approval.

12. Approach to Corporate Governance

The Board of Directors has assumed the responsibility for developing the Company's approach to governance issues and responding to governance guidelines.

13. Position Descriptions

The Company has not formally developed position descriptions for the Board and the Chief Executive Officer; however, the Board is satisfied that senior management is fully aware of their responsibilities and those matters that are within their mandate.

14. Board Independence

The Board has functioned, and is of the view that it can continue to function, independently of management, as required. Mr. Bruce Winfield, President and CEO is a member of management as well as a director of the Company. In view of the size of the Company, management representation on the Board, and the nature of its business, it is essential that those having an intimate knowledge of the Company's operations be present during important Board discussions. Notwithstanding the foregoing, if the Board believed it was appropriate and meaningful, it would formalize a process whereby the Board could meet without management present at the meeting.

15. Ethical Business Conduct

The Board has adopted a Code of Business Conduct and Ethics. A copy of the Code and Policy can be found on the Company website at <http://www.pantheraexploration.com/s/CorporateGovernance.asp>.

The Board appoints a Compliance Officer who is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code of Business Conduct. The Compliance Officer has direct access to the Audit Committee and the Board and the Compliance Officer is required to report to the Board at least annually on compliance activity.

STATEMENT OF EXECUTIVE COMPENSATION

The Company is required, under applicable securities legislation in Canada, to disclose to its Shareholders details of compensation paid to its directors and officers. The following fairly reflects all material information regarding compensation paid by the Company to its directors and officers, which information has been disclosed to the Company's Shareholders in accordance with applicable Canadian law.

Executive Compensation

Compensation Discussion and Analysis

The Company's executive officers make recommendations to the board of directors regarding compensation policies and the compensation of senior officers. The Company does not have a Compensation Committee. Recruitment and retention of senior executives are the key priorities of the compensation philosophy. The compensation of the senior executives comprises two components; namely, a base salary and the grant of stock options pursuant to the Company's stock option plan which is more particularly outlined below under the *Option-based Awards* section. These forms of compensation are chosen to attract, retain and motivate the performance of selected directors, officers, employees or consultants of the Company of high caliber and

potential and to encourage and enable such persons to acquire and retain a proprietary interest in the Company by ownership of its stock. Each senior executive is employed for his or her skills to perform specific tasks and the base salary and number of options is fixed accordingly.

For the purpose of this Information Circular:

“CEO” of the Company means each 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 each 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;

“Named Executive Officers” or “NEO’s” means:

- (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 and whose total compensation was, individually, more than \$150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6 *Statement of Executive Compensation*; or
- (d) any individual who would be a Named Executive Officer 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 the most recently completed financial year.

The compensation of the NEOs and the Company’s employees is reviewed, recommended and approved by the independent directors of the Company.

Senior executives generally enter into an employment agreement with the Company, with standard clauses covering salaries and termination. The highlights of the employment agreements for the NEOs are outlined below under the section entitled “Management Contracts” and *Narrative Discussion* under the *Summary Compensation Table*.

Incentive Plan Awards

An “incentive plan” is any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period. An “incentive plan award” means compensation awarded, earned paid, or payable under an incentive plan.

Option-based Awards

The grant of option-based awards to the senior executives is determined by the recommendation of executive officers to the board of directors pursuant to the terms of the stock option plan referred to below. Previous grants of option-based awards are taken into account when considering new grants.

The options are always granted at or above market price. The valuation of the fair value of the options at the time of the grant is based on the Black Scholes model and includes the following assumptions: weighted average risk free rate, weighted average expected life, expected volatility and dividend yield.

In accordance with Policy 4.4 of the TSX Venture Exchange (the “Exchange”), the directors of the Company have adopted the 2004 Stock Option Plan (the “Plan”), as approved by the shareholders, and to be ratified by the shareholders at the meeting (see “Particulars of Matters to be Acted Upon”).

Summary Compensation Table

Named Executive Officers mean the Chief Executive Officer (“CEO”), the Chief Financial Officer (“CFO”) of the Company, or acting in a similar capacity or function, regardless of the amount of compensation of that individual and each of the Company’s three most highly compensated executive officers, other than the CEO and CFO, or three most highly compensated individuals acting in similar capacities, who were serving as executive officers, or in a similar capacity, at the end of the most recent financial year and whose compensation exceeds \$150,000, and such individuals who would be an NEO but for the fact that they were not serving as an executive officer or in a similar capacity at the end of that financial year.

During the Company’s last completed financial year ended December 31, 2009, the Company had three Named Executive Officers: Mr. Nikolaos Cacos, (President and CEO until December 18, 2009), Mr. Michael Clark, acting CFO, and Mr. Bruce Winfield, current President and CEO (effective December 18, 2009).

The following table (presented in accordance with Form 51-102F6 – Statement of Executive Compensation under National Instrument 51-102 – Continuous Disclosure Obligations) sets forth all annual, long term and other compensation for services in all capacities to the Company and its subsidiaries payable to the NEOs for the three financial years ended December 31, 2009, 2008, and 2007 (to the extent required by the Regulations) in respect of the Named Executive Officers:

Name and Principal Position	Year Ended December 31	Salary (\$)	Share-based Awards (\$)	Option-Based Awards (\$ (11))	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other Compensation (\$)	Total compensation (\$)
					Annual incentive plans (\$)	Long-term incentive plans			
Nikolaos Cacos President and CEO ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	2009	83,854	Nil	Nil	Nil	Nil	Nil	131,250	215,104
	2008	87,500	Nil	Nil	Nil	Nil	Nil	Nil	87,500
	2007	87,500	Nil	54,625	Nil	Nil	Nil	Nil	142,125
Arthur Lang CFO ⁽⁶⁾⁽⁷⁾⁽⁸⁾	2009	n/a	Nil	n/a	Nil	Nil	Nil	Nil	n/a
	2008	19,515	Nil	Nil	Nil	Nil	Nil	Nil	19,515
	2007	26,535	Nil	15,200	Nil	Nil	Nil	Nil	41,735
Michael Clark, acting CFO ⁽⁹⁾	2009	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2008	19,539	Nil	Nil	Nil	Nil	Nil	Nil	19,539
	2007	n/a	Nil	n/a	Nil	Nil	Nil	Nil	n/a
Bruce Winfield, President and CEO ⁽¹⁰⁾	2009	29,435	Nil	Nil	Nil	Nil	Nil	Nil	29,435
	2008	n/a	Nil	n/a	Nil	Nil	Nil	Nil	n/a
	2007	n/a	Nil	n/a	Nil	Nil	Nil	Nil	n/a

*Note: On December 5, 2008, the shareholders of the Company passed a special resolution authorizing the authorized share capital of the Company be altered by consolidating all of the issued and outstanding common shares of the Company on the basis of one (1) post-consolidation common share for every ten (10) pre-consolidation common shares. All stock option amounts set out in the footnotes below related to 2007 are on a pre-consolidation basis.

- (1) Mr. Cacos was also a director but did not receive any compensation in that capacity. Mr. Cacos ceased to be a director, President and CEO on December 18, 2009.
- (2) During the year 2009, the compensation accrued to Mr. Cacos from the Company was \$83,854, of which \$30,559 was included in accounts payable as at December 31, 2009. The Company accrued a \$131,250 termination payment.
- (3) During the year 2008, the compensation accrued to Mr. Cacos from the Company was \$87,500, of which \$65,275 was paid and \$22,225 is included in accounts payable as at December 31, 2008.
- (4) During the year 2007, Mr. Cacos's compensation from the Company was \$87,500 for the year.
- (5) Mr. Cacos's option-based awards during 2007 consisted of 287,500 stock options granted July 27, 2007 at an exercise price of \$0.40 and fair value of \$0.19 per share.
- (6) During the year 2008, Mr. Lang's compensation from Grosso Group was \$150,000, of which \$19,515 was allocated to the Company as part of the Grosso Group fees for the year. Mr. Lang resigned on September 3, 2008.
- (7) During the year 2007, Mr. Lang's compensation from Grosso Group was \$150,000 of which \$26,535 was allocated to the Company as part of the Grosso Group fees for the year.
- (8) Mr. Lang's option-based awards during 2007 consisted of 80,000 stock options granted July 27, 2007 at an exercise price of \$0.40 and fair value of \$0.19 per share.
- (9) Mr. Clark was appointed acting CFO on September 3, 2008. During the year 2008, Mr. Clark's total compensation from Grosso Group was \$90,127, of which \$19,539 was allocated to the Company as part of the Grosso Group fees.
- (10) Mr. Winfield was appointed President and CEO on December 18, 2009. During 2009, Mr. Winfield's total compensation was \$29,435, which includes fees as a consultant of the Grosso Group from July 2009.
- (11) Represents the fair value of the options at the time of the grant based on the Black Scholes model and includes the following assumptions; weighted average risk free rate, weighted average expected life, expected volatility and dividend yield.

Narrative Discussion

The Company does not have a share-based award plan other than the stock option plan referred to above. The Company also does not have a pension plan or a long term incentive plan.

Mr. Winfield was appointed the Company's President and CEO on December 18, 2009. Prior to his appointment as President and CEO, Mr. Winfield provided his services during 2009 pursuant to a consulting agreement between Mr. Winfield and the Grosso Group Management Ltd. ("Grosso Group"). During the year ended December 31, 2009, the Company paid consulting fees in the amount of \$29,435 to Mr. Winfield.

Mr. Cacos held the position of the Company's President and CEO until December 18, 2009. Mr. Cacos provided his services under a contract with a private company controlled by Mr. Cacos for an annual fee of \$87,500. During 2009, the Company paid \$83,854 to Mr. Cacos of which \$30,559 was included in accounts payable (2008 - \$22,225; 2007 - \$Nil). The contract also provided that, in the event the services are terminated without cause or upon a change in control of the Company, a termination payment would include eighteen months of compensation plus a bonus amount agreed to by the parties. On December 18, 2009 the Company terminated his contract. Included in accounts payable is a termination payment of \$131,250. This amount was paid subsequent to year end.

Mr. Arthur Lang provided his services as part of the Company's then agreement with the Grosso Group. During the year ended December 31, 2008, Mr. Lang's total compensation from the Grosso Group was \$150,000, of which \$19,515 was allocated to the Company as part of the Grosso Group fees. Mr. Lang resigned from the Company as Chief Financial Officer effective September 3, 2008.

Mr. Michael Clark, acting Chief Financial Officer, provided his services as part of the Company's then agreement with the Grosso Group. Mr. Clark was not paid any fees by the Company in 2009. During the year ended December 31, 2008, Mr. Clark's total compensation from the Grosso Group was \$90,127, of which \$19,539 was allocated to the Company as part of the Grosso Group fees. Mr. Clark was appointed acting Chief Financial Officer effective September 3, 2008. There are no specific termination provisions pursuant to the employment agreement between Mr. Clark and the Grosso Group.

Pursuant to the Company's stock option plan, in the event that the Option Holder holds his or her Option as an Insider (as defined therein) and such Insider ceases to hold such position other than by reason of death or Disability, the Expiry Date of the Option shall be, unless otherwise expressly provided for in the Option Certificate, the 30th day following the date the Insider ceases to hold such position unless the Insider ceases to hold such position as a result of:

- (i) Termination for cause;
- (ii) ceasing to meet the qualifications set forth in the corporate legislation applicable to the Company;
- (iii) a special resolution having been passed by the shareholders of the Company removing the Option Holder as a director of the Company or any Subsidiary; or
- (iv) an order made by any Regulatory Authority having jurisdiction to so order;

in which case the Expiry Date shall be the date the Option Holder ceases to hold such position.

Refer also to the *Compensation Discussion and Analysis* section above.

Incentive Plan Awards

Narrative Discussion

As reported above under the *Summary Compensation Table*, the Company does not have a share-based award plan or a long term incentive plan. Information with respect to the grant of stock options is more particularly described above in the *Option-based Awards* and *Compensation Discussion and Analysis* sections.

Outstanding Option-Based Awards and Share-Based Awards

There were no stock option-based awards granted or outstanding at the end of the most recently completed financial year.

Incentive Plan Awards – value vested or earned during the year

No incentive stock options were granted or vested during the year ended December 31, 2009 which were held by the NEOs.

During the year ended December 31, 2009, none of the NEOs exercised or sold options.

Pension Plan Benefits

As reported under the *Summary Compensation Table*, the Company does not maintain a Pension Plan for its employees and therefore no benefits were received.

Termination of Employment or Change of Control

Other than as described below and in the *Narrative Discussion* section under the *Summary Compensation Table*, the Company has no plans or arrangements with respect to remuneration received or that may be received by the Named Executive Officers during the Company’s most recently completed financial year or current financial year in view of compensating such officers in the event of termination of employment (as a result of resignation, retirement, change of control, etc.) or a change in responsibilities following a change of control, where the value of such compensation exceeds \$150,000 per executive officer.

Mr. Cacos’ agreement provides that, in the event the services are terminated without cause or upon a change in control of the Company, a termination payment would include eighteen months of compensation plus a bonus amount agreed to by the parties. On December 18, 2009, the Company terminated his contract. Included in accounts payable is a termination payment of \$131,250. This amount was paid subsequent to year end.

DIRECTOR COMPENSATION

Director Compensation Table

The Company does not have a share-based award plan for the directors other than the stock option plan referred to in the Share Ownership section below, details of which are provided below under *Option-Based Awards, Share-Based Awards and Non-equity Incentive Plan Compensation for Directors*. The Company also does not have a pension plan or a non-equity incentive plan for its directors.

Other than as described above in the *Narrative Description*, no directors, who were not NEO’s of the Company, were compensated during the financial year ended December 31, 2009 for services in their capacity as directors. Consulting fees of \$35,000 (2008 - \$15,000) were accrued by a company controlled by Mr. Minni.

Name	Fees Earned (\$)	Share-based awards	Option-based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total (\$)
Jerry Minni	Nil	N/A	Nil	N/A	N/A	Nil	Nil
Robert Coltura	Nil	N/A	Nil	N/A	N/A	Nil	Nil
David Terry	Nil	N/A	Nil	N/A	N/A	Nil	Nil
Gerald Carlson	Nil	N/A	Nil	N/A	N/A	Nil	Nil

(1) Mr. Minni was a director of the Company until his resignation on February 10, 2010

Narrative Description

Directors of the Company who are not also NEOs are not compensated for their services in their capacity as directors, although directors of the Company are reimbursed for their expenses incurred in connection with their services as directors.

Mr. Cacos, a director and President and CEO of the Company until December 18, 2009, did not receive director’s fees but received compensation through a service agreement described above. See *Narrative Discussion* following the *Summary Compensation Table* in the Executive Compensation section above.

Dr. Terry, a director of the Company, did not receive director’s fees. Dr. Terry provides his services through the Grosso Group, and has entered into an agreement with the Grosso Group. Dr. Terry was not compensated directly by the Company in 2009. Dr. Terry’s compensation from the Grosso Group during 2009 was \$200,000 of which \$19,957 was allocated to the Company. Dr. Terry’s contract provides that either Dr. Terry or the Grosso Group may terminate the consulting agreement by providing 30 days written notice, upon such termination, payment will be made for work completed by Dr. Terry to the date of

termination. See *Narrative Discussion* following the *Summary Compensation Table* in the Executive Compensation section above.

Mr. Winfield was appointed the Company's President and CEO and a director on December 18, 2009. Prior to his appointment as director, President and CEO, Mr. Winfield provided his services during 2009 pursuant to a consulting agreement between Mr. Winfield and the Grosso Group. During the year ended December 31, 2009, the Company paid consulting fees in the amount of \$29,435 to Mr. Winfield. See *Narrative Discussion* following the *Summary Compensation Table* in the Executive Compensation section above.

During 2009, the Company accrued consulting fees in the amount of \$35,000 (2008 - \$15,000) to a company controlled by Mr. Minni, a director of the Company until February 10, 2010. Information with respect to grants of options to the directors is reported below under the *Narrative Description* in the section below entitled *Option-Based Awards, Share-Based Awards and Non-equity Incentive Plan Compensation for Directors*.

Other than as described above, no directors of the Company were compensated by the Company during the financial year ended December 31, 2009 for services as consultants or experts.

Option-Based Awards, Share-Based Awards and Non-equity Incentive Plan Compensation for Directors

As disclosed under *Director Compensation*, the Company does not have a share-based award plan, a pension plan or a non-equity incentive plan for its directors except for its stock option plan.

Option-based awards to the directors are granted pursuant to the terms of the Company's stock option plan. The options are always granted at market price. The valuation of the fair value of the options at the time of the grant is based on the Black Scholes model and includes the following assumptions; weighted average risk free rate, weighted average expected life, expected volatility and dividend yield.

Directors generally receive a grant of stock options upon their appointment.

No stock options were outstanding or granted by the Company during the financial year ended December 31, 2009 to the directors who are not a Named Executive Officer of the Company.

There were no exercises of stock options during the financial year ended December 31, 2009 by the directors who are not the Named Executive Officer, and the financial year end value of unexercised options.

Pension Plan Benefits

As reported under the *Summary Compensation Table*, the Company does not maintain a Pension Plan for its directors and therefore no benefits were received.

Termination of Employment or Change of Control

Other than as described in the *Narrative Discussion* section under the *Directors Summary Compensation Table*, the Company has no plans or arrangements with respect to remuneration received or that may be received by the directors who are not NEOs during the Company's most recently completed financial year or current financial year in view of compensating such directors in the event of termination of employment (as a result of resignation, retirement, change of control, etc.) or a change in responsibilities following a change of control, where the value of such compensation exceeds \$150,000 per executive director.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table sets forth, as of December 31, 2009, information concerning securities authorized for issuance under the stock option plan, which is the only equity compensation plan of the Company.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders	Nil	Nil	879,560
Equity compensation plans not approved by security holders ⁽¹⁾	N/A	N/A	N/A
Total	Nil	\$Nil	879,560

A copy of the Stock Option Plan is available for review at the office of the Company at Suite 709 – 837 West Hastings Street, Vancouver, BC V6C 3N6 during normal business hours up to and including the date of the Meeting. See “*Particulars of Other Matters to be Acted Upon – Stock Option Plan*”, below.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS OF THE COMPANY

No director or senior officer of the Company, proposed management nominee for election as a director of the Company or each associate or affiliate of any such director, senior officer or proposed nominee is or has been indebted to the Company or any of its subsidiaries at any time during the Company's last completed financial year, other than routine indebtedness.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Pursuant to a property transfer agreement dated May 25, 2009 among the Company, Golden Arrow Resources Corporation (“Golden Arrow”) and certain subsidiaries of the Company, Golden Arrow acquired the Company’s 51% interest in the Mogote Property located in Argentina, and certain other mineral property interests from the Company, in consideration for US\$150,000 and the reservation of a 1% net smelter returns royalty, one half of which may be purchased by the Company for US\$1 million, on such properties to the Company. Following this transaction, Golden Arrow holds a consolidated 100% interest in the Mogote Property, subject to outstanding net smelter return royalties. At the time of the transaction, Messrs. Cacos and Terry were directors of both Golden Arrow and the Company.

Other than transactions carried out in the normal course of business of the Company or any of its affiliates, none of the directors or senior officers of the Company, a proposed management nominee for election as a director of the Company, any Shareholder beneficially owning shares carrying more than 10% of the voting rights attached to the shares of the Company nor an associate or affiliate of any of the foregoing persons had since January 1, 2009 (the commencement of the Company's last completed financial year) any material interest, direct or indirect, in any transactions which materially affected the Company or any of its subsidiaries or in any proposed transaction which has or would materially affect the Company or any of its subsidiaries.

APPOINTMENT OF AUDITORS

Effective January 15, 2009, Ernst & Young LLP, Chartered Accountants, at the request of the Company, resigned as auditors of the Company. On the recommendation of the Audit Committee, the Board of Directors of the Company approved a proposal to engage the accounting firm of MacKay LLP, Chartered Accountants as auditors of the Company for the financial year ended December 31, 2008.

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the appointment of MacKay LLP, Chartered Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration. MacKay LLP, Chartered Accountants has been the auditor for the Company since 2009.

Management recommends shareholders to vote for the ratification of the appointment of MacKay LLP, Chartered Accountants, as the Company's auditors for the Company's fiscal year ending December 31, 2010 at a remuneration to be fixed by the Company's board of directors.

AUDIT COMMITTEE DISCLOSURE

National Instrument 52-110 of the Canadian Securities Administrators 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.

The Audit Committee is composed of Mr. David Horton, Mr. Robert Coltura and Mr. Gerald Carlson. The Audit Committee Charter, adopted by the board of directors on June 22, 2009, as amended May 26, 2010, is attached hereto as Exhibit "A".

Composition of the Audit Committee

The Company's Audit Committee is comprised of three directors consisting of Mr. David Horton, Mr. Robert Coltura and Mr. Gerald Carlson. As defined in National Instrument 52-110, the members are "independent". All of the Audit Committee members are "financially literate", as defined in National Instrument 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

The Audit Committee is responsible for review of both interim and annual financial statements for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The audit committee members meet periodically with management and annually with the external auditors.

Relevant Education and Experience

Each of the members of the Audit Committee has a general understanding of the accounting principles used by the Company to prepare its financing statements and will seek clarification from the Company's auditors, where required.

Audit Committee Oversight

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

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4 or 8 of National Instrument 52-110. Section 2.4 (*De Minimis Non-audit Services*) 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 (*Exemptions*) permits a company to apply to a securities regulatory authority for an exemption from the requirements of National Instrument 52-110 in whole or in part.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the Audit Committee Charter of the Company. A copy of the Company's Audit Committee Charter is attached hereto as Exhibit "A".

External Auditor Service Fees

In the following, "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 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 aggregate fees billed by the Company's external auditor in the last two fiscal years, by category, are as follows:

Audit Fees

For the fiscal year ended December 31, 2009, the Company's principal accountant is expected to bill approximately \$25,000; and for the fiscal year ended December 31, 2008, the Company's principal accountant billed approximately \$45,150 for the audit of the Company's annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years.

Audit Related

The Company's principal accountant billed \$Nil and \$Nil amounts for the fiscal years ended December 31, 2009 and 2008, respectively, for assurance, tax and related services that were reasonably related to the performance of the audit or review of the Company's financial statements outside of those fees disclosed above under "Audit Fees".

Tax Fees

The Company's principal accountant billed \$Nil and \$Nil for the fiscal years ended December 31, 2009 and 2008, respectively, for tax services performed.

Other Accounting Fees

The Company's principal accountant billed \$Nil and \$Nil for the fiscal years ended December 31, 2009 and 2008, respectively, for other accounting services performed.

Exemption

The Company is relying on the exemption provided by section 6.1 of National Instrument 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 National Instrument 52-110.

MANAGEMENT CONTRACTS

Grosso Group Management Ltd.

Effective January 1, 2005, the Company entered into an agreement with Grosso Group Management Ltd. (the "Grosso Group") pursuant to which the Grosso Group provided offices and administrative and management services to the Company. The arrangement with the Grosso Group was terminated effective September 1, 2008. The Company shares services and facilities with Grosso Group on a limited cost-recovery basis.

At December 31, 2009 a \$9,152 deposit was held with the Grosso Group for the purchase of equipment and leasehold improvements and for operating working capital. The fees the Company pays to the Grosso Group are allocated to various expense items that reflect the nature of the actual costs: rent, salaries, office and telephone. These fees are equivalent to costs the Company would have incurred directly.

Bruce Winfield

During the year ended December 31, 2009, Bruce Winfield, President and CEO, had entered into a consulting agreement with the Grosso Group. During 2009, Mr. Winfield's total compensation from the Grosso Group was \$29,435.

Nikolaos Cacos

Effective January 2, 2004, the Company entered into an agreement with Mr. Nikolaos Cacos, former President of the Company, for his services. Under the agreement, Mr. Cacos was paid \$6,125 per month. Effective April 1, 2006, the agreement was modified so that the monthly fee was payable to a private company controlled by Mr. Cacos and on May 1, 2006, the monthly fee increased to \$7,292. During the year ended December 31, 2009, the Company accrued \$83,854 (2008 - \$87,500 to Mr. Cacos or to the private company controlled by Mr. Cacos, of which \$53,295 (2008 - \$65,275) was paid and \$30,559 (2008 - \$22,225) is included in accounts payable. The agreement also provided that, in the event the services are terminated without cause or upon a change in control of the Company, a termination payment would include eighteen months of compensation plus a bonus amount agreed to by the parties. On December 18, 2009 the Company terminated his contract. A termination payment of \$131,250 was paid subsequent to year end.

JVM Management Ltd.

During the year the Company accrued consulting fees in the amount of \$35,000 to a company controlled by Mr. Minni, a director of the Company. Mr. Minni resigned as a director on February 10, 2010.

FINANCIAL STATEMENTS

A copy of the audited consolidated financial statements of the Company for the financial year ended December 31, 2009, being the Company's most recently completed financial year, together with the auditors' report thereon, form part of the annual report of the Company. The directors will place before the Meeting the said audited consolidated financial statements and auditors' report.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Amendment of Articles of the Company

At present, the Articles of the Corporation provide that only a director of the Company is authorized to act as Chair of a meeting of the board of directors. Additionally, at present only a director of the company is authorized to call a meeting of the board of directors.

In both instances, it would be more convenient to both the members of the board of directors and management of the Company for management to coordinate and administer the meetings of the board, allowing members of the board to attend to the business purpose of the meetings instead of the administrative portion.

At the Meeting, shareholders will be asked to consider and, if deemed appropriate, to pass, with or without variation, a special resolution in the form attached as Schedule "B" to this Information Circular, authorizing the following amendments to the Articles:

1. to allow a member of the board of directors to appoint an officer of the Company to act as Chair of a meeting of the board of directors, to take charge of and administer the meeting of the board, with the consent of the meeting; and
2. to allow an officer of the Company to call a meeting of the board of directors.

To be effective, these resolutions must be approved by not less than two-thirds of the votes cast by holders of the common shares of the Company present in person, or represented by proxy, at the Meeting.

Stock Option Plan - Annual ratification of the Stock Option Plan

At the Annual General Meeting of Shareholders held on June 30, 2004, the Shareholders first approved the Company's Stock Option Plan (the "Stock Option Plan") which provides for a total of up to ten percent (10%) of the issued and outstanding shares of the Company be available for issuance by the Stock Option Plan. As the number of shares reserved for issuance under the Plan increases with the issuance of additional shares by the Company, the Plan is considered to be a "rolling" stock option plan.

The TSX Venture Exchange requires all TSX-V listed companies who have adopted a "rolling" plan requires Shareholder approval annually. The Shareholders have ratified the Stock Option Plan at each Shareholders' meeting subsequent to the meeting held on June 30, 2004. Accordingly, the Company requests that the Shareholders approve the annual ratification resolution for the Company's Stock Option Plan.

The rules of the Exchange require that the annual ratification of the Stock Option Plan be an affirmative vote of a majority of at least 50% of the votes cast at the Meeting either in person or by proxy. Shareholders will be asked at the Meeting to pass an ordinary resolution in the form set out below.

A full copy of the Stock Option Plan will be available at the Meeting. Shareholders may obtain an advance copy of the Stock Option Plan upon request to Panthera Exploration Inc., Suite 709, 837 West Hastings Street, Vancouver, British Columbia, V6C 3N6, Attention: Corporate Secretary. Faxed requests should be sent to: (604) 687-1858.

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. The Stock Option Plan, in the form approved by the board of directors of Panthera Exploration Inc. on April 13, 2004, and approved by the Shareholders of Panthera Exploration Inc. at the Annual General Meeting held on June 30, 2004, and each subsequent meeting of Shareholders thereafter, is hereby ratified, confirmed and approved;

2. the Company is authorized to grant stock options pursuant and subject to the terms and conditions of the Stock Option Plan and up to the number of common shares of the Company equal to ten percent (10%) of the number of common shares of the Company issued and outstanding on the grant date of the options; and
3. the Board of Directors is authorized to make such amendments to the Stock Option Plan from time to time as the Board may, in its discretion, consider to be appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and in accordance with the terms of the Stock Option Plan.”

Management of Panthera Exploration Inc. recommends that Shareholders vote in favour of the foregoing resolutions, and the persons named in the enclosed form of proxy intend to vote for the approval of the foregoing resolutions at the Meeting unless otherwise directed by the Shareholders appointing them.

ADDITIONAL INFORMATION

The audited financial statements of the Company for the year ended December 31, 2009 and the report of the auditor thereof will be placed before the Meeting. Unaudited quarterly financial statements and additional information relating to the Company’s activities may be found on SEDAR at www.sedar.com. To obtain a copy of the most recent financial statements and MD & A, Shareholders may contact Mr. Nikolaos Cacos, Corporate Secretary, at the Company’s address.

OTHER MATTERS

The Directors are not aware of any other matters which they anticipate will come before the Meeting as of the date of mailing of this circular.

The contents of this Information Circular and its distribution to Shareholders have been approved by the board of directors of the Company.

APPROVAL OF THE BOARD OF DIRECTORS

The contents and sending of this Information Circular have been approved by the directors of the Company.

DATED at Vancouver, British Columbia, as of May 26, 2010.

**ON BEHALF OF THE BOARD OF
PANTHERA EXPLORATION INC.**

“Bruce Winfield”

President, Chief Executive Officer and Director

PANTHERA EXPLORATION LTD.
(the "Company")

AUDIT COMMITTEE CHARTER

A. PURPOSE

The overall purpose of the Audit Committee (the "Committee") is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Company and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board of Directors (the "Board"), the majority of whom shall not be officers, employees or control persons of the Company or its associates or affiliates (as the terms "control person", "associate" and "affiliate" are defined in the TSX Venture Exchange's Corporate Finance Manual).
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board has appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
4. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
5. The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
6. Meetings of the Committee shall be conducted as follows:
 - (a) the Committee shall meet at least four times annually, or more frequently as circumstances dictate, at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
 - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
7. The external auditors shall communicate directly to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

C. ROLES AND RESPONSIBILITIES

1. The overall duties and responsibilities of the Committee shall be as follows:
 - (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and interim consolidated financial statements and related financial disclosure;
 - (b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
 - (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
 - (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.
2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
 - (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
 - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - (c) review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to review with the external auditors, upon completion of their audit:
 - i) the contents of their report;
 - ii) the scope and quality of the audit work performed;
 - iii) the adequacy of the Company's financial and auditing personnel;
 - iv) the co-operation received from the Company's personnel during the audit;
 - v) the internal resources used;
 - vi) any significant transactions outside of the normal business of the Company;
 - vii) any significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - viii) any non-audit services provided by the external auditors;
 - (e) to pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the external auditors; provided that:
 - i) the Committee may delegate to one or more independent members the authority to pre-approve non-audit services, provided that such independent members must report such pre-approval to the Committee at the first scheduled meeting of the Committee following such pre-approval; and
 - ii) the Committee shall have satisfied the requirement for pre-approval in paragraph 2(e) if:
 - (1) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five percent of the total amount of fees paid by the Company and its subsidiary entities to the external auditors during the fiscal year in which the services are provided;

- (2) the Company or its subsidiary entity, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
 - (3) the services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or one of its members to whom pre-approval authority has been granted pursuant to subparagraph 2(e)i);
 - (f) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles;
 - (g) to implement structures and procedures to ensure that the Committee meets with the external auditors on a regular basis in the absence of management; and
 - (h) to review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and any former external auditor of the Company.
3. The duties and responsibilities of the Committee as they relate to the Company's internal auditors are to:
- (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
 - (b) review and approve the internal audit plan; and
 - (c) review significant internal audit findings and recommendations, and management's response thereto.
4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- (a) establish adequate procedures for:
 - i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
 - (b) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (c) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
 - (d) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
 - (e) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
5. The Committee is also charged with the responsibility to:
- (a) review the Company's annual and interim financial statements and related Management's Discussion & Analysis ("MD&A") and earnings press releases, including the impact of unusual items and changes in accounting principles and estimates, and any press releases related to the foregoing, and report to the Board with respect thereto;
 - (b) review and approve the financial sections of:

- i) the annual report to shareholders;
- ii) the annual information form;
- iii) prospectuses;
- iv) news releases discussing financial results of the Company; and
- v) other public reports of a financial nature requiring approval by the Board;

and report to the Board with respect thereto, or alternatively establish adequate procedures for the review of the financial sections of such disclosure documents and periodically assess the adequacy of such procedures;

- (c) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;
- (d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- (e) review and report on the integrity of the Company's consolidated financial statements;
- (f) review the minutes of any audit committee meeting of subsidiary companies;
- (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements; and
- (h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information.

(Adopted by the Board of Directors on June 22, 2009; amended May 26, 2010)

Special Resolution to Approve the Amendment of Articles

RESOLVED AS A SPECIAL RESOLUTION, WITH OR WITHOUT AMENDMENT OR VARIATION, THAT:

1. The Company shall, in accordance with section 259 of the *British Columbia Business Corporations Act* (the "BCBCA"), amend its articles:

- (i) at section 18.3 to authorize the directors to choose an officer of the Company to preside as chair at a meeting of directors; and
- (ii) at section 18.5 to authorize a director or an officer to call a meeting of directors;

2. The directors of the Company may, pursuant to section 139 of the BCBCA, revoke this special resolution before it is acted upon without further approval of the shareholders; and

4. Any director or officer of the Company is hereby authorized and directed, for and on behalf of the Company, to execute or cause to be executed under seal of the Company or otherwise and to deliver or cause to be delivered such other documents and instruments and to do or cause to be done such other acts and things as may in the opinion of such director or officer of the Company be necessary or desirable to carry out the intent of the foregoing resolution.