



INFORMATION CIRCULAR
(as at May 26, 2011, except as indicated)

This Information Circular is furnished in connection with the solicitation of proxies by the Management of **URANIUM NORTH RESOURCES CORP.** (the "Company") for use at the Annual and Special General Meeting (the "Meeting") of the Shareholders of the Company, to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

PERSONS OR COMPANIES MAKING THE SOLICITATION

THE ENCLOSED PROXY IS BEING SOLICITED BY MANAGEMENT OF THE COMPANY. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse Shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining from their principals authorization to execute forms of proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. None of the Directors of the Company have advised that they intend to oppose any action intended to be taken by Management as set forth in this Information Circular.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying Instrument of Proxy as management proxyholders are currently Directors or Officers of the Company. **A Shareholder has the right to appoint a person to attend and act for him on his behalf at the Meeting other than the persons named in the enclosed Instrument of Proxy. A proxyholder need not be a Shareholder. To exercise this right, a Shareholder shall strike out the names of the persons named in the Instrument of Proxy and insert the name of his nominee in the blank space provided, or complete another Instrument of Proxy. The completed Instrument of Proxy should be deposited with the Company's Registrar and Transfer Agent, CIBC Mellon Trust Company at 1600 – 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X1 at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays, Sundays and holidays.**

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

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

A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

NON-REGISTERED HOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered shareholders” because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. More particularly, a person is not a registered shareholder in respect of Shares which are held on behalf of that person (the “Non-Registered Holder”) but which are registered either: (a) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the “Meeting Materials”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deliver it to **CIBC Mellon Trust Company** as provided above; or
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “proxy authorization form”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares, which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the meeting in person, the Non-Registered Holder should strike out the names of the Management Proxyholders and insert the Non-Registered Holder’s name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

In addition, Canadian securities legislation now permits the Company to forward meeting materials directly to “non objecting beneficial owners”. If the Company or its agent has sent these materials directly to you (instead of through a nominee), your name, address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the nominee holding on your behalf. By choosing to send these materials to you directly, the Company (and not the nominee holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions.

Non-Registered Holders who wish to change their vote must, at least seven (7) days before the meeting, arrange for their nominees to revoke the proxy on their behalf.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

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

In the absence of any direction in the Instrument of Proxy, it is intended that such shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Information Circular. The Instrument of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to any matters which may properly be brought before the Meeting. At the time of printing of this Information Circular, the Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value. On **May 26, 2011**, **84,519,905** common shares without par value were issued and outstanding, each share carrying the right to one vote. At a general meeting of the Company, on a show of hands, every Shareholder present in person shall have one vote and, on a poll, every Shareholder shall have one vote for each share of which he is the holder.

Only shareholders of record on the close of business on **May 26, 2011** will be entitled to receive notice of the Meeting and have his or her shares voted at the Meeting or any adjournment thereof.

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, voting securities carrying more than 10% of the outstanding voting rights of the Company.

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

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

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

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

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

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

Certain directors and officers of the Company participated in the private placement financings of the Company and have been granted incentive stock options by the Company during the most recently completed financial year.

RELATED PARTY TRANSACTIONS

As disclosed in the financial statements of the Company for the year ended February 28, 2011, the Company had the following related party transactions or balances:

- (a) For the year ended February 28, 2011, an officer of the Company charged a total of \$30,000 (2010- \$30,000) which has been expensed as administration fees.
- (b) For the year ended February 28, 2011, an officer of the Company charged a total of \$42,000 (2010 - \$37,800) for accounting services.
- (c) For the year ended February 28, 2011, the president of the Company was paid \$60,000 (2010 - \$60,000) for administration and geological consulting, of which \$54,000 (2010 - \$54,000) of geological consulting has been charged to mineral properties.
- (d) For the year ended February 28, 2011, a director of the Company charged a total of \$Nil (2010 - \$1,750) for geological consulting fees, which has been charged to mineral properties.
- (e) For the year ended February 28, 2011, the four independent directors were paid an aggregate of \$72,000 in directors' fees with the members of the audit committee paid an additional \$17,000 for a total of \$89,000 (2010 - \$75,000).
- (f) For the year ended February 28, 2011, administration fees of \$27,968 (2010 - \$24,902), rent of \$43,042 (2010 - \$52,233) and management fees of \$37,465 (2010 - \$22,260) were charged by Diamonds North.
- (g) Amounts due to related parties, totalling \$85,112 (2010 - \$244,123), consists of \$4,719 (2010 - \$129,095) for expenses owed to a director and an officer of the Company, and \$80,393 (2010 - \$115,028) to Diamonds North Resources Ltd. for shared administrative expenses and exploration costs.

The above transactions, occurring in the normal course of operations, are measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

CORPORATE GOVERNANCE

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("NI 58-101") prescribes certain disclosure by the Company of its corporate governance practices. The Company's Corporate Governance Policies can be viewed on the Company's website.

STATEMENT OF EXECUTIVE COMPENSATION

A. General Provisions

For the purposes of this Information Circular:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

B. Compensation Discussion and Analysis

The Company’s Compensation Committee, which is comprised of Mark Kolebaba, Maynard Brown and Geir Liland, is responsible for the compensation program for the Company’s Named Executive Officers. At the request of the Compensation Committee, other directors may, from time to time, provide recommendations to the Compensation Committee with respect to compensation for the Company’s NEOs.

The compensation program’s objectives are to:

- Attract and retain qualified and experienced executives to drive the continued development of the Company and its current and future mineral exploration assets, thereby creating shareholder value; and
- Provide executives, through independent research and analysis, with appropriate salaries and incentives and encourage the achievement of specific milestones with respect to the development of the Company.

The deliberations of the Compensation Committee are private. Compensation for the Company's NEOs consist of: (i) base cash salary or consulting fee; (ii) cash bonus payments for achievement of specific milestones or benchmarks; and (iii) option grants pursuant to the Company's Stock Option Plan. The Company does not provide the NEOs with personal benefits nor does the Company provide any additional compensation to its NEOs for serving as directors of the Company.

C. Summary Compensation Table

Mark Kolebaba, President and CEO, Allan Armitage, Vice President, Exploration and Patricia Tanaka, CFO, are the NEOs of the Company for the purposes of the following disclosure. The compensation for the NEOs, directly or indirectly, for the Company's most recently-completed financial year is as follows:

| Name and Principal Position | Year | Salary (\$) ⁽¹⁾ | Share based awards (\$) | Option-based awards (\$) ⁽²⁾ | Non-equity incentive plan compensation \$ | | Pension value (\$) | All other compensation (\$) | Total compensation (\$) |
|------------------------------------|--------------|----------------------------|-------------------------|---|---|---------------------------|--------------------|-----------------------------|-------------------------|
| | | | | | Annual incentive plans | Long-term incentive plans | | | |
| Mark Kolebaba President and CEO | Feb 28, 2011 | 68,000 | Nil | 4,691 | Nil | N/A | Nil | Nil | 72,691 |
| | Feb 28, 2010 | 54,000 | Nil | 29,218 | Nil | N/A | Nil | Nil | 83,218 |
| | Feb 28, 2009 | 58,000 | Nil | 32,327 | Nil | N/A | Nil | Nil | 90,327 |
| Patricia Tanaka CFO | Feb 28, 2011 | 47,600 | Nil | 3,518 | Nil | N/A | Nil | Nil | 51,118 |
| | Feb 28, 2010 | 37,800 | Nil | 11,811 | Nil | N/A | Nil | Nil | 49,611 |
| | Feb 28, 2009 | 40,600 | Nil | 10,775 | Nil | N/A | Nil | Nil | 51,375 |

D. Incentive Plan Awards

The Company has in place a Stock Option Plan (the "Plan") for the purpose of attracting and motivating Directors, Officers, Employees and Consultants of the Company and advancing the interests of the Company by affording such persons the opportunity to acquire an equity interest in the Company through rights granted under the Plan to purchase shares of the Company. A copy of the Plan will be available for review at the Meeting.

The Company does not have any share-based awards in place.

⁽¹⁾ In November 2008, in an effort to conserve cash, the above NEOs mutually agreed to defer 10% of their gross salary which was accrued as a debt owing by the Company and shall not bear interest. At February 28, 2011, the Company paid the debt which consisted of \$14,000 owed to Mark Kolebaba and \$9,800 owed to Patricia Tanaka.

⁽²⁾ In 2011, the Company calculated the compensation cost by using the Black-Scholes option pricing model assuming a risk free interest rate of 1.98.% (2010 – 1.98%), a dividend yield of Nil (2010 – nil), the expected annual volatility of the Company's share price of 113% (2010 – 113%) and an expected life of the options of 5 years (2009 – 5 years).

OUTSTANDING SHARE-BASED AWARDS AND OPTION-BASED AWARDS

The following table discloses the particulars of all awards for each NEO outstanding at the end of the Company's financial year ended **February 28, 2011**, including awards granted before this most recently completed financial year:

| Name | Option-based Awards | | | | Share-based Awards | |
|-----------------|---|----------------------------|------------------------|---|--|--|
| | Number of securities underlying unexercised options (#) | Option exercise price (\$) | Option expiration date | Value of unexercised in-the-money options ⁽³⁾ (\$) | Number of shares or units of shares that have not vested (#) | Market or payout value of share-based awards that have not vested (\$) |
| Mark Kolebaba | 300,000 | 0.75 | October 11, 2011 | Nil | N/A | N/A |
| | 300,000 | 0.15 | September 19, 2013 | 84,000 | | |
| | 200,000 | 0.10 | November 25, 2014 | 66,000 | | |
| Patricia Tanaka | 150,000 | 0.75 | October 11, 2011 | Nil | N/A | N/A |
| | 100,000 | 0.15 | September 19, 2013 | 28,000 | | |
| | 150,000 | 0.10 | November 25, 2014 | 49,500 | | |

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table summarizes the value of each incentive plan award vested or earned by each NEO during the financial year ended **February 28, 2011**:

| Name | Option-based awards – Value vested during the year (\$) ⁽⁴⁾ | Share-based awards – Value vested during the year (\$) | Non-equity incentive plan compensation – Value earned during the year (\$) |
|-----------------|--|--|--|
| Mark Kolebaba | 4,691 | N/A | N/A |
| Patricia Tanaka | 3,518 | N/A | N/A |

OPTION REPRICINGS

There were no re-pricings of Stock Options under the Stock Option Plan or otherwise during the Company's completed financial year ended **February 28, 2011**.

⁽³⁾ "In-the-money options" means the excess of the market value of the Company's shares on February 28, 2011 over the exercise price of the options. The last trading price of the Company's shares on the TSX Venture Exchange on February 28, 2011 was at \$0.43.

⁽⁴⁾ The vesting of stock options is at the discretion of the Compensation Committee. In 2011 the Company did not grant stock options. In 2010, 25% of the stock options granted to the NEOs vested on the date of grant with the remaining 75% vesting over an eighteen month period in three equal tranches with one tranche released every six months. In 2011, the Company calculated the compensation cost by using the Black-Scholes option pricing model assuming a risk free interest rate of 1.98% (2010 – 1.98%), a dividend yield of nil (2010 – nil), the expected annual volatility of the Company's share price of 113% (2010 – 113%) and an expected life of the options of 5 years (2010 – 5 years).

E. Pension Plan Benefits

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

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

F. Termination and Change of Control Benefits

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

G. Director Compensation

The compensation for the directors who are not NEOs, for the Company's most recently-completed financial year, is as follows:

| Name and Principal Position | Year | Salary (\$) ⁽⁵⁾ | Share based awards (\$) | Option-based awards (\$) ⁽⁶⁾ | Non-equity incentive plan compensation \$ | | Pension value (\$) | All other compensation (\$) | Total compensation (\$) |
|-----------------------------|--------------|----------------------------|-------------------------|---|---|---------------------------|--------------------|-----------------------------|-------------------------|
| | | | | | Annual incentive plans | Long-term incentive plans | | | |
| Maynard Brown | Feb 28, 2011 | 58,000 | Nil | 4,690 | Nil | N/A | Nil | Nil | 62,690 |
| Daniel Faure | Feb 28, 2011 | 43,500 | Nil | 4,690 | Nil | N/A | Nil | Nil | 48,190 |
| Geir Liland | Feb 28, 2011 | 58,000 | Nil | 4,690 | Nil | N/A | Nil | Nil | 62,690 |

OUTSTANDING SHARE-BASED AWARDS AND OPTION-BASED AWARDS

The following table discloses the particulars of all awards for each director outstanding at the end of the Company's financial year ended **February 28, 2011**, including awards granted before this most recently completed financial year:

⁽⁵⁾ In November 2008, in an effort to conserve cash, the above directors mutually agreed to defer their directors' fees which were accrued as a debt owing by the Company and shall not bear interest. At February 28, 2011, the Company paid the debt which consisted of \$34,000 owed to Maynard Brown, \$25,500 owed to Daniel Faure and \$34,000 owed to Geir Liland.

⁽⁶⁾ In 2011, the Company calculated the compensation cost by using the Black-Scholes option pricing model assuming a risk free interest rate of 1.98% (2010 – 1.98%), a dividend yield of nil(2010 – nil), the expected annual volatility of the Company's share price of 113% (2010 – 113%) and an expected life of the options of 5 years (2009 – 5 years).

| Name | Option-based Awards | | | | Share-based Awards | |
|---------------|---|----------------------------|------------------------|---|--|--|
| | Number of securities underlying unexercised options (#) | Option exercise price (\$) | Option expiration date | Value of unexercised in-the-money options ⁽⁷⁾ (\$) | Number of shares or units of shares that have not vested (#) | Market or payout value of share-based awards that have not vested (\$) |
| Maynard Brown | 300,000 | 0.75 | October 11, 2011 | Nil. | N/A | N/A |
| | 200,000 | 0.15 | September 19, 2013 | 56,000 | | |
| | 200,000 | 0.10 | November 25, 2014 | 66,000 | | |
| Daniel Faure | 200,000 | 0.50 | February 8, 2013 | Nil. | N/A | N/A |
| | 200,000 | 0.15 | September 19, 2013 | 56,000. | | |
| | 200,000 | 0.10 | November 25, 2014 | 66,000 | | |
| Geir Liland | 300,000 | 0.75 | October 11, 2011 | Nil. | N/A | N/A |
| | 200,000 | 0.15 | September 19, 2013 | 56,000 | | |
| | 200,000 | 0.10 | November 25, 2014 | 66,000 | | |

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table summarizes the value of each incentive plan award vested or earned by each director during the financial year ended **February 28, 2011**:

| Name | Option-based awards – Value vested during the year (\$) ⁽⁸⁾ | Share-based awards – Value vested during the year (\$) | Non-equity incentive plan compensation – Value earned during the year (\$) |
|---------------|--|--|--|
| Maynard Brown | 4,690 | N/A | N/A |
| Daniel Faure | 4,690 | N/A | N/A |
| Geir Liland | 4,690 | N/A | N/A |

Other than as set forth in the foregoing, no director of the Company who is not an NEO has received, during the most recently completed financial year, compensation pursuant to:

- (a) any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments;

⁽⁷⁾ “In-the-money options” means the excess of the market value of the Company’s shares on February 28, 2010 over the exercise price of the options. The last trading price of the Company’s shares on the TSX Venture Exchange on February 28, 2011 was at \$0.43.

⁽⁸⁾ The vesting of stock options is at the discretion of the Compensation Committee. In 2011 the Company did not grant stock options. In 2010, 25% of the stock options granted to the NEO’s vested on the date of grant with the remaining 75% vesting over an eighteen month period in three equal tranches with one tranche released every six months. In 2010, the Company calculated the compensation cost by using the Black-Scholes option pricing model assuming a risk free interest rate of 1.98% (2010 – 1.98%), a dividend yield of nil (2010 – nil), the expected annual volatility of the Company’s share price of 113% (2010 – 113%) and an expected life of the options of 5 years (2010– 5 years).

- (b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors; or
- (c) any arrangement for the compensation of directors for services as consultants or experts.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

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

| Plan Category | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans |
|---|--|--|---|
| Equity compensation plans approved by securityholders | 4,681,250 | \$0.48 | 4,483,750 |
| Equity compensation plans not approved by securityholders | N/A | N/A | N/A |
| Total | 4,681,250 | \$0.48 | 4,483,750 |

The Company’s equity compensation plan consists only of stock options.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

None of the directors, executive officers, or senior officers of the Company, no proposed nominee for election as a director of the Company, and no associates or affiliates of any of them, is or has been indebted to or guaranteed or supported by the Company at any time since the beginning of the Company’s last completed financial year.

COMPENSATION & CORPORATE GOVERNANCE COMMITTEE

The Company’s Compensation & Corporate Governance Committee is made up of three Directors: Maynard Brown, Geir Liland and Mark Kolebaba. Messrs Brown and Liland are considered independent directors. Meetings of this committee are held as necessary to review financial and incentive option compensation for personnel and to make recommendations to management in respect thereof.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

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

A. Audit Committee Charter

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

B. Composition of the Audit Committee

The Company’s audit committee is comprised of three directors: Maynard Brown, Geir Liland and Mark Kolebaba. As defined in NI 52-110, Maynard Brown and Geir Liland are considered to be “independent” directors and are “financially literate”.

C. Relevant Education and Experience

The educational background or experience of the following audit committee members has enabled each to perform his responsibilities as an audit committee member and has provided the member with an understanding of the accounting principles used by the Company to prepare its financial statements, the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves as well as experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities and an understanding of internal controls and procedures for financial reporting:

Maynard Brown has been a member of the Law Society of British Columbia since 1973 and for the majority of his professional career, specialized in advising public companies on securities law and matters related to financial and stock exchange transactions. Mr. Brown is a director of four other publicly traded companies.

Geir Liland is a self-employed businessman and a director of several public companies as indicated under Election of Directors.

Mark Kolebaba has served on the boards of public companies since 2002 and has been involved in mineral exploration for more than 20 years.

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.

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

The audit committee has specific policies and procedures for the engagement of non-audit services, as described in its audit committee charter.

D. External Auditor Service Fees

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

The fees paid by the Company to its auditor in the last fiscal year, since incorporation on March 1, 2006, by category, are as follows:

| Financial Year Ending | Audit Fees | Audit Related Fees | Tax Fees | All Other Fees |
|------------------------------|-------------------|---------------------------|-----------------|-----------------------|
| February 28, 2011 | \$30,000 | \$600 | \$3,000 | Nil |
| February 28, 2010 | \$30,000 | \$480 | \$2,500 | Nil |

E. Exemption

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

PARTICULARS OF MATTERS TO BE ACTED UPON

A. Election of Directors

Shareholder approval will be sought to fix the number of Directors at four (4).

Each Director of the Company is elected annually and holds office until the next Annual General Meeting of the Shareholders unless that person ceases to be a Director before then. In the absence of instructions to the contrary the shares represented by proxy will be voted for the nominees herein listed.

MANAGEMENT DOES NOT CONTEMPLATE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR. IN THE EVENT THAT PRIOR TO THE MEETING ANY VACANCIES OCCUR IN THE SLATE OF NOMINEES HEREIN LISTED, IT IS INTENDED THAT DISCRETIONARY AUTHORITY SHALL BE EXERCISED BY THE PERSON NAMED IN THE PROXY AS NOMINEE TO VOTE THE SHARES REPRESENTED BY PROXY FOR THE ELECTION OF ANY OTHER PERSON OR PERSONS NOMINATED AS DIRECTORS.

Management proposes that the number of directors for the Company be determined at six for the ensuing year subject to such increases as may be permitted by the Articles of the Company, and the Management nominees for the Board of Directors and information concerning them as at May 26, 2011 as furnished by the individual nominees are as follows:

| Name, Jurisdiction of Residence and Position | Principal Occupation or Employment | Previous Service as a Director | Holdings in Securities of the Issuer¹ |
|---|--|---------------------------------------|---|
| Maynard E. Brown ² British Columbia, Canada Director | Barrister and solicitor. | Since March 1, 2006 | 0 |
| Daniel L. Faure British Columbia, Canada Director | Technical advisor, Uranium North Resources Corp., January 2008 to present. | Since Jan 22, 2008 | 100,000 |
| Geir Liland ² British Columbia, Canada Director | Self-employed consultant, Director of several public companies. | Since May 11, 2006 | 75,000 |
| Mark Kolebaba ² British Columbia, Canada President and Chief Executive Officer | President and Chief Executive Officer, Diamonds North Resources Ltd. from April 2002 to present. | Since March 24, 2006 | 953,538 |

¹ Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at May 26, 2011, based upon information provided by individual directors and information provided on SEDI.

² Member of the Company's Audit Committee, Compensation Committee and Corporate Governance Committee.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

The following directors of the Company hold directorships in other reporting issuers as set out below:

| Name of Director | Name of Other Reporting Issuer |
|-------------------------|--|
| Maynard E. Brown | Maritime Resources Corp. Diamonds North Resources Ltd. New Oroperu Resources Ltd. Schmitt Industries, Inc.* |
| Daniel L. Faure | N/A |
| Mark Kolebaba | Diamonds North Resources Ltd. |
| Geir Liland | Sniper Resources Ltd. Pacific Imperial Mines Inc. Precient Neuropharma Inc. Royce Resources Corp. Tapango Resources Ltd. |

*Reports in the United States of America and trades on NASDAQ.

Other than as set out below, to the knowledge of management of the Company, no proposed director of the Company is, or within the ten years prior to the date of this Information Circular, has been, a director or executive officer of any company that while that person was acting in that capacity:

- i) was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days;
- ii) 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 or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- iii) or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

has individually, within the 10 years prior to 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 director, officer or shareholder.

Geir Liland, a director of the Company, is a director of Pacific Imperial Mines Inc. ("PPM"). On November 6, 2008, PPM received a cease trade order issued by the British Columbia Securities Commission for failure to file audited financial statements and MD&A for the year ended June 30, 2008. PPM was unable to complete its annual audit as it could not obtain adequate financial information from its wholly-owned subsidiary in China. Effective February 1, 2010, PPM's listing on the TSX Venture Exchange (the "Exchange") was transferred to NEX (being the market on which former Exchange issuers that do not meet Exchange Tier Maintenance Requirements may continue to trade). The financial statements were filed and the cease trade order was subsequently revoked by the British Columbia Securities Commission on June 25, 2010. Pacific Imperial Mines Inc. shares were reinstated for trading on NEX on October 12, 2010.

Mr. Liland was a director of Ridgeline Energy Services Inc. (formerly named Gavwest Resources Ltd.) ("RES") from December 2003 to June 2006. On April 19, 2006, RES (which at that time was a capital pool company listed on the Exchange) was suspended from trading on the Exchange for failing to complete a "Qualifying Transaction" within the required time period under Exchange policies. On July 5, 2006, RES announced the closing of a Qualifying Transaction and as a result on July 21, 2006 Ridgeline Energy Services Inc. resumed trading on the Exchange as a Tier 2 issuer.

B. Appointment of Auditor

Management proposes the re-appointment of Davidson & Company, Chartered Accountants, of Vancouver, British Columbia, as auditor of the Company for the ensuing year and that the directors be authorized to fix the remuneration. Davidson & Company were first appointed as auditor of the Company on February 27, 2009, prior to which Smythe Ratcliffe, Chartered Accountants, were the Company's auditor since incorporation.

C. Amendments to Stock Option Plan

The requirements of the TSX Venture Exchange (the "Exchange") provide that all listed companies adopt an incentive stock option plan, and that options may only be granted under such a plan after it has been accepted by the Exchange.

The Company already has an incentive stock option plan (the "Plan") in place, which has been approved by shareholders, and which currently provides that options may be granted in respect of up to an aggregate of 9,165,000 shares. Management now wishes to amend certain of the terms and conditions of the Plan to provide the maximum flexibility in the granting of incentive stock options to directors, officers, employees and consultants. Accordingly, shareholder approval by way of an ordinary resolution will be sought at the Meeting for the following amendment to the Plan:

- sub-section 3(a) is to be amended to provide that the aggregate number of optioned shares that may be issuable pursuant to options granted will not exceed 16,900,000 shares, representing approximately 20% of the Company's currently issued and outstanding share capital.

The directors recommend that shareholders approve these amendments, the purpose of which will be to assist the Company in attracting, retaining and motivating directors, officers, employees and consultants and to closely align the personal interests of such directors, officers, employees and consultants with the interests of the Company and its shareholders.

A copy of the Company's Plan, as proposed to be amended herein, will be available for review at the Meeting.

D. Disinterested Shareholder Approval to Insider Grants Under Stock Option Plan

The approval of disinterested shareholders⁽⁹⁾ will be sought at the Meeting for the following thresholds for the granting of stock options to insiders pursuant to the Plan:

- (a) to provide that the number of shares reserved for issuance under stock options granted to insiders may exceed 10% of the Company's issued and outstanding shares - **in this regard, the approval of disinterested shareholders is being sought that an aggregate of 16,900,000 shares may be reserved for issuance to insiders of the Company under the Plan;**
- (b) to provide that the grant of options to insiders, within a 12 month period, may exceed 10% of the Company's issued and outstanding shares – **in this regard, the approval of disinterested shareholders is being sought for an aggregate of up to 16,900,000 options which may be granted within a 12 month period to insiders of the Company under the Plan.**

The directors recommend that the disinterested shareholders approve these amendments, the purpose of which will be to assist the Company in attracting, retaining and motivating directors, officers, employees and consultants and to closely

⁽⁹⁾ The requirements of TSX Venture Exchange Policy 4.4, entitled "Incentive Stock Options", provide that the portions of the Plan disclosed in (a) and (b) herein, inclusive, must be approved by a majority of the votes cast by all shareholders at the Meeting, excluding votes attaching to shares beneficially owned by:

- (a) Insiders to whom options may be granted under the Plan; and
- (b) Associates of persons referred to in (a) of this footnote.

These requirements also provide that holders of non-voting and subordinate voting shares, if any, must be given full voting rights on a resolution that requires disinterested shareholder approval.

align the personal interests of such directors, officers, employees and consultants with the interests of the Company and its shareholders.

OTHER MATTERS

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Instrument of Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

ADDITIONAL INFORMATION

Additional Information concerning the Company is available on SEDAR at www.sedar.com. Shareholders wishing to obtain a copy of the Company's financial statements and Management's Discussion and Analysis may contact the Company at Suite 1100, 1111 Melville Street, Vancouver, B.C. V6E 3V6, Telephone: (604) 484-2212.

Financial information is provided in the Company's comparative financial statements and Management's Discussion and Analysis for its most recently completed financial period which are filed on SEDAR.

BY ORDER OF THE BOARD OF DIRECTORS

"Mark Kolebaba"

Mark Kolebaba
President

Schedule “A”

AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee (the “**Audit Committee**”) of the Board of Directors (the “**Board**”) of Uranium North Resources Corp. (the “**Company**”) is appointed by the Board to assist the Board in fulfilling its oversight responsibilities. The Audit Committee’s primary duties and responsibilities are to monitor:

- (a) the integrity of the financial statements of the Company;
- (b) the external auditor’s qualifications and independence;
- (c) the performance of the Company’s external auditor;
- (d) management’s reporting on internal control; and
- (e) the compliance by the Company with legal and regulatory requirements.

Although the Audit Committee has the powers and responsibilities set forth in this Charter, the role of the Audit Committee is oversight. The majority of the members of the Audit Committee are not full-time employees of the Company and may or may not be accountants or auditors by profession or experts in the fields of accounting or auditing and, in any event, do not serve in such capacity. Consequently, it is not the duty of the Audit Committee to conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles (“**GAAP**”) and applicable rules and regulations. These are the responsibilities of management and the external auditor.

Committee Membership

The Audit Committee shall consist of no fewer than three members, a majority of whom must be unrelated directors, as defined in Policy 3.1 of the TSX Venture Exchange (the “**TSX-V**”) Corporate Finance Manual and Policies. Each member of the Audit Committee shall be financially literate and at least one member shall have accounting or related financial experience. For purposes of this section, a director shall be deemed to be “financially literate” if he or she has the ability to read and understand a balance sheet, an income statement and the notes attached thereto and shall be deemed to have “accounting or related financial experience” if he or she has the ability to analyze and interpret a full set of financial statements, including the notes attached thereto, in accordance with Canadian GAAP.

The members of the Audit Committee will be appointed or reappointed by the Board following each annual meeting of the Company’s shareholders. Each member of the Audit Committee will continue to be a member of the Audit Committee until his or her successor is appointed unless he or she resigns or is removed by the Board or ceases to be a director of the Company. Where a vacancy occurs at any time in the membership of the Audit Committee, the Board may appoint a qualified individual to fill such vacancy and must appoint a qualified individual if the membership of the Audit Committee is less than three directors as a result of any such vacancy.

Meetings

The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. Any member of the Audit Committee or the external auditor may call a meeting of the Audit Committee. At all Audit Committee meetings a majority of the members shall constitute a quorum. The acts of the Audit Committee at a duly constituted meeting shall require the vote of a majority of the members present provided that, in any circumstances, a resolution or other instrument in writing signed by all members of the Audit Committee shall avail as the act of the Audit Committee. The Audit Committee shall meet periodically with management, the internal auditors and the external auditor in separate executive sessions to discuss any matters that the Audit Committee or any of these groups believe should be discussed privately. The Audit Committee may request any officer or employee of the Company or the Company's external legal counsel or external auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

The members of the Audit Committee shall select a chair from among their number who must be an unrelated director. The chair will preside at each meeting of the Audit Committee and, in consultation with the other members of the Audit Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting. In addition, at the first meeting held following each annual meeting of shareholders (the "**First Meeting**"), the chair, in consultation with the other members of the Audit Committee, shall determine the list of items to be addressed by the Audit Committee during the coming year (the "**Annual Agenda**").

The chair shall ensure that the agenda for each upcoming meeting of the Audit Committee is circulated to each member of the Audit Committee as well as each other director in advance of the meeting, and that the Annual Agenda is circulated to each member of the Audit Committee as well as each other director not later than five business days after it is finalized (which shall be not later than five business days after the First Meeting).

Committee Authority and Responsibilities

The Audit Committee shall have the sole authority and responsibility to appoint, nominate or replace the external auditor (subject, if applicable, to shareholder approval or ratification). The external auditors are ultimately accountable to the Audit Committee and to the Board, as representatives of the shareholders. The Audit Committee shall be directly responsible for the determination of compensation and oversight of the work of the external auditor (including resolution of disagreements between management and the external auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The external auditor shall report directly to the Audit Committee. The Audit Committee shall preapprove all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its external auditor. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Audit Committee at its next scheduled meeting. The membership of any such subcommittee must consist of a majority of unrelated directors. The Audit Committee shall consult with management but shall not delegate any of its responsibilities to management.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall

provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the external auditor and to any advisors employed by the Audit Committee.

The Audit Committee shall make regular reports to the Board. The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Audit Committee shall annually review the Audit Committee's own performance.

In fulfilling its responsibilities, the Audit Committee shall:

Financial Statement and Disclosure Matters

1. Review and discuss with management and the external auditor the annual audited financial statements and related documents, including disclosures made in management's discussion and analysis, prior to filing with the appropriate securities regulatory authorities or public dissemination.
2. Review and discuss with management and the external auditor, if so engaged, the Company's quarterly financial statements and related documents including disclosures made in management's discussion and analysis, prior to filing with the appropriate securities regulatory authorities or public dissemination.
3. Discuss with management the Company's press releases or material change reports discussing financial matters, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
4. Review and discuss with management all material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company or any of its subsidiaries with unconsolidated entities or other persons including related persons, that may have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves or significant components of revenues or expenses.
5. Review and discuss with management and the external auditor the quality and acceptability of the accounting principles, policies and practices used in the preparation of the Company's financial statements, including all critical accounting policies and practices used, any alternative treatments of financial information, those policies for which management is required to exercise discretion or judgments regarding the implementation thereof, the ramification of their use and the external auditor's preferred treatment, as well as any other material communications between the external auditor and management.
6. Discuss with the external auditor the matters required to be communicated to audit committees in accordance with the standards established by the Canadian Institute of Chartered Accountants relating to the conduct of the audit.

Annual or Periodic Reviews

7. Annually or periodically, as appropriate, review any significant changes to the Company's accounting principles and financial disclosure practices as suggested by the external auditors, management or the internal audit group.
8. Annually review separately with each of management, the external auditors and the internal audit group:
 - (a) any significant disagreement between management and the external auditors or the internal audit group in connection with the preparation of the financial statements;
 - (b) any difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information; and
 - (c) management's response to each.
9. Annually discuss with the external auditors, without management being present:
 - (a) their judgments about the quality and appropriateness of the Company's accounting principles and financial disclosure practices as applied in its financial reporting;
 - (b) the completeness and accuracy of the Company's consolidated financial statements; and
 - (c) the external auditor's relationship with management.
10. Annually or periodically, as appropriate, discuss with management the Company's major financial and investment risk exposures and the steps management has taken to monitor, control and manage such exposures, including the Company's risk assessment and risk management guidelines and policies.
11. Review and discuss with management, the external auditor and the Company's in-house and external legal counsel, as appropriate, any legal, regulatory or compliance matters arising periodically that could have a significant impact on the Company's financial statements, including applicable changes in accounting standards or rules.

Oversight of the Company's Relationship with the Independent Auditor

12. The Audit Committee shall review annually the selection, qualifications and performance of the external auditor, including considering whether the external auditor's quality controls are adequate.
13. Review, in advance where feasible, all auditing services to be provided by the external auditor, determine which non-audit services may not be provided by the external auditor and approve any non-audit services, as permitted by applicable securities laws and the TSX-V.

14. Ensure that the external auditors submit to the Audit Committee on an annual basis a written statement affirming their independence, discuss with the external auditor any disclosed relationships or services that may impact its objectivity and independence and satisfy itself as to the external auditor's independence, taking into account the opinions of management and internal auditors.
15. Consider whether, in order to assure continuing independence of the external auditor, it is appropriate to adopt a policy of rotating the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit on a regular basis.
16. Recommend to the Board policies for the Company's hiring of employees or former employees of the external auditor who participated in any capacity in the audit of the Company.
17. Meet with the external auditor prior to the audit to review with the external auditor and management the external auditor's audit plan, discuss and approve audit scope, staffing locations, reliance upon management, and internal audit and general audit approach.

Oversight of the Company's Internal Audit Function

18. Review annually the performance of the controller or the Chief Financial Officer, if he or she acts in the capacity of controller.
19. Review, based upon the recommendations of the external auditor and the Company's senior internal auditing executive, the scope and plan of the work to be done by the internal audit group.
20. Review and, if it deems appropriate, approve the appointment and replacement of the Company's controller.
21. Review the significant reports to management prepared by the internal auditing department and management's responses and subsequent follow-up to any identified weaknesses.
22. In consultation with the external auditor and the internal audit group, review the adequacy of the Company's internal control structure and procedures designed to ensure compliance with the applicable laws and policies, and discuss the responsibilities, budget and staffing needs of the internal audit group.

Compliance Oversight Responsibilities

23. Obtain reports from management, the Company's controller and the external auditor that the Company and its subsidiaries are in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics. Review all insider reports or the equivalent. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics.

24. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
25. Discuss with management and the external auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.
26. Discuss with the Company's external legal counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.

Other

27. Review and, if deemed appropriate, approve all related-party transactions.
28. Review all public disclosure documents of the Company containing audited or unaudited financial information before release, including any prospectuses, annual information forms and information circulars.
29. Perform any other activities consistent with this Charter, the Company's articles and governing laws as the Audit Committee deems necessary or appropriate.

Disclosure

The Audit Committee will provide a report of its activities to the shareholders of the Company as part of the Company's management proxy circular for its annual meeting.