

## **TRIGON URANIUM CORP.**

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### **MANAGEMENT INFORMATION CIRCULAR**

containing information as at April 24, 2009 unless otherwise noted

### **SOLICITATION OF PROXIES**

#### **Solicitation of Proxies by Management**

**This Management Information Circular (“Circular”) is being furnished in connection with the solicitation of proxies by the management of Trigon Uranium Corp. (the “Corporation”) for use at the Annual and Special Meeting of the shareholders of the Corporation to be held on Friday, May 29, 2009 (the “Meeting”) at the time and place and for the purposes set forth in the accompanying Notice of Meeting and any adjournment thereof.**

#### **Cost and Manner of Solicitation**

While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone, facsimile or electronically by the directors and regular employees of the Corporation or other proxy solicitation services. In accordance with National Instrument 54-101, arrangements have been made to forward solicitation materials to the beneficial owners of Common shares of the Corporation. All costs of solicitation will be borne by the Corporation.

### **APPOINTMENT AND REVOCATION OF PROXIES**

#### **Appointment of Proxy**

A shareholder entitled to vote at the Meeting may, by means of a properly executed and deposited proxy, appoint a proxyholder or one or more alternate proxyholders, who need not be shareholders of the Corporation to attend and act at the Meeting for the shareholder and on the shareholder’s behalf.

The individuals named in the enclosed form of proxy are the President & CEO and the Chairman of the Board of the Corporation (the “**Management Designees**”). **A SHAREHODLER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO BY INSERTING SUCH PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY.** A proxy will not be valid unless the completed, dated and signed form of proxy is submitted to Computershare Investor Services Inc. not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof, or is delivered to the chair of the Meeting prior to the commencement of the Meeting or an adjourned meeting. Proxies may be deposited with Computershare Investor Services Inc. using one of the following methods:

BY MAIL:                   Computershare Investor Services Inc.  
                                   9th Floor, 100 University Avenue  
                                   Toronto, Ontario M5J 2Y1

**OR IF YOU HAVE A CONTROL NUMBER, A HOLDER ACCOUNT NUMBER AND  
 AN ACCESS NUMBER ON THE FACE OF THE PROXY, YOU ARE  
 ALTERNATIVELY ABLE TO VOTE:**

BY TELEPHONE:           1-866-732-8683  
 BY INTERNET:            www.investorvote.com

### **Revocation of Proxy**

A shareholder who has given a proxy may revoke it by an instrument in writing duly 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 either to the registered office of the Corporation, 2800 Park Place, 666 Burrard Street, Vancouver, British Columbia, V6C 2Z7, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the chair 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.

In addition, a proxy may be revoked by a shareholder executing another form of proxy bearing a later date and depositing the same at the offices of Computershare Investor Services Inc. within the time period and in the manner set out under the heading “**Appointment of Proxy**” above or by the shareholder personally attending the Meeting, withdrawing his or her proxy and voting the shares.

### **Voting of Proxies and Exercise of Discretion by Proxyholders**

Unless a poll is called for or required by law, voting at the Meeting will be by a show of hands. Common shares represented by a properly completed, executed and deposited proxy will be voted on any poll and, where a choice with respect to any matter to be acted upon has been specified in the form of proxy, the shares will be voted (or withheld from voting, as the case may be) in accordance with the specification so made.

**IF A CHOICE WITH RESPECT TO ANY MATTER IS NOT CLEARLY SPECIFIED IN THE PROXY, THE MANAGEMENT DESIGNEES WILL VOTE THE SHARES REPRESENTED BY THE PROXY “FOR” SUCH MATTER.**

**The enclosed form of proxy when properly completed, executed and deposited and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the accompanying Notice of Meeting, and with respect to other matters which may properly come before the Meeting.** In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the Management Designees to vote in accordance with their best judgment on such matters or business. At the date of this Circular, management knows of no such amendment, variation or other matter which may be presented to the Meeting.

### **Advice to Beneficial Holders of Common Shares**

Only registered holders of Common shares of the Corporation or the persons they validly appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common shares beneficially owned by a person (a “**Non Registered Holder**”) are registered either: (i) in the name of an intermediary (an “**Intermediary**”) (including banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIF’s, RESP’s and similar plans) that the Non-Registered

Holder deals with in respect of the shares, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant.

*Distribution to NOBOs*

In accordance with the requirements of the Canadian Securities Administrators and National Instrument 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), the Corporation will have caused its agent to distribute copies of the Notice of Meeting and this Circular (collectively, the “**meeting materials**”) as well as a Voting Instruction Form directly to those Non-Registered Holders who have provided instructions to an Intermediary that he or she does not object to the Intermediary disclosing ownership information about the beneficial owner (“**Non-Objecting Beneficial Owner**” or “**NOBO**”).

*These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation 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 Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for Voting Instruction Form enclosed with mailings to NOBOs.*

The meeting materials distributed by the Corporation’s agent to NOBOs include a Voting Instruction Form. Please carefully review the instructions on the Voting Instruction Form for completion and deposit.

*Distribution to OBOs*

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

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

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

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

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

## **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

### **Voting Securities**

The Corporation is authorized to issue an unlimited number of Common shares without par value. As at April 24, 2009, the Corporation has issued and outstanding 63,022,387 fully paid and non-assessable Common shares, each Common share carrying the right to one vote. The Corporation has no other classes of voting securities. The Common shares are the only shares entitled to be voted at the Meeting. The Common shares have attached thereto the following preferences, rights, conditions, restrictions, limitations or prohibitions:

#### *Voting*

The holders of Common shares shall be entitled to receive notice of and attend any meeting of shareholders and shall, in respect of each Common share held, be entitled to vote at any meeting of the shareholders of the Corporation and have one vote in respect of each Common share held by them.

#### *Dividends*

The holders of Common shares shall be entitled to receive, out of all profits or surplus available for dividends, any dividend declared by the board of directors of the Corporation from time to time.

#### *Participation in Assets on Dissolution*

In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or on a distribution of assets when the Corporation has ceased to carry on business, the holders of the Common shares shall be entitled to share equally in the assets of the Corporation.

Unless otherwise specified, all items referred to herein which require a call for the voting of the Common shares will be by way of ordinary resolution which means a resolution passed by the shareholders of the Corporation by a simple majority of the votes cast in person or by proxy.

### **Record Date**

The record date for the determination of shareholders entitled to receive notice of the Meeting has been fixed as the close of business on April 24, 2009 (the "**Record Date**"). Every shareholder of record at the Record Date who either personally attends the Meeting or who has submitted a properly executed and deposited form of proxy in the manner and subject to the provisions described above and which has not been revoked shall be entitled to vote or to have his or her shares voted at the Meeting or an adjournment thereof.

### **Principal Holders**

To the knowledge of the directors and senior officers of the Corporation, as at April 24, 2009, no persons or companies beneficially own, directly or indirectly, or exercise control or direction over shares carrying more than 10% of the voting rights attached to all outstanding Common shares of the Corporation.

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

Other than as disclosed elsewhere in this Circular, none of the directors or executive officers of the Corporation, no proposed nominee for election as a director of the Corporation, none of the persons who have been directors or executive officers of the Corporation since the commencement of the Corporation's last completed financial year and no associate or affiliate or 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 or the appointment of auditors.

## STATEMENT OF EXECUTIVE COMPENSATION

### Executive Officers of the Corporation

For the purposes of this Circular:

“**CEO**” means each individual who served as Chief Executive Officer of the Corporation or a subsidiary of the Corporation or acted in a similar capacity during the most recently completed financial year;

“**CFO**” means each individual who served as Chief Financial Officer of the Corporation or a subsidiary of the Corporation or acted in a similar capacity during 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 Handbook

“**executive officer**” of the Corporation 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 Corporation or any of its subsidiaries who performed a policy-making function in respect of the Corporation, or any other individual who performed a policy-making function in respect of the Corporation;

“**grant date**” means a date determined for financial statement reporting purposes under Section 3870 of the Handbook;

“**Handbook**” means the Handbook of the Canadian Institute of Chartered Accountants, as amended from time to time;

“**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;

“**Named Executive Officers**” or “**NEO**” means:

- (i) each CEO;
- (ii) each CFO;
- (iii) each of the Corporation’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, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation was individually, more than \$150,000 for that financial year;
- (iv) each additional individual who would have been included under paragraph (iii) were it not for the fact that the individual was neither serving as an officer of the Corporation nor acting in a similar capacity at the end of the most recently completed financial year; and
- (v) for greater certainty, Sidney Himmel, President, CEO and acting CFO of the Corporation and President of Trigon Exploration Utah Inc. (“TEUI”), Trigon Exploration Colorado Inc., and Trigon Exploration Red Canyon Inc. (all of which are wholly-owned subsidiaries of the Corporation); Kevin Strong, CFO of the Corporation; and Thomas Buchholz, former COO of TEUI;

“**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;

“**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 equivalents units, and stock.

### Compensation Discussion and Analysis

The significant elements of compensation awarded to, earned by, paid to, or payable to NEOs for the most recently completed financial year include health benefits, salary, bonuses and stock options. The method of determining executive compensation is very simple. The Company relies solely on board discussion without any formal objectives, criteria and analysis. The Company does not use any formal benchmarking in determining compensation.

The objective of a fair salary and health benefits is to create dedicated and hard working employees. Salaries are determined by the President for all employees and the President’s salary is approved by the board of directors. Any increase in salary would be based on the President’s evaluation of the market rate for each employee plus their responsibilities.

The objective of a bonus is to reward exceptional performance, results, or hard work. Any bonus would be awarded by the board on a case by case basis.

The objective of the stock option plan is to align the interests of management with the interests of the Company and allow employees to benefit from an increased share price, which is the ultimate measure of corporate performance. Options are only awarded by the Board of Directors. See “**Annual Ratification of Stock Option Plan**” below for a description of the Stock Option Plan.

### Summary of Compensation

The following table sets forth all compensation paid by the Corporation and its subsidiaries for financial years ended December 31, 2008, 2007 and 2006 in respect of the individuals who were as at December 31, 2008, the Named Executive Officers of the Corporation. There were no other NEOs during the financial year ended December 31, 2008.

**Summary Compensation Table**

Name and Principal Position	Year	Salary (\$)	Share- based awards (\$)	Option- based awards (\$)	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All other Compen sation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long- Term incentive plans			
SIDNEY HIMMEL President, CEO, and Director <sup>(1)</sup>	2008	172,000	-	-	-	-	-	-	172,000
KEVIN STRONG CFO <sup>(2)</sup>	2008	29,250	-	22,466 <sup>(3)</sup>	-	-	-	-	51,716
TOM BUCHHOLZ Former COO <sup>(4)</sup>	2008	127,500	-	-	-	-	-	-	127,500

Notes and Narrative Discussion:

- (1) Sidney Himmel, President, CEO and a director of the Corporation, was appointed as the acting CFO of the Corporation on December 25, 2007. His \$170,000 salary is paid pursuant to an employment agreement with the Corporation. \$2,000 of his salary relates to director fees. See “**Termination or Employment, Change in Responsibilities and Employment Contracts**” below. For no additional compensation, Mr. Himmel is also the President and a director of the Corporation’s wholly-owned subsidiaries, Trigon Exploration Utah Inc., Trigon Exploration Colorado Inc., and Trigon Exploration Red Canyon Inc.
- (2) Kevin Strong has been the CFO of the Corporation since July 20, 2008. His full salary is \$65,000 per year. The salary reported represents his salary from July 20, 2008 to December 31, 2008. See “**Termination of Employment, Change in Responsibilities and Employment Contracts**” below.
- (3) Stock option granted to Mr. Strong under the Corporation’s Stock Option Plan to purchase 100,000 shares at \$0.29 per share exercisable until August 28, 2013.
- (4) Thomas Buchholz was the COO of Trigon Exploration Utah Inc. (“TEUI”), a wholly-owned subsidiary of the Corporation from January 1, 2008 until September 30, 2008. The US\$112,500 salary reported represents such period. His salary was paid in US dollars pursuant to an employment agreement with TEUI. Mr. Buchholz continued to be paid as a consultant from October 1, 2008 to December 31, 2008 and received an additional US\$15,000. See “**Termination of Employment, Change in Responsibilities and Employment Contracts**” below.

## Incentive Plan Awards

### Share-based Awards and Option-based Awards

The following table sets forth particulars of all awards outstanding for each NEO as at the financial year ended December 31, 2008.

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 (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested
SIDNEY HIMMEL President, CEO & Director	125,000	0.55	December 3, 2009	nil	-	-
	175,000	0.55	December 17, 2010			
	500,000	0.335	November 6, 2011			
	150,000	1.05	January 9, 2012			
KEVIN STRONG CFO	100,000	0.29	August 28, 2013	nil	-	-
THOMAS BUCHHOLZ Former COO <sup>(1)</sup>	200,000	0.20	December 15, 2011	nil	-	-

Notes:

- (1) Thomas Buchholz ceased to be the COO of Trigon Exploration Utah Inc., a wholly-owned subsidiary of the Corporation, on September 30, 2008

The foregoing stock options were granted by the Board of Directors under the Corporation’s Stock Option Plan based upon the recommendations of the Board of Directors. The stock options were granted under the policies of the TSX Venture Exchange and the exercise price of the stock options was not permitted to be lower than the closing price of the Common shares of the Corporation at the time of grant, less a maximum 25% discount. Under the terms of the Stock Option Plan, the stock options will terminate 90 days after the optionee ceases to be a director, senior officer or employee of the Corporation, except by reason of the death of the optionee, in which case the optionee’s personal representative may exercise the stock options by the earlier of one year following the date of death or the expiry date of the stock option. See “**Annual Ratification of Stock Option Plan**” below for a description of the Stock Option Plan.

**Incentive Plan Awards – value vested or earned during the year - NEOs**

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
SIDNEY HIMMEL President, CEO	-	-	-
KEVIN STRONG CFO	22,466	-	-
THOMAS BUCHHOLZ, Former COO	-	-	-

**Pension Plan Disclosure**

The Corporation and its subsidiaries do not have any pension plans for the NEOs.

**Termination of Employment, Change in Responsibilities and Employment Contracts**

The Corporation entered into an employment agreement dated as of January 1, 2004 with Sidney Himmel. The employment agreement provided for an \$80,000 annual salary. The annual salary payable to Mr. Himmel was increased to \$120,000, effective June 1, 2005. Mr. Himmel along with the other executive officers of the Corporation agreed to take a 20% reduction in pay as of April 1, 2006. This pay reduction was rescinded in January 2007 and all salaries were returned to their previous levels. Mr. Himmel's salary was further increased to \$170,000, effective June 1, 2007.

The employment agreement between Mr. Himmel and the Corporation provides for termination of the agreement at any time by the Corporation for just cause, if Mr. Himmel is unable to perform all or substantially all of his duties for any period of 120 consecutive days or for any period of 140 non-consecutive days during any 365 day period, in the event of the death of Mr. Himmel, at any time by the Corporation upon the payment of three times annual salary to Mr. Himmel, or at any time by Mr. Himmel upon 90 days' notice. The employment agreement also provides that if the employment responsibilities of Mr. Himmel significantly change as the result of a takeover bid, a change in control of the Corporation, a sale of all or substantially all of the assets of the Corporation, a sale of the majority of the outstanding Common shares, the termination of the Corporation's business or liquidation of its assets or a merger, amalgamation or corporate restructuring ("**Significant Change**"), then Mr. Himmel can either elect to continue to be employed by the Corporation or give 30 days notice of termination of Mr. Himmel's or employment and receive an amount equal to three year's salary.

Thomas Buchholz was appointed COO of Trigon Exploration Utah Inc. ("TEUI"), a wholly-owned subsidiary of the Corporation, on January 1, 2008. Mr. Buchholz and the Corporation entered into an employment agreement dated January 1, 2008 in connection with Mr. Buchholz's full time employment as COO of TEUI at an annual salary of US\$150,000 commencing January 1, 2008. TEUI terminated Mr. Buchholz's employment, effective September 30, 2008. Other than 3 months of consulting services from October 1, 2008 to December 31, 2008 at \$5,000 per month, no severance was paid or is owed.

Kevin Strong was appointed CFO of the Corporation on July 20, 2008. Mr. Strong and the Corporation entered into an employment agreement dated July 20, 2008, which provided for an annual salary of \$65,000 for part-time employment as the CFO. If Mr. Strong is terminated for reasons other than fraud or gross negligence, he will be entitled to severance pay equal to four months of his base salary. Employment of Mr. Strong is at-will, such that either the Corporation or Mr. Strong may terminate the employment agreement at any time for any reason, with or without any prior notice.

The criteria used to determine the amount payable to the Named Executive Officers of the Corporation was based on industry standards and the Corporation's financial circumstances and was accepted by the Board of Directors.

Except as set out above, the Corporation has no plan or arrangement with the Named Executive Officers to compensate them in the event of:

- (a) the resignation, retirement or any other termination of the Named Executive Officers' employment with the Corporation;
- (b) a change of control of the Corporation; or
- (c) a change in the Named Executive Officers' responsibilities following a change of control

where, in respect of the Named Executive Officers, the value of such compensation exceeds \$100,000.

### Compensation of Directors

This table sets out all compensation provided to Directors of the Corporation for the Corporation's most recently completed financial year.

Name <sup>1</sup>	Fees Earned (\$)	Share- based awards (\$)	Option- based awards (\$)	Non-Equity incentive plan compensation	Pension Value (\$)	All other compensation (\$)	Total (\$)
GEORGE POLING	2,000	-	-	-	-	-	2,000
JOHN GREENSLADE	1,750	-	-	-	-	-	1,750
KNUTE LEE	1,000	-	125,769	-	-	-	126,769
IAN THOMPSON <sup>2</sup>	-	-	-	-	-	-	-

Note:

<sup>1</sup> The compensation received by Sidney Himmel as a Director of the Corporation has been disclosed in the Summary Compensation Table above.

<sup>2</sup> Ian Thompson ceased to be a director of the Corporation on June 12, 2008.

Starting in the third quarter of 2008, the Corporation began compensating the directors \$750 per quarter plus \$250 per half-day meetings and \$500 per full-day meeting. Other than as set forth above, the Corporation has no pension plan or arrangement for cash compensation or non-cash compensation to the Other Directors, except stock options.

### Share-based Awards and Option-based Awards

See "Annual Ratification of Stock Option Plan" below for a description of the Stock Option Plan. The following table sets forth particulars of all awards outstanding for each Director as at the financial year ended December 31, 2008.

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 (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested
GEORGE POLING Chairman & Director	125,000	0.55	December 3, 2009	nil	-	-
	175,000	0.55	December 17, 2010			
	50,000	1.00	December 15, 2011			
	25,000	1.05	January 9, 2012			
JOHN GREENSLADE Director	50,000	0.55	December 3, 2009	nil	-	-
	75,000	1.05	January 9, 2012			
KNUTE LEE Director	500,000	0.29	August 28, 2013	nil	-	-

#### Incentive Plan Awards – Value Vested or Earned During the Year - Directors

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
KNUTE LEE, Director	37,443 <sup>(1)</sup>	-	-

Notes:

(1) Of the 500,000 options granted to Mr. Lee in 2008, 166,667 vested in 2008, 166,667 vest on February 28, 2009, and 166,666 vest on August 28, 2009.

#### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Corporation's compensation plans under which equity securities of the Corporation are authorized for issuance at December 31, 2008.

#### Equity Compensation Plan Information

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 (excluding securities reflected in the first column hereof)
Equity compensation plans approved by securityholders	2,480,000	\$0.52	3,822,238 <sup>(1)</sup>
Equity compensation plans not approved by securityholders	-	-	-
Total	2,480,000	\$0.52	3,822,238

#### Note:

(1) At December 31, 2008, 63,022,387 Common shares of the Corporation were outstanding. Under its stock option plan, the Corporation is entitled to grant stock options to purchase Common shares that, together with previously granted options still in existence, equal to a maximum of 10% of the Common shares of the Corporation outstanding at the time of the grant.

On May 21, 2004, the Board of Directors of the Corporation adopted a “rolling” stock option plan for the Corporation under which the Corporation may grant options to purchase Common shares that, together with previously granted options still in existence, equal a maximum of 10% of the issued and outstanding capital of the Corporation at the time of grant of the stock option. The stock option plan was approved by the shareholders of the Corporation at the annual meetings held on June 24, 2004, May 26, 2005, June 15, 2006, June 14, 2007 and June 12, 2008. Under the policies of the TSX Venture Exchange, “rolling” stock option plans must be approved by the shareholders at each annual meeting. See “**Annual Ratification of Stock Option Plan**” below for a summary of the material terms of the stock option plan. The Corporation has no other form of compensation plan under which equity securities of the Corporation are authorized for issuance to employees or non- employees in exchange for consideration in the form of goods or services.

#### **INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND OFFICERS**

During the financial year ended December 31, 2008, no director, executive officer, officer, proposed management nominee for election as a director of the Corporation, employee or former executive officer director or employee of the Corporation or any of its subsidiaries nor any of their respective associates or affiliates, is, or has been at any time since the beginning of the last completed financial year, indebted to the Corporation or any subsidiary, nor has any such person been indebted to any other entity where such indebtedness is a subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Corporation.

#### **MANAGEMENT CONTRACTS**

Management functions of the Corporation are not, to any substantial degree, performed by a person other than the directors or executive officers of the Corporation.

#### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

For the purposes of this Circular, “**informed person**” means:

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

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

### **DIRECTORS' AND OFFICERS' LIABILITY INSURANCE**

As at the date of this Circular, the Corporation had in force Directors' and Officers' Liability Insurance policies in the amount of \$5,000,000 for the benefit of the directors and officers of the Corporation. The total amount of the premiums paid by the Corporation for the policies in effect for the fiscal year ended December 31, 2008 was \$15,200. No portion of these premiums was paid by the directors and officers of the Corporation. The policies provide for a deductible of \$25,000 for any loss in connection with claims against the director or officer relating to violations of Canadian securities laws, a deductible of \$25,000 for any loss in connection with claims resulting from wrongful employment practices and a deductible of \$25,000 for other claims against directors and officers of the Corporation.

### **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITORS**

National Instrument 52-110 of the Canadian Securities Administrators ("**NI 52-110**") requires the Corporation, 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 auditors, as set forth in the following.

The Corporation's Audit Committee is governed by an Audit Committee Charter, a copy of which is available online at [www.sedar.com](http://www.sedar.com) attached as Schedule A to the Corporation's Management Information Circular dated May 8, 2006.

As of the date hereof, the Corporation's Audit Committee is comprised of three directors, John Greenslade (Chair), George Poling, and Sidney Himmel. As defined in NI 52-110, Mr. Greenslade is an "independent" director. Dr. Poling is not "independent" because he was an officer of the Company less than 3 years ago, but he will become independent halfway through 2009. Mr. Himmel is not "independent" because he is an executive officer of the Corporation. NI 52-110 does not require venture issuers such as the Corporation to have an audit committee composed entirely of independent directors. TSX Venture Exchange policies require the audit committee to be comprised of at least 3 directors, the majority of whom are not Officers, Employees or Control Persons of the Issuer or any of its Associates or Affiliates. Mr. Greenslade and Dr. Poling meet this requirement.

Each of the members of the Audit Committee has education and experience that is relevant to the performance of his responsibilities as an Audit Committee member of the Corporation and is considered "financially literate" as defined by NI 52-110. In particular, each member has education or experience that provides the member with (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements, (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves, (c) 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 Corporation's financial statements, or experience actively supervising one or more individuals engaged in such activities; and (d) an understanding of internal controls and procedures for financial reporting.

Relevant education and/or experience for the performance of their responsibilities as Audit Committee members is as follows:

(a) Mr. Greenslade has practiced securities law in Vancouver, British Columbia since 1981, and is President (since 1992) and a director (since 1991) of Minterra Resource Corporation (TSX-V), and President (since April 2004) and a director (since 2004) of Baja Mining Corp. (TSX);

(b) Dr. Poling has several years experience as a director of public mining companies and is currently a director of Quadra Mining Ltd. (TSX) since February 2004 and the Chair of the Environmental and Safety Committee and a member of the Compensation Committee, a director and Chairman of the Board of BioteQ Environmental Technologies Inc. (TSX) since December 2000, a director of Minterra Resource Corp. (TSX-V) since 1995, and the Senior Vice President of Rescan Environmental Services Ltd, Canadian-based environmental and engineering consulting firm;

(c) Mr. Himmel is the President of the Corporation and was previously its Chief Financial Officer. He is familiar with financial reporting issues with respect to the mining industry. He has over 17 years experience in Canadian capital markets, having worked for Toronto Dominion Securities as Vice President and Director, and Merrill Lynch Canada Ltd. as a Corporate Finance specialist in mining finance. Mr. Himmel holds B.Sc. (Chemistry focus) and B.A. (Business and finance focus) degrees, both from the University of Toronto. He has been a Chartered Accountant since 1981. He is a member of the American Chemical Society and the Institute of Chartered Accountants of Ontario.

Since the commencement of the Corporation's most recently completed financial year, the Corporation'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 Corporation has not relied on the exemptions contained in section 2.4 or 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 auditors, 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 auditors 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 must pre-approve any engagement of the external auditors for any non-audit services to the Corporation in accordance with applicable law and policies and procedures to be approved by the Board. The engagement of non-audit services will be considered by the Corporation's Board of Directors on a case by case basis.

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

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

<u>Financial Year Ending</u>	<u>Audit Fees</u>	<u>Audit Related Fees</u>	<u>Tax Fees</u>	<u>All Other Fees</u>
December 31, 2008	\$94,750	NIL	\$10,250	NIL
December 31, 2007	\$99,422	NIL	\$10,250	NIL

The Corporation is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Corporation, 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.

#### **DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES**

*National Instrument 58-101- Disclosure of Corporate Governance Practices* ("NI 58-101") requires issuers to disclose their governance practices in accordance with that instrument. The Corporation is a "venture issuer" within the meaning of NI 58-101. A discussion of the Corporation's governance practices within the context of NI 58-101 is set out in Schedule A.

**PARTICULARS OF MATTERS TO BE ACTED UPON**

**RECEIPT OF FINANCIAL STATEMENTS**

The consolidated Financial Statements of the Corporation for the financial year ended December 31, 2008 and the accompanying auditors' report thereon will be presented to the Meeting. The financial statements have been mailed to shareholders who have requested them and a copy of which is also available online at [www.sedar.com](http://www.sedar.com)

**APPOINTMENT OF AUDITORS**

The shareholders of the Corporation will be asked to approve and adopt by ordinary resolution, the re-appointment of Davidson & Company, Chartered Accountants, as external auditors of the Corporation for the ensuing year. **Unless such authority is withheld, the Management Designees, if named as proxy, intend to vote the Common shares represented by any such proxy in favour of a resolution re-appointing Davidson & Company, Chartered Accountants, as external auditors for the Corporation for the ensuing year,** to hold office until the close of the next annual meeting of shareholders or until the firm of Davidson & Company, Chartered Accountants is removed from office or resigns. The shareholders will also be asked to approve and adopt an ordinary resolution authorizing the Board of Directors of the Corporation to fix the compensation of the external auditors for the ensuing year. Davidson & Company, Chartered Accountants, have been the auditors of the Corporation since they were first appointed by the shareholders on June 30, 2003.

**ELECTION OF DIRECTORS**

The Board of Directors presently consists of four directors and it is intended to elect four directors for the ensuing year. 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 unless such authority is withheld, the Management Designees 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 the next annual meeting of the Corporation or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Bylaws of the Corporation, or with the provisions of the *Canada Business Corporations Act*. No class of shareholders has the right to elect a specified number of directors or to cumulate their vote for directors.

As at the date hereof, the members of the Audit Committee are John Greenslade (Chair), George Poling and Sidney Himmel. The Corporation does not have a Compensation Committee or an Executive Committee of its Board of Directors.

The following table sets out the names of the nominees for election as directors, the province and country in which each is ordinarily resident, all offices of the Corporation now held by each of them, their present principal occupation or employment, the period of time for which each has been a director of the Corporation, and the number of Common shares of the Corporation or any of its subsidiaries beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at April 24, 2009.

Name, Present Office and Province and Country of Residence (1)	Present and Principal Occupation of Employment (1)	Period as a Director of the Corporation	No. Common Shares of the Corporation Beneficially Held or Controlled (1)(2)(3)
GEORGE POLING (4) Chairman of the Board & Director British Columbia, Canada	Professional Engineer (Mining); Retired. Currently serves on the boards of Minterra Resource Corp., Quadra Mining Ltd., & BioteQ Environmental Technologies Inc.	March 31, 2003 to present	2,914,235
SIDNEY HIMMEL (4) President, CEO, & Director, Ontario, Canada	Chartered Accountant; President and CEO of the Corporation.	March 31, 2003 to present	1,211,433
JOHN GREENSLADE (4) Director British Columbia, Canada	Lawyer; President of Baja Mining Corp. (TSX), a mineral exploration and development company.	June 24, 2004 to present	NIL
KNUTE LEE Director New Mexico, USA	Independent Landman and owner of KHL Inc., an oil and gas company.	September 4, 2008 to present	NIL

Notes:

- (1) The information as to province and country of residence, present principal occupation or employment, and the number of Common shares beneficially owned or controlled is not within the knowledge of the management of the Corporation and has been furnished by the respective nominees.
- (2) None of the nominees and their associates or affiliates beneficially own, directly or indirectly, or exercise control or direction over shares carrying more than 10% of the voting rights attached to all outstanding shares.
- (3) In addition, as at April 24, 2009, certain of the nominees had stock options as follows:

Option Holder	Number of Shares	Exercise Price	Expiry Date
George Poling	125,000	\$0.55	December 3, 2009
	175,000	\$0.55	December 17, 2010
	50,000	\$1.00	December 15, 2011
	25,000	\$1.05	January 9, 2012
Sidney Himmel	125,000	\$0.55	December 3, 2009
	175,000	\$0.55	December 17, 2010
	500,000	\$0.335	November 6, 2011
John Greenslade	150,000	\$1.05	January 9, 2012
	50,000	\$0.55	December 3, 2009
	75,000	\$1.05	January 9, 2012
Knute Lee	500,000	\$0.29	August 28, 2013

- (4) Member of the Audit Committee

**Cease Trade Orders or Bankruptcies**

Other than as disclosed below, to the best knowledge of the management of the Corporation, no proposed director of the Corporation:

- (a) is, as at the date of the Circular, or has been, within 10 years before the date of the Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that,
- (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or;

- (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) is, as at the date of the Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of the 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.

On June 24, 2008, the Pennsylvania Securities Commission accepted an Offer of Settlement made by the Corporation to settle proceedings regarding an alleged violation of the Pennsylvania Securities Act of 1972 without admitting or denying the allegations. The Corporation was ordered to pay US\$3,500 plus costs of US\$1,500.

In 2005, Mr. Lee was the Chairman of the Board of the Albuquerque Petroleum Club when the board voted to close its doors and file for bankruptcy.

#### **ANNUAL RATIFICATION OF STOCK OPTION PLAN**

The policies of the TSX Venture Exchange (the “**Exchange**”) require that all listed companies adopt either a “rolling” stock option plan or a “fixed number” stock option plan. On May 21, 2004, the Board of Directors of the Corporation adopted a “rolling” stock option plan (the “**Plan**”). The maximum number of Common shares of the Corporation reserved for issuance under the Plan is 10% of the issued and outstanding Common shares of the Corporation at the time of grant of the stock option. The Plan was last approved by the shareholders of the Corporation at the Corporation’s 2008 annual meeting. Under the policies of the Exchange; “rolling” stock option plans are required to be approved by the shareholders at each annual meeting. Accordingly, the Corporation is seeking annual approval by the shareholders of the Plan at the Meeting pursuant to the policies of the Exchange.

##### **Purpose of the Plan**

The purpose of the Plan is to provide an incentive to the Corporation’s directors, senior officers, employees and consultants to continue their involvement with the Corporation, to increase their efforts on the Corporation’s behalf and to attract qualified new directors, senior officers, and employees.

##### **General Description / Exchange Policies**

The Plan is administered by the Board of Directors or, if applicable, a committee (the “**Committee**”) appointed for such purpose by the Board of Directors. A file copy of the Plan is available to shareholders of the Corporation upon request to the Corporation.

The following is a brief description of the principal terms of the Plan, which description is qualified in its entirety by the terms of the Plan:

- (1) The maximum number of Common shares that may be reserved for issuance of stock options granted under the Plan shall not exceed 10% of the issued capital of the Corporation as at the date of the grant of any stock option under the Plan.
- (2) The exercise price of the stock options, as determined by the Board of Directors or the Committee in its sole discretion, shall not be less than the minimum price permitted by the policies of the Exchange. The current policies of the Exchange provide that the exercise price for stock options must not be less than the greater of \$0.10 and the last closing price of the Corporation’s shares before the date of the grant, less a maximum discount of 25% where the closing price was up to

- \$0.50, 20% where the closing price was \$0.51 to \$2.00, and 15% where the closing price was above \$2.00, subject to adjustment in the event of a recent share consolidation or announcement of material information.
- (3) The granting of stock options under the Plan is restricted as follows:
- (a) the aggregate number of Common shares that may be reserved for issuance for a stock option to any one individual in a 12 month period must not exceed 5% of the issued shares of the Corporation at the time of grant of the stock option;
  - (b) the number of options granted to a consultant in a 12 month period must not exceed 2% of the issued shares of the Corporation, calculated at the time of grant of the stock option; and
  - (c) the aggregate number of options granted to employees involved in investor relations activities must not exceed 2% of the issued shares of the Corporation in any 12 month period, at the time of grant of the stock option.
- (4) The term for exercise of stock options for listed companies designated as Tier 2 issuers on the Exchange is a maximum of five years from the date of grant (or a maximum of 10 years from the date of grant if the issuer is a Tier 1 issuer) provided that in the event of the optionee's death, the exercise period shall not exceed the lesser of one year from the date of the optionee's death and the expiry date of the stock option. The Corporation is a Tier 2 issuer on the Exchange, and thus stock options granted to a director, employee, consultant, or management company employee must expire within 90 days after the optionee ceases to be in at least one of those categories, except in the case of persons providing investor relations activities to the Corporation where it is limited to the earlier of the expiry date and a period of not more than 30 days after such optionee ceases to be employed to provide investor relations activities.
- (5) All options shall be non-assignable and non-transferable except as between an optionee and a wholly owned personal corporation, with the consent of the Exchange.
- (6) A "disinterested shareholder vote" is required to approve the decrease in the exercise price of stock options previously granted to insiders prior to the exercise of such repriced stock options, or to approve the grant to insiders, within a 12 month period, of a number of options exceeding 10% of the issued Common shares of the Corporation.

### **Shareholder Approval**

Accordingly, the shareholders of the Corporation will be asked at the Meeting to approve an ordinary resolution to approve the Plan and the granting of stock options to insiders under the Plan in substantially the following form:

#### **“RESOLVED, AS AN ORDINARY RESOLUTION, THAT:**

- (1) The 10% rolling Stock Option Plan adopted by the Corporation on May 21, 2004 be and is hereby approved, ratified and confirmed;
- (2) the Corporation's directors be and are hereby authorized until the close of the next annual meeting to grant stock options pursuant to the terms and conditions of the Stock Option Plan entitling the holders to purchase such number of Common shares as is equal to up to a maximum of 10% of the issued and outstanding Common shares of the Corporation determined at the time of each grant of stock options;
- (3) the granting of stock options to insiders of the Corporation under the Stock Option Plan be and is hereby approved; and
- (4) any officer or director of the Corporation be and hereby is authorized, for and on behalf of the Corporation, to execute and deliver all documents and instruments and to take such other actions as such director or officer may determine to be necessary or desirable to implement this ordinary resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions”

**Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote in favour of this ordinary resolution.** Under the policies of the Exchange, shareholder approval will be requested by way of ordinary resolution. See “General” below. If the Plan is not approved by the shareholders, the Corporation will not be in a position to offer increased incentives to its directors, officers, employees and independent consultants.

#### **CHANGE IN REGISTERED OFFICE**

The shareholders of the Corporation will be asked to approve and adopt by Special Resolution (where “Special Resolution” means a resolution passed by a majority of not less than two-thirds of the votes cast by the shareholders who voted in respect of that resolution), amendment to the articles of incorporation authorizing the registered office of the Corporation to be moved from the Province of British Columbia to the Province of Ontario in substantially the following form:

**“RESOLVED, AS A SPECIAL RESOLUTION, THAT:**

- (1) The Articles of Amendment in the form attached to the Management Information Circular as Schedule “B” be filed with Industry Canada (the “Articles of Amendment”); and
- (2) The President of the Corporation be and he is hereby authorized to execute such Articles of Amendment on behalf of the Corporation and to do, sign and institute all other documents, assurances and procedures necessary to fully and effectually carry out and complete all acts and proceedings authorized by this Special Resolution”

Attached hereto as Schedule “B” is the form of the Articles of Amendment.

#### **OTHER BUSINESS**

Management of the Corporation knows of no matter to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Circular. However, if any other matters properly come before the Meeting, it is the intention of the Management Designees to vote the same in accordance with their best judgment of such matters.

#### **SHAREHOLDER PROPOSALS**

ANY SHAREHOLDER WHO INTENDS TO PRESENT A PROPOSAL AT THE CORPORATION’S 2010 ANNUAL MEETING OF SHAREHOLDERS MUST SEND THE PROPOSAL TO THE CORPORATION’S CORPORATE SECRETARY AT THE REGISTERED OFFICE OF THE CORPORATION, 2800 - 666 BURNARD STREET, VANCOUVER, BC V6C 2Z7. PURSUANT TO SUBSECTION 137(5)(A) OF THE *CANADA BUSINESS CORPORATIONS ACT*, THE DEADLINE FOR PERSONS ELIGIBLE TO SUBMIT A PROPOSAL FOR THE CORPORATION’S NEXT ANNUAL MEETING OF SHAREHOLDERS IS 90 DAYS BEFORE THE ANNIVERSARY DATE OF THE NOTICE SENT TO SHAREHOLDERS IN CONNECTION WITH THE MEETING.

**GENERAL**

**Unless otherwise directed, it is Management's intention to vote proxies in favour of the resolutions set forth herein.** All ordinary resolutions require, for the passing of the same, a majority of greater than 50% of the votes cast at the Meeting by the holders of Common shares who vote in respect of such ordinary resolution.

**ADDITIONAL INFORMATION**

Additional information concerning the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information concerning the Corporation is provided in the Corporation's comparative financial statements and Management Discussion and Analysis for the financial year ended December 31, 2008.

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

Trigon Uranium Corp.  
Suite 203-1889 Spall Road  
Kelowna, B.C. V1Y 4R2  
Telephone: 250.763.5533  
Fax: 250.763.5255  
[www.trigonuraniumcorp.com](http://www.trigonuraniumcorp.com)

**DIRECTORS' APPROVAL**

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

**BY ORDER OF THE BOARD**

(signed) "*Sidney Himmel*"

President and CEO

Kelowna, BC  
April 24, 2009

**SCHEDULE “A”**  
**TRIGON URANIUM CORP.**  
 (the “Corporation”)

**DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES**

<u>Corporate Governance Disclosure Requirement</u>	<u>Our Corporate Governance Practices</u>
<p><b>(1) Board of Directors</b></p> <p>(a) Disclose the identity of directors who are independent.</p> <p>(b) Disclose the identity of directors who are not independent, and describe the basis of that determination.</p>	<p>(a) The Corporation has two independent directors, namely John Greenslade and Knute Lee.</p> <p>(b) The Corporation has two directors who are not independent. Sidney Himmel is not independent because he is an executive officer of the Corporation. George Poling, Chairman of the Board, is not independent because he was an officer of the Corporation less than 3 years ago, however he will become independent halfway through 2009.</p>
<p><b>(2) Directorships</b></p> <p>If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.</p>	<p>The following directors are presently also directors of other reporting issuers as listed:</p> <ul style="list-style-type: none"> <li>• George Poling, Quadra Mining Ltd. (TSX), BioteQ Environmental Technologies Inc. (TSX-), Minterra Resource Corp. (TSX-V)</li> <li>• John Greenslade, Baja Mining Corp. (TSX) and Minterra Resource Corp. (TSX-V)</li> </ul>
<p><b>(3) Orientation and Continuing Education</b></p> <p>Describe what steps, if any, the board takes to orient new directors and describe any measures the board takes to provide continuing education for directors.</p>	<p>The CEO is responsible for providing an orientation to new directors. New directors are provided with an information package about the Corporation, which includes the Corporation’s Corporate Disclosure Policy, Insider Trading Policy, Whistle Blower Policy and Code of Business Conduct and Ethics. New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing policies of the Corporation.</p>
<p><b>(4) Ethical Business Conduct</b></p> <p>Disclose what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.</p>	<p>The Corporation has a written Code of Business Conduct and Ethics. Each director, officer and employee is expected to comply with the Code, as well as relevant corporate and securities laws and, where applicable, the terms of their employment agreements.</p>
<p><b>(5) Nomination of Directors</b></p> <p>Disclose what steps, if any are taken to identify new candidates for board nomination, including:</p>	<p>(a) When a board vacancy occurs or is contemplated, any director may make recommendations to the board as to qualified individuals for nomination to the board.</p>

- (a) who identifies new candidates, and
- (b) the process of identify new candidates

(b) In identifying new candidates, the directors will take into account the mix of director characteristics and diverse experiences, perspectives and skills appropriate for the Corporation at that time.

**(6) Compensation**

Describe what steps, if any, are taken to determine compensation for the Corporation's directors and CEO including:

- (a) who determines the compensation, and
- (b) the process of determining compensation

(a) The Corporation's Board of Directors reviews the compensation of the directors and executive officers and administers the Corporation's stock option plan. Each director abstains from voting with respect to their own compensation

(b) The Board of Directors reviews and considers the granting of stock options to directors and executive officers of the Corporation as well as compensation for executive officers and directors' fees, if any, from time to time. Executive officers and directors may be compensated in cash and/or equity for their expert advice and contribution towards the success of the Corporation. The form and amount of such compensation will be evaluated by the disinterested directors of the board, which will be guided by the following goals:

- (i) compensation should be commensurate with the time spent by executive officers and directors in meeting their obligations and reflective of the compensation paid by companies similar in size and business to the Corporation; and (ii) the structure of the compensation should be simple, transparent and easy for shareholders to understand. Shareholders will be given the opportunity to vote on all new or substantially revised equity compensation plans for directors as required by regulatory policies.

**(7) Other Board Committees**

If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

The board has no other standing committees, including an Executive Committee.

**(8) Assessments**

Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.

The board does not, at present, have a formal process in place for assessing the effectiveness of the board as a whole, its committees or individual directors but will consider implementing one in the future should circumstances warrant. Currently, the board assesses its performance and the performance of its committees and individual directors on an ad hoc basis.

**SCHEDULE "B"**  
**TRIGON URANIUM CORP.**  
(see attached)



Industry Canada  
Corporations Canada

Industrie Canada  
Corporations Canada

## Articles of Amendment

(Section 27 or 177 of the *Canada Business Corporations Act (CBCA)*)

### Form 4

<b>Instructions</b>		<b>1</b>	<b>Corporation name</b>						
<b>3</b>	Any changes in the articles of the corporation must be made in accordance with section 27 or 177 of the CBCA.		Trigon Uranian Corp.						
<p>A: If an amendment involves a change of corporate name (including the addition of the English or French version of the corporate name), the new name must comply with sections 10 and 12 of the CBCA as well as part 2 of the regulations, and the Articles of Amendment must be accompanied by a Canada-biased NUANS® search report dated not more than ninety (90) days prior to the receipt of the articles by Corporations Canada. A numbered name may be assigned under subsection 11(2) of the CBCA without a NUANS® search.</p> <p>D: Any other amendments must correspond to the paragraphs and subparagraphs referenced in the articles being amended. If the space available is insufficient, please attach a schedule to the form.</p>		<b>2</b>	<b>Corporation number</b>						
		<b>4</b>	0	8	7	9	0	-	9
		<b>3</b>	<b>The articles are amended as follows:</b> (Please note that more than one section can be filled out)						
		<b>A:</b> The corporation changes its name to:							
<b>4 Declaration</b>		<b>B:</b> The corporation changes the province or territory in Canada where the registered office is situated to:							
This form must be signed by a director or an officer of the corporation (subsection 262(2) of the CBCA).		<b>(Do not indicate the full address)</b>							
		Ontario							
<b>General</b>		<b>C:</b> The corporation changes the minimum and/or maximum number of directors to:							
<p>The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the <i>Privacy Act</i>. However, public disclosure pursuant to section 266 of the CBCA is permitted under the <i>Privacy Act</i>.</p> <p>If you require more information, please consult our website at <a href="http://www.corporationscanada.ic.gc.ca">www.corporationscanada.ic.gc.ca</a> or contact us at (613) 941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at <a href="mailto:corporationscanada@ic.gc.ca">corporationscanada@ic.gc.ca</a>.</p> <p><b>Prescribed Fees</b></p> <ul style="list-style-type: none"> <li>Corporations Canada Online Filing Centre: \$200</li> <li>By mail or fax: \$200 paid by cheque payable to the Receiver General for Canada or by credit card (American Express®, MasterCard® or Visa®).</li> </ul> <p><b>Important Reminders</b></p> <p><b>Changes of registered office address and/or mailing address:</b> Complete and file Change of Registered Office Address (Form 3).</p> <p><b>Changes of directors or changes of a director's address:</b> Complete and file Changes Regarding Directors (Form 6). These forms can be filed electronically, by mail or by fax free or charge.</p>		For a fixed number of directors, please indicate the same number in both the minimum and maximum options)							
		minimum:		maximum:					
		<b>D:</b> Other changes: (e.g., to the classes of shares, to restrictions on share transfers, to restrictions on the businesses of the corporation or to any other provisions that are permitted by the CBCA to be set out in the Articles) <b>Please specify.</b>							
File documents online:		<b>4 Declaration</b>							
<b>Corporations Canada Online Filing Centre:</b> <a href="http://www.corporationscanada.ic.gc.ca">www.corporationscanada.ic.gc.ca</a>		I hereby certify that I am a director or an officer of the corporation.							
Or send documents by mail:									
<b>Director General,</b> <b>Corporations Canada</b> <b>Jean Edmonds Tower South</b> <b>9<sup>th</sup> Floor</b> <b>365 Laurier Ave. West</b> <b>Ottawa ON K1A 0C8</b>		SIGNATURE							
By Facsimile: <b>613-941-0999</b>		PRINT NAME							
		TELEPHONE NUMBER							
		<b>Note:</b> Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).							