



Offrir le meilleur de la terre

ARIANNE RESOURCES INC.

ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS

MANAGEMENT PROXY CIRCULAR

MAY 4, 2012

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the “**Meeting**”) of the Shareholders of ARIANNE RESOURCES INC. (the “**Corporation**”) will be held at the Hotel Fairmont Queen Elizabeth, room Bersimis, located at 900 Rene-Levesque West blvd, Montreal (Quebec), on June 19, 2012 at 3.00 p.m. (local time), for the following purposes:

- 1° to receive the audited financial statements of the Corporation for the year ended December 31, 2011 and the Auditor’s report thereon;
- 2° to elect the Directors of the Corporation for the ensuing year;
- 3° to appoint the Auditors of the Corporation, Dallaire Lapointe Inc., CA, for the ensuing year and to authorize the Directors to fix its remuneration;
- 4° To ratify the shareholder rights plan;
- 5° to transact such other matters as may properly come before the Meeting and any adjournment thereof.

You have the right to receive notice of and to vote at the Meeting if you were a shareholder of the Corporation on the close of business on May 15th, 2012 (the “**Record Date**”). The accompanying Management Proxy Circular (the “**Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to be part of this Notice.

Saguenay, Quebec, May 4, 2012

BY ORDER OF THE BOARD OF DIRECTORS,

Bernard Lapointe (Signed)

CEO and Chairman

THE BOARD OF DIRECTORS INVITES EACH SHAREHOLDER TO PERSONALLY ATTEND THE MEETING. IF YOU ARE UNABLE TO ATTEND THE MEETING IN PERSON, YOU MAY BE REPRESENTED BY PROXY. SUCH PROXY IS NOT REQUIRED TO BE A SHAREHOLDER TO ACT IN SUCH CAPACITY.

SHAREHOLDERS ARE REQUESTED TO COMPLETE, SIGN, DATE AND RETURN THE ACCOMPANYING PROXY FORM IN THE ENVELOPE PROVIDED AT THEIR EARLIEST CONVENIENCE. THE VOTING RIGHTS ATTACHED TO YOUR SHARES WILL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS INDICATED ON THE PROXY FORM.

ARIANNE RESOURCES INC.

(The “Corporation”)

INFORMATION CIRCULAR

May 4, 2012

SOLICITATION OF PROXIES

This Management Proxy Circular (the “**Circular**”) pertains to the solicitation, by management of the Corporation of proxies to be used at the Annual General and Special Meeting of the Shareholders of the Corporation (the “**Meeting**”) which will be held on the date, at the place and for the purposes indicated in the attached notice of meeting (the “**Notice of Meeting**”) or any adjournment thereof. The Corporation is assuming the cost of this solicitation. Accordingly, the management of the Corporation has drafted this Circular that it is sending to all the security holders entitled to receive a notice of meeting.

If you cannot attend the Meeting in person, complete and return the enclosed form of proxy following the instructions therein.

QUORUM FOR THE TRANSACTION OF BUSINESS

The Corporation’s by-laws provide that the quorum at a meeting of the shareholders of the Corporation shall be constituted by the attendance of one or more shareholders, present in person or represented by proxy, holding at least 5% of the votes attached to outstanding voting shares of the Corporation.

RIGHT OF REVOCATION OF PROXIES AND APPOINTMENT OF PROXYHOLDERS

The persons named in the enclosed form of proxy are directors and officers of the Corporation. **A shareholder has the right to appoint as his or her proxy a person, who need not be a shareholder, other than the person whose name is printed on the accompanying form of proxy.** A shareholder who wishes to appoint some other person to represent him or her at the Meeting may do so by either inserting such other person’s name in the blank space provided in the form of proxy and signing the form of proxy or by completing and signing another proper form of proxy.

A shareholder may revoke a proxy at any time by sending an instrument in writing executed by him or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized in writing, at the same address where the form of proxy was sent and within the delays mentioned therein or two business days preceding the date the Meeting resumes if it is adjourned, or remit to the chairman of such Meeting on the day of the Meeting or any adjournment thereof if applicable.

EXERCISE OF DISCRETIONARY POWER BY PROXIES

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the instructions of the shareholder appointing them.

In the absence of instructions, the agent will exercise the right to vote IN FAVOUR of each question defined on the form of proxy, in the notice of meeting or in the Circular.

Unless otherwise specified herein, all resolutions will be adopted by a simple majority of the votes represented at the Meeting.

Management does not know and cannot foresee at the present time any amendments or new points to be brought before the Meeting, or any adjournment thereof. If such amendments or new points were to be properly brought before the Meeting, or any adjournment thereof, the persons named in the enclosed form of proxy will vote on such matters in the way they consider advisable.

NON-REGISTERED HOLDERS

The information set forth in this section should be reviewed carefully by the non-registered shareholders. Shareholders who do not hold their shares in their own name (“Beneficial Shareholders”) should note that only proxies deposited by shareholders whose names appear on the records maintained by the Corporation’s registrar and transfer agent as registered holders of shares will be recognized and acted upon at the Meeting. If shares are listed in an account statement provided to a shareholder by a broker, those shares will, in all likelihood, *not* be registered in the shareholder’s name. Such shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

National Instrument 54-101 of the Canadian Securities Administrators requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the form of proxy provided directly to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (*i.e.*, the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder.

The vast majority of brokers now delegate responsibility of obtaining instructions from clients to Broadridge Financial Solutions Inc. (“**BFSI**”) in Canada. BFSI typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to BFSI, or otherwise communicate voting instructions to BFSI (by way of the Internet or telephone, for example). BFSI then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Beneficial Shareholder who receives a BFSI voting instruction form cannot use that form to vote shares directly at the Meeting. The voting instruction forms must be returned to BFSI (or instructions respecting the voting of shares must otherwise be communicated to BFSI) well in advance of the Meeting in order to have the shares voted. If you have any questions respecting the voting of shares held through a broker or other intermediary, please contact your broker or other intermediary for assistance.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting shares registered in the name of his or her broker (or his or her broker’s agent), a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the shares as proxyholder for the registered shareholder by entering his or her own name in the blank space on the proxy form provided to him or her by his or her broker (or his or her broker’s agent) and return it to that broker (or that broker’s agent) in accordance with the broker’s instructions (or the agent’s instructions).

All references to shareholders in this Circular, the enclosed form of proxy and the notice of meeting are to the registered shareholders unless specifically stated otherwise.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise herein disclosed, none of the Directors, executive officers of the Corporation and none of the proposed nominees for election as a Director of the Corporation, nor any of their affiliates or associates have any material interest, directly or indirectly, by way of their beneficial ownership of the Shares or otherwise in any of the matters to be acted upon at the Meeting.

VOTING SHARES AND THEIR PRINCIPAL HOLDERS

The share capital of the Corporation is made of an unlimited number of Shares without par value. As at the date hereof, the Corporation had 67,154,558 Shares issued and outstanding.

To the knowledge of the directors and senior officers of the Company, there is no beneficial owner or person exercising control or direction over Company shares carrying more than 10 % of the outstanding voting rights.

You have the right to receive a Notice of Meeting and vote at the Meeting if you are a shareholder of the Corporation on the close of business on May 15, 2012.

Each holder of Shares is entitled to vote at the Meeting or at any adjournment thereof on the basis of one vote for each Share registered in the holder's name.

BUSINESS TO BE TRANSACTED AT THE MEETING

Financial Statements Presentation *(Heading no.1 of the Notice of Meeting)*

The annual report, including the financial statements of the Corporation for the financial year ended December 31, 2011 and the related auditor's report, will be presented at the Meeting.

Election of the Directors *(Heading n°2 of the Notice of Meeting)*

Under its By-laws, the Corporation is administered by a Board of Directors (the "**Board of Directors**"). Currently, the Corporation has 7 Directors sitting on the Board of Directors. Management proposes to elect 7 Directors at the Meeting.

The mandate of each Director elected at the Meeting expires on the date of the next Annual General Meeting of Shareholders following his election or appointment or on the date when his successor is elected or appointed, unless such Director resigns or his position becomes vacant due to his death or another reason according to the By-laws of the Corporation.

You can vote for the election of all the candidates described below, vote for the election of some of them and withhold from voting for others, or withhold from voting for all of them. Unless otherwise instructed, the persons named in the accompanying form of proxy will vote FOR the election of each of the candidates described below as director of the Corporation.

Management of the Corporation considers that none of the candidates will be unable to act as Director or no longer wishes, for any reason, to fulfill this function, but in the event of a change for any reason whatsoever before the Meeting is held, the persons mentioned in the attached Proxy Form reserve the right to vote for other candidates of their choice unless the shareholder has indicated in the form of proxy his wish to abstain from exercising the voting rights attached to his shares at the time of the election of the directors.

Nominees to the Board of Directors

Name	Office held	Director since	Number of shares beneficially owned or over which control is exercised as of May 4, 2012	Present occupation
Bernard Lapointe Saguenay, Quebec	CEO and Chairman	December 19, 2002	1,747,801 (2.60%)	CEO of Arianne Resources Inc.
James Cowley ⁽¹⁾ Park City, Utah	President and Director	January 20, 2011	10,000 (0.01%)	President of Arianne Resources Inc.
Luc Boivin ⁽²⁾ La Baie, Quebec	Director	September 21, 2005	103,796 (0.15%)	Vice president, Marketing of Fromageries Boivin Inc.
Alain Vachon ⁽²⁾ La Prairie, Quebec	Director	February 25, 2008	98,000 (0.15%)	Vice-President, Exploration of Caracara Silver Inc.
David J. DeBiasio Trail, British Columbia	Director	August 24, 2011	Nil (0.00%)	Retired – Former VP Energy and Raw Materials at Agrium
Guthrie J. Stewart ⁽¹⁾⁽²⁾ Westmount, Quebec	Corporate Secretary and Director	October 26, 2011	213,600 (0.30 %)	Chairman of Orbit Garant Drilling and Adjunct Professor - McGill University
Marco Gagnon ⁽¹⁾ Sorel, Quebec	Director	February 3, 2011	8,000 (0.01 %)	CEO of Adventure Gold Inc.

(1) Members of the Audit Committee.

(2) Members of the Human Resources and Corporate Governance Committee

Notes

The information relating to the number of Shares held or over which control is exercised has been provided by each nominee.

The mandate of the directors will expire at the next annual general meeting of the shareholders of the Corporation. The following text is a brief biography of the new persons appearing in the table above.

DAVID J. DEBIASIO

Mr. DeBiasio is a metallurgical engineer. He began his career with Alcan in Arvida, Quebec. He continued to garner experience in the field with Cominco, Cominco Fertilizers and Agrium. At the time of his retirement, DeBiasio was Vice President, Energy and Raw Materials at Agrium, a leading global fertilizer company. Agrium has actively participated in the development of a phosphate mine in Kapuskasing, Ontario, which is the only phosphate mine currently operating in Canada.

GUTHRIE J. STEWART

Mr. Stewart has over 25 years experience in the field of private equity investments, senior management and corporate law. Until December 2007, Mr. Stewart was a partner of the Equity Fund of EdgeStone Capital Partners, a leading private equity firm in Canada now owned by GMP Capital Inc. Mr. Stewart currently sits on a number of Boards, including that of Orbit Garant Drilling (OGD: T) on which he serves as Chairman. He is also an Adjunct Professor with the McGill University Desautels Faculty of Management. From 1992 to 2000, Mr. Stewart held various executive management positions with the Teleglobe group. Mr. Stewart began his education studying undergraduate science at Queen's University and earning an LL.B. from Osgoode Hall Law School. He also holds a Master of Business Administration degree from INSEAD, Europe.

Appointment of the Auditors (*Heading n°3 of the Notice of Meeting*)

Dallaire & Lapointe Inc., Chartered Accountants is the auditor of the Corporation. **The persons mentioned in the attached Proxy Form intend to vote IN FAVOUR of the appointment of Dallaire & Lapointe Inc., Chartered Accountants as auditor of the Corporation at the Meeting** and to authorize the Directors to determine its compensation, unless the signatory shareholder of the proxy has indicated his intention to withhold form voting on the appointment of the auditors.

Ratification of the shareholder rights plan (*Heading n° 4 of the Notice of Meeting*)

At the Meeting, the shareholders will be asked to ratify the Shareholder Rights Plan (the “Rights Plan”) adopted by the Board of Directors on January 13, 2009. The full text of the Rights Plan is available for consultation on SEDAR at www.sedar.com. The Board of Directors has determined that the Rights Plan is in the best interests of the shareholders and the Corporation and recommends that shareholders vote for its approval. The Rights Plan will provide the Board of Directors and the shareholders more time to fully consider any unsolicited takeover bid for the Corporation. The Rights Plan is intended to discourage coercive or unfair takeover bids and gives the Board of Directors time to pursue alternatives to maximize shareholder value, if appropriate, in the event of an unsolicited takeover bid.

The Rights Plan, effective since January 13, 2009, will remain in force for an additional period of three years, subject to its ratification by the shareholders at the Meeting. To continue to be effective, the Rights Plan must be approved by a resolution passed by a majority of the votes cast at the Meeting in person or by proxy. Should the resolution not be passed by a majority of the votes so cast at the Meeting, the Rights Plan shall be of no further force and effect from the date of the Meeting.

Background: The primary objective of the Rights Plan is to provide the Board of Directors with sufficient time to explore and develop alternatives for maximizing shareholder value if a takeover bid is made for the Corporation and to provide every shareholder with an equal opportunity to participate in such a bid.

The Rights Plan encourages a potential acquirer to proceed either by way of a Permitted Bid (as defined in the Rights Plan), which requires the takeover bid to satisfy certain minimum standards designed to promote fairness, or with the concurrence of the Board. In adopting the Rights Plan, the Board of Directors considered the legislative framework in Canada governing takeover bids. Under provincial securities legislation, a takeover bid generally means an offer to acquire voting or equity shares of a person or persons, where the shares subject to the offer to acquire together with shares already owned by the bidder and certain related parties thereto, aggregate 20 % or more of the outstanding shares of a company.

The existing legislative framework for takeover bids in Canada continues to raise the following concerns for shareholders of the Corporation:

- (i) **Time:** Current legislation permits a takeover bid to expire 35 days after it is initiated. The Board of Directors is of the view that this is not sufficient time to permit shareholders to consider a takeover bid and make a reasoned and unhurried decision.
- (ii) **Pressure to Tender the Shares:** A shareholder may feel compelled to tender his/her shares to a takeover bid which the shareholder considers to be inadequate out of a concern that in failing to do so, the shareholder may be left with illiquid or minority discounted Common Shares. This is particularly so in the case of a partial takeover bid for less than all of the Common Shares, where the bidder wishes to obtain a control position but does not wish to acquire all of the Common Shares. The Rights Plan provides a shareholder tender approval mechanism which is intended to ensure that a shareholder can separate the decision to tender from the approval or disapproval of a particular takeover bid.

(iii) Unequal Treatment: Full Value: While existing provincial securities legislation has substantially addressed many concerns in this regard, there remains the possibility that control of the Corporation may be acquired pursuant to a private agreement in which one or a small group of shareholders disposes of Common Shares at a premium to market price which premium is not shared with the other shareholders. In addition, a person may slowly accumulate Common Shares through stock exchange acquisitions which may result, over time, in an acquisition of control without payment of fair value for control or a fair sharing of a control premium among all shareholders.

Summary: The following is a summary of the principal terms of the Rights Plan. Reference is made to the Shareholder Rights Plan Agreement, the full text of which is available on SEDAR at www.sedar.com. Terms not defined herein have the meaning ascribed thereto in the Rights Plan.

Effective Date: The effective date of the Rights Plan is January 13, 2009.

Term: Upon ratification by the shareholders at a meeting duly called for that purpose, the Rights Plan will terminate on the date of the third annual general meeting thereafter (the “**Third Annual General Meeting**”), unless reconfirmed by the shareholders at the Third Annual General Meeting.

Issue of Rights: On the execution of the Rights Plan Agreement between the Corporation and Computershare Investor Services Inc., one right to purchase a Common Share, upon the terms and subject to the conditions set forth in the Rights Plan, will be issued and attached to each Common Share outstanding and attached to each Common Share subsequently issued.

Rights Exercise Privilege: The Rights will separate from the Common Shares and will be exercisable on the tenth Business Day after the earlier of (i) the Stock Acquisition Date (ii) the date of the commencement of, or first public announcement of the intent of any Person to commence a Flip-in Event, other than a Permitted Bid or Competing Permitted Bid; (iii) the date upon which a Permitted Bid or Competing Permitted Bid ceases to be such; or (iv) such later date as may be determined by the Board of Directors in good faith.

Flip-in Event: The acquisition by any Person (an “Acquiring Person”) of 20% or more of the outstanding Common Shares of the Corporation, other than by way of a Permitted Bid Acquisition, a Voting Share Reduction, an Exempt Acquisition, a Pro Rata Acquisition or a Convertible Security Acquisition is referred to as a “Flip-in Event”. Any Rights held by an Acquiring Person will become void upon the occurrence of a Flip-in Event. Ten Business Days after the occurrence of the Flip-in Event, each Right (other than those held by the Acquiring Person), will permit the purchase of Common Shares at a substantial discount to the market price at the time. Issuance of the Rights is not initially dilutive. Upon a Flip-in Event occurring and the Rights separating from the Common Shares, reported earnings per share on a fully diluted or non-diluted basis may be affected. Holders of Rights not exercising their Rights upon the occurrence of a Flip-in Event may suffer substantial dilution.

Certificates and Transferability: Prior to the Separation Time, the Rights are evidenced by a legend imprinted on certificates for the Common Shares issued from and after the Effective Date and are not to be transferable separately from the Common Shares. From and after the Separation Time, the Rights will be evidenced by Rights certificates which will be transferable and traded separately from the Common Shares.

Permitted Bid Requirements: Under the Rights Plan, a “Permitted Bid” is a bid made to all shareholders of the Corporation and that is open for acceptance for not less than 60 days. If, at the end of such 60-day period, at least 50 percent of the outstanding shares, other than those owned by the offeror and certain related parties, have been tendered, the offeror may take up and pay for the shares but must extend the bid for a further 10 days to allow other shareholders to tender. The Rights Plan is similar to other shareholders rights plans adopted by several other Canadian companies and approved by their respective shareholders.

Waiver: The Board of Directors may, until the occurrence of a Triggering Event, waive the application of the Rights Plan to a particular Flip-in Event (an “Exempt Acquisition”) where the Takeover Bid is made by a takeover bid circular to all holders of Common Shares. Where the Board of Directors exercises the power of waiver for one Takeover Bid, the waiver will also apply to any other Takeover Bid for the Corporation made by a takeover bid circular to all holders of Common Shares prior to the expiry of the other bid for which the Rights Plan has been waived by the Board of Directors.

Redemption: The Board of Directors, with the majority approval of shareholders (or the holders of Rights if the Separation Time has occurred) at a meeting duly called for that purpose, may redeem the Rights at \$0.00001 per Right.

Amendment: The Corporation may amend the Rights Plan with the majority approval of shareholders (or the holders of Rights, if the Separation Time has occurred) at a meeting duly called for that purpose. The Corporation, without such approval, may correct clerical or typographical errors and, subject to approval as noted above at the next meeting of the shareholders (or holders of Rights, as the case may be), may make amendments to the Rights Plan which the Board of Directors acting in good faith considers necessary or desirable.

Recommendation of the Board of Directors: The Board of Directors has determined that the Rights Plan is in the best interests of the Corporation and its shareholders. The Board of Directors unanimously recommends that shareholders vote in favour of the Rights Plan Resolution. At the present time, the Corporation has no knowledge of any Takeover Bid, nor of any intended Takeover Bid from any person. The Rights Plan is subject to the approval of the TSX Venture Exchange.

Form of Resolution

The shareholders will be asked to adopt the following resolution:

RESOLVED:

“**THAT** the shareholder rights plan of the Corporation, on the terms of the shareholder rights plan agreement dated as of January 13, 2009 between the Corporation and Computershare Investor Services Inc., as rights agent, is hereby reconfirmed; and

THAT any director or officer of the Corporation, be and is hereby authorized, for and on behalf of the Corporation, to execute and to deliver all documents and instruments and do all such other acts or things as such director or officer may determine to be necessary or advisable to implement this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or instruments and the taking of any such actions.”

Unless specified in a proxy form that the Corporation’s common shares represented by the proxy shall be voted AGAINST the resolution respecting approval of the Rights Plan, it is the intention of the persons designated in the enclosed proxy form to vote FOR the Rights Plan resolution.

If the Rights Plan is not ratified by the shareholders of the Corporation, it will cease to have effect on the date of the Meeting. A resolution requires a favourable vote of a simple majority of the votes cast by shareholders of the Corporation in person or by proxy at the meeting.

EXECUTIVE COMPENSATION

Compensation of Executive Officers

Interpretation

"Named Executive Officer" ("NEO") means each of the following individuals:

- (a) the Chief Executive Officer ("CEO");
- (b) the Chief Financial Officer ("CFO");
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and the Chief Financial Officer, 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 Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

The NEOs who are the subject of this Compensation Discussion and Analysis are Bernard Lapointe, CEO, Lucie Hébert, CFO and Luc Boivin, interim CFO.

Compensation Discussion and Analysis

The executive compensation policy of the Corporation is designed to offer competitive compensation enabling the Corporation to attract and retain qualified, high-calibre staff. It will seek to motivate executive officers to exceed strategic objectives so as to maximize the long-term return on shareholders' investment.

These strategic objectives that guide management and directors can be summarized as follows :

- Discovery of new mineralized zones
- Definition of mineral resources
- Acquisition of new mining properties that meets objectives
- Signature of joint-venture agreements
- Completion of financings that secure the continuation of the mission.

Components of Aggregate Compensation

The aggregate compensation of the NEO currently consists of one or more of the following elements:

- (a) a base monetary compensation which is competitive;
- (b) option grants designed to attract experienced personnel and encourage them to promote the Corporation's interests and activities to the best of their knowledge; and

Base Compensation

The base cash compensation review of each NEO takes into consideration the current competitive market conditions, experience, proven or expected performance, and the particular skills of the NEO. Base compensation is not evaluated against a formal “peer group”. The Board relies on the general experience of its members in setting base compensation amounts.

Incentive compensation

Option grants are designed to attract and retain key personnel. Option grants to Beneficiaries are established by the Board of Directors on a continuous basis, based on the progress of the Corporation.

Summary Compensation Table

The following table presents information concerning all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, to NEOs by the Corporation for services in all capacities to the Corporation for the three most recently completed financial year:

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards ⁽²⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation ⁽³⁾ (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Bernard Lapointe CEO	2011	158,333	-	238,300	-	-	-	-	396,633
	2010	-	-	101,175	-	-	-	125,000	226,175
	2009	-	-	2,250	-	-	-	115,000 ⁽⁴⁾	117,250
Lucie Hébert ⁽¹⁾ CFO	2011	78,133	-	219,550	-	-	-	9,250	306,933
	2010	-	-	38,490	-	-	-	63,875	102,365
	2009	-	-	2,250	-	-	-	50,500	52,750
Luc Boivin Interim CFO	2011	-	-	231,100	-	-	-	-	231,100

(1) Mrs. Hébert left the CFO position on December 19, 2011 and was replaced by Mr. Luc Boivin.

(2) Grant date fair values of stock option awards were determined utilizing the Black-Scholes option pricing model. Assumptions utilized are disclosed in the notes to the Corporation’s consolidated financial statements.

(3) Management fees were paid to companies controlled by the officers

(4) Management exploration fees of \$91,000 are included in this amount

Incentive Plan Awards - *Outstanding share-based awards and option-based awards*

The following table sets forth information in respect of all share-based awards and option-based awards outstanding at the end of the most recently completed financial year to the NEOs of the Corporation:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Bernard Lapointe CEO	245,000	0.15	April 16, 2020	269,500	-	-	-
	260,000	0.15	June 25, 2020	286,000	-	-	-
	100,000	0.37	January 19, 2021	88,000	-	-	-
	300,000	1.37	August 23, 2021	0	-	-	-
Lucie Hébert ⁽²⁾ CFO	20,000	0.15	April 16, 2020	22,000	-	-	-
	100,000	0.15	June 25, 2020	110,000	-	-	-
	100,000	1.25	May 13, 2021	0	-	-	-
	75,000	1.37	August 23, 2021	0	-	-	-
Luc Boivin CFO interim	85,000	0.15	June 25, 2020	93,500	-	-	-
	170,000	0.15	April 16, 2020	187,000	-	-	-
	50,000	0.14	August 5, 2020	55,500	-	-	-
	100,000	0.37	January 19 2021	88,000	-	-	-
	150,000	1.37	August 23, 2021	0	-	-	-

(1) Based on the December 30, 2011 closing price of \$1.25 for the Corporation's common shares.

(2) Mrs. Hébert left the CFO position on December 19, 2011 and was replaced by Mr. Luc Boivin.

Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for each NEO during the most recently completed financial year:

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 (\$)
Bernard Lapointe CEO	136,500	-	-
Lucie Hébert CFO	116,000	-	-
Luc Boivin CFO interim	55,500	-	-

Pension Plan Benefits

The Corporation does not have a defined benefits pension plan or a defined contribution pension plan.

Termination and Change of Control Benefits

During the most recently completed financial year there were no employment contracts, agreements, plans, or arrangements for payments to a NEO, at, following or in connection with any termination (whether voluntary, involuntary, or constructive), resignation, retirement, a change in control of the Corporation, or a change in a NEO's responsibilities, except as follows.

Pursuant to an employment agreement dated August 11, 2011, if the employment of the Corporation's CEO, Mr. Bernard Lapointe, is terminated by the Corporation for any reason other than for cause or by reason of the death or disability of Mr. Lapointe, the Corporation is required to pay Mr. Lapointe a lump sum equal to twelve (12) months base salary (i.e., \$150,000 based on his current base salary of \$150,000).

Furthermore, should Mr. Lapointe's employment be terminated during the 12-month period commencing on the first day after a Change of control has occurred (the "**Window Period**"), the Corporation is required to pay to Mr. Lapointe on the last day of employment, a lump sum cash amount (subject to any applicable payroll or other taxes required to be withheld) equal to the total of two (2) times his then annual base salary (i.e., \$300,000 based on his current base salary of \$150,000).

For the purpose of Mr. Lapointe's employment agreement, « Change of Control » means the emergence of any of the following events :

- (a) a person or a group of persons acting in concert that either i) hold or control, directly or indirectly, 50 % or more of the voting shares of the Corporation, or ii) hold a sufficient number of voting shares that gives them enough voting rights to allow them to elect a majority of the directors of the Corporation;
- (b) a person or a group of persons acting in concert, present a takeover offer or share exchange on 50 % or more of the voting shares of the Corporation that is followed by an acceptance by the shareholders; or
- (c) the majority of the persons acting as directors of the Corporation as of the effective Date cease, at any moment, to act as director (hereafter the « Current Directors ») and the majority of the persons elected as director of the Corporation in replacement of any Current Directors are not the proposed persons to act as director by the management of the Corporation at a non-contested election.

Director Compensation

Director Compensation Table

The following table sets forth information with respect to all amounts of compensation provided to the directors of the Corporation for the most recently completed financial year:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
James Cowley	-	-	462,200	-	-	-	462,200
David J. DeBiasio	-	-	650,000	-	-	-	650,000
Guthrie J. Stewart	-	-	435,250	-	-	-	435,250
Marco Gagnon	-	-	341,100	-	-	-	328,100
Alain Vachon	-	-	231,100	-	-	-	231,100
Denis Bélisle ⁽²⁾	-	-	296,100	-	-	-	296,100

(1) Grant date fair values of stock option awards were determined utilizing the Black-Scholes option pricing model. Assumptions utilized are disclosed in the notes to the Corporation's consolidated financial statements.

(2) Mr. Denis Bélisle left the Board on September 19, 2011.

Share-Based Awards, Options-Based Awards, and Non-Equity Incentive Plan Compensation

Incentive Plan Awards – Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all share-based awards and option-based awards outstanding at the end of the most recently completed financial year to the directors of the Corporation:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
James Cowley	200,000	0.37	January 19, 2021	176,000	-	-	-
	300,000	1.37	August 23, 2021	0			
David J. DeBiasio	500,000	1.37	August 23, 2021	0	-	-	-
Guthrie J. Stewart	250,000	1.76	October 25, 2021	0	-	-	-
Marco Gagnon	150,000	0.58	February 3, 2021	100,500	-	-	-
	50,000	1.25	May 12, 2021	0			
	150,000	1.37	August 23, 2021	0			
Alain Vachon	130,000	0.15	April 15, 2020	143,000	-	-	-
	85,000	0.15	June 24, 2020	93,500			
	50,000	0.14	August 5, 2020	55,500			
	100,000	0.37	January 19, 2021	88,000			
	150,000	1.37	August 23, 2021	0			

(1) Based on the December 30, 2011 closing price of \$1.25 for the Corporation's common shares.

Incentive Plan Awards—Value Vested or Earned During the Most Recently Completed Financial Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for the directors of the Corporation during the most recently completed financial year:

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 (\$)
James Cowley	-	-	-
David J. DeBiasio	-	-	-
Guthrie J. Stewart	-	-	-
Marco Gagnon	-	-	-
Alain Vachon	55,500	-	-
Denis Bélisle ⁽¹⁾	351,500	-	-

(1) Mr. Denis Bélisle left the Board on September 19, 2011

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out certain details as at December 31, 2011, the end of the Corporation's financial year, with respect to compensation plans pursuant to which equity securities of the Corporation are authorized for issuance.

Category of the Plan	Number of securities that has to be issued with the exercise of the options	Weighted average exercise price of the options	Securities remaining to be issued as part of the Stock option Plan
Stock option Plan approved by the shareholders	5,495,000	\$0.82	905,000
Stock option Plan not approved by the shareholders	N/A	N/A	N/A
Total	5,495,000	-	905,000

Stock Option Plan

Pursuant to the stock option plan of the Corporation (the "**Plan**"), the board of directors may, from time to time and at its discretion, grant to directors, officers, employees or consultants of the Corporation (the "**Beneficiaries**") options to acquire common shares of the Corporation for a maximum of 6,400,000 common shares.

Options are not transferable and are valid for 10 years from the date of grant. The exercise price per common share is fixed by the board of directors but cannot be less than the closing price of the shares on the TSX Venture Exchange the day before the grant. Options granted to a Beneficiary who is no longer eligible under the Plan will expire twelve (12) months following the date such person ceases to be a Beneficiary for the purposes of the Plan.

Liability Insurance

The Corporation subscribes to an insurance on behalf of its Directors and officers to cover for potential liabilities incurred in connection with their services to the Corporation. The coverage is for \$5,000,000 per insurance period, with a cost is \$12,971 per year and a \$25,000 deductible.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

During the fiscal year ended December 31, 2011, and as at the date of this Circular, none of the directors, executive officers, employees (or previous directors, executive officers or employees of the Corporation), each proposed nominee for election as a director of the Corporation (or any associate of a director, executive officer or proposed nominee) was or is indebted to the Corporation with respect to the purchase of securities of the Corporation and for any other reason pursuant to a loan.

INTEREST OF INFORMED PERSONS IN MATERIAL OPERATIONS

None of the insiders of the Corporation, the proposed nominees for election as Director, or any of their respective associates or affiliates, has any material interest, direct or indirect, in any material transaction since the beginning of the Corporation's most recently completed financial year, or in any proposed material transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

AUDIT COMMITTEE

Charter and Composition of the Audit Committee

The text of the Audit Committee's charter is attached hereto as Schedule "A".

Composition of the Audit Committee

The following are the current members of the Audit Committee:

Name	Independence	Financial Literacy
James Cowley	Non-independent	Financially Literate
Marco Gagnon	Independent	Financially Literate
Guthrie J. Stewart	Non-Independent	Financially Literate

Education and Relevant Experience

The education and related experience of each of the members of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee is set out below:

James Cowley is a trained Metallurgical Engineer ('77) with an MBA Finance ('80), and have worked in various roles from Mill Metallurgist (uranium) to Financial Manager/Business Development (molybdenum, gold and copper) to VP Sales, Marketing and Distribution (copper, gold, molybdenum, sulfuric acid) for companies such as Exxon, Climax Molybdenum (AMAX), Bond International Gold and Rio Tinto. In his most recent role with Rio Tinto, he was managing revenue streams in excess of \$2 Billion annually, and heavily involved in investment projects of up to \$350 million. He has almost 35 years experience in the mining business.

Marco Gagnon is a graduate in geology from Université du Québec à Chicoutimi, is a senior mining exploration professional with more than 19 years experience, mostly with major mining companies. Mr. Gagnon is the President, the CEO and a director of Adventure Gold inc. since the beginning of this Montreal-based publicly-traded gold mining exploration company on the TSX Venture in 2007. Moreover, he was also one of the founders, the former President and CEO of Focus Metals Inc., an Ottawa-based mining exploration company also trading on the TSX Venture Exchange. From 2004 to 2007, he was Vice-President Exploration and Acquisitions with Société d'exploration minière Vior inc., a Quebec-based mining exploration company. Prior to 2004, Mr. Gagnon acquired a vast experience in mine production and mine site and project exploration with Inmet Mining Corporation where, over a period of 10 years, he developed an expertise in designing, implementing and managing exploration programs on archean base metal and gold properties in Eastern Canada and in Finland. Prior to Inmet, he was employed by Barrick Gold, Minnova and Radisson Mining Resources. Mr. Gagnon was President of the Quebec Mining Exploration Association from 2007 to 2009 and still seat on the board of directors.

Guthrie Stewart has over 25 years experience in the field of private equity investments, senior management and corporate law. Until December 2007, Mr. Stewart was a partner of the Equity Fund of EdgeStone Capital Partners, a leading private equity firm in Canada now owned by GMP Capital Inc. Mr. Stewart currently sits on a number of Boards, including that of Orbit Garant Drilling (OGD: T) on which he serves as Chairman. He is also an Adjunct Professor with the McGill University Desautels Faculty of Management. From 1992 to 2000, Mr. Stewart held various executive management positions with the Teleglobe group. Mr. Stewart began his education studying undergraduate science at Queen's University and earning an LL.B. from Osgoode Hall Law School. He also holds a Master of Business Administration degree from INSEAD, Europe.

Audit Committee Oversight

At no time since the commencement of the Corporation's financial year ended December 31, 2011 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's financial year ended December 31, 2011 has the Corporation relied on the exemption provided under section 2.4 (*De minimis Non-audit Services*) of Regulation 52-110 respecting Audit Committees ("**Regulation 52-110**") or an exemption from Regulation 52-110, in whole or in part, granted under Part 8 of Regulation 52-110 (*Exemptions*). However, the Corporation is not required to comply with Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of Regulation 52-110 given that it is a venture issuer as defined in Regulation 52-110.

Pre-Approval Policies and Procedures

The Audit Committee of the Corporation has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee's charter attached hereto as Schedule "A".

External Auditor Service Fees (By Category)

The aggregate fees billed by the Corporation's external auditors during the financial years ended December 31, 2011 and 2010 were as follows:

Financial Year Ended December 31	Audit Fees	Audit Related Fees	Tax Fees ⁽¹⁾	All Other Fees
2011	\$31,165	-	\$4,255	\$3,200 ⁽²⁾
2010	\$26,705	-	\$2,365	-

(1) Income Tax Report and Declaration for the resource tax credit and mining rights.

(2) Fees related to the IFRS transition.

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

Regulation 58-101 respecting Disclosure of Corporate Governance Practices and *Policy Statement 58-201 to Corporate Governance Guidelines* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer, such as the Corporation, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Corporation's required annual disclosure of its corporate governance practices.

1. Board of Directors

The Board is constituted of a majority of individuals who qualify as independent directors since, of the seven (7) current directors, four (4) are unrelated to the Corporation. Mr. Alain Vachon, Luc Boivin, Marco Gagnon and David J. DeBiasio are deemed “independent” since in the Board’s opinion, they are unrelated to management and free of all interests, business dealings or other relationships, which could or could conceivably be perceived as being able to significantly interfere with the ability of such directors to act in the best interests of the Corporation, other than the interest and relationship that arises from stock ownership.

MM. Bernard Lapointe, James Cowley and Guthrie J. Stewart are deemed directors who are “not independent” since they are part of the senior management.

2. Directorships

Mr. Marco Gagnon is also CEO of Adventure Gold Inc. and Director of GFK Resources Inc. Guthrie J. Stewart is Chairman of Orbit Garant Drilling Inc. and Alain Vachon is also an Officer of Peru Uranium Inc. and Caracara Silver Inc. These companies all trade either on the TSX Venture Exchange or the TSX.

3. Orientation and Continuing Education

The directors shall keep up to date and shall receive copies of all the necessary and latest information during meetings of the Boards of Directors, the Audit Committee and the Human Resources and Corporate Governance Committee. On account of the limited number of directors and the venture nature of the Corporation, no formal training system has been created.

4. Ethical Business Conduct

The Board of Directors acknowledges that it shall take on the responsibility of overseeing the competent and ethical operation of the Corporation. In order to guarantee that the directors exercise their judgment in an independent fashion when examining operations and contracts in which a director or a member of senior management has a significant interest, such transactions shall be reviewed and approved only by directors assembled together in a committee of the Board, where the director who has such an interest shall refrain from participating in the discussions and from voting on the matter. In addition, the Corporation shall take steps to ensure that directors do not undertake any transactions involving the Corporation’s stock when important information is about to be communicated.

5. Nomination of Directors

The President of the Corporation shall propose qualified candidates to fill vacant positions on the Board of Directors to the Human Resources and Corporate Governance Committee.

If a candidate is endorsed by the Human Resources and Corporate Governance Committee, the latter’s name shall then be submitted to the Board of Directors for approval. The Human Resources and Corporate Governance Committee is composed of a majority of independent directors: Mr. Alain Vachon (independent), Mr. Luc Boivin (independent) and Mr. Guthrie J. Stewart (non independent).

6. Compensation

The Human Resources and Corporate Governance Committee shall regularly assess the compensation policies in view of practices in the marketplace, the practices and risks typical of the industry and the inherent responsibilities of being an effective director. The Corporation’s main activity is mining exploration and, at the present time, it is not generating any profits.

In order to determine the compensation of the directors and the CEO, the Board of Directors shall notably take into account the contribution made by each person to the Corporation, the financial resources available to the Corporation and the compensation given to people occupying similar positions in comparable Canadian companies. To date, the Corporation's directors have not received any compensation in cash for the services they have rendered in their capacity as directors.

7. Other Board Committee

Apart from the Audit Committee and the Human Resources and Corporate Governance Committee, the Board has not other committee.

8. Assessments

The informal mechanism has been implemented by the Human Resources and Corporate Governance Committee to evaluate the contribution and performance of the Board, of each of the Board's Committees and of each director of the Corporation. This Committee is currently composed of the following directors: Mr. Alain Vachon, Mr. Luc Boivin and Mr. Guthrie J. Stewart.

MANAGEMENT CONTRACTS

There are no management functions of the Corporation or any of its subsidiaries which are to any substantial degree performed by a person or a company other than the Directors or Executive Officers of the Corporation or any of its subsidiaries.

OTHER BUSINESS ON THE AGENDA

Management of the Corporation has no knowledge of any changes regarding the items described in the enclosed Notice of Meeting nor of any other business which could be submitted to the Meeting, except for those items mentioned in the Notice of Meeting. However, if any change or other business is validly brought before the Meeting, the attached Proxy Form confers a discretionary power on the persons designated therein to vote as they see fit on the changes regarding any such items mentioned in the Notice of Meeting or on any other business.

ADDITIONAL INFORMATION

The Corporation financial information is included in the Financials Statements of the Corporation and notes thereto and in the accompanying Management's Discussion and Analysis for the fiscal year ended December 31, 2011. Copies of these documents and additional information concerning the Corporation can be found on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com and may also be obtained upon request to the secretary of the Corporation at 30 rue Racine Est, suite 160, Saguenay, Quebec, G7H 1P5, Tel: 418-549-7316 Fax: 418-549-5750.

APPROVAL

The Board of Directors of the Corporation has approved the contents of the Circular and its transmittal to the shareholders.

Dated this 4th day of May, 2012

Bernard Lapointe (Signed)
CEO and Chairman

SCHEDULE A

CHARTER OF THE AUDIT COMMITTEE

Purpose

The audit committee is a standing committee of the board of directors. Its primary duty is to assist the board of directors in fulfilling its supervisory role with regard to the following:

1. The completeness of the financial statements and the information provided to shareholders and to other persons concerned.
2. The Corporation's compliance with financial regulatory requirements.
3. The accuracy and effectiveness of the internal control mechanisms implemented and maintained by management.
4. The competency, independence and performance of the external auditor who must report to the audit committee, to the board of directors and to the shareholders.

Composition

The audit committee is comprised of at least three directors, including one chairman, who are named by the board of directors every year after the annual meeting. The majority of the committee members must not be officers or other employee of the Corporation or of an affiliate.

Each committee member must meet the requirements in matters of independence, financial knowledge and experience, the requirements of the applicable laws that govern the Corporation and the rules of the Stock Exchanges on which the Corporation's shares are listed as well as the requirements of competent securities authorities.

The board of directors may, at any time, terminate a committee member's duties or replace him or her and it must fill vacant positions on the committee.

Structure and functioning

The chairman of the board, the chairman of the committee or two members of the committee may call a committee meeting at any time. The committee meets as required but not less than four times per year. *Quorum* is reached where two members are present at committee meetings, irrespective of their status, and the composition thereof must comply with the requirements of the *Canada Business Corporations Act*.

The chairman of the committee, in cooperation with the chairman of the board, draws up the agenda for each committee meeting taking into account the items appearing in the committee's activity program which is approved each year by the board of directors. At each meeting, the committee may also sit privately with only the committee members in attendance. The committee may retain the services of special consultants, where it deems it expedient, at the expense of the Corporation.

The chairman of the committee or the person appointed by him or her submits a committee activity report to the board of directors after each meeting and makes recommendations to the board of directors regarding issues that require board approval.

Each year, the committee reviews this charter and the items appearing in the committee activity program and, where necessary, recommends changes to the board of directors so that it will approve them. The committee will prepare a report to be attached to the proxy documents regarding the annual meeting. Together with the board of directors, the committee evaluates and considers the committee's annual performance.

Duties and responsibilities of the audit committee and review

1. Review the unaudited interim financial statements and management's analysis of the financial situation and operating results with management and the external auditors by addressing, in particular, with the external auditors, questions that must be the subject matter of discussion pursuant to the generally accepted auditing standards that apply to the Corporation.
2. Review the press releases announcing the Corporation's financial results.
3. Review with management and the external auditors, after completion of the annual audit:
 - (a) the audited annual financial statements;
 - (b) the audit of the annual financial statements made by the external auditor as well as the latter's report thereon;
 - (c) management's analysis of the financial situation and operating results;
 - (d) any material change that had to be made to the external audit plan;
 - (e) any material question brought to management's attention during the audit, including any restriction on the scope of activities or access to information;
 - (f) any question related to the performance of the audit that must be the subject matter of discussion pursuant to the generally accepted auditing standards that apply to the Corporation.
4. Ensure that the external auditor is convinced that judgment and accounting estimates made by management as well as the accounting principles chosen by management reflect the adequate application of generally accepted accounting principles.
5. Review the Corporation's main accounting policies and methods with management and the external auditor.
6. Ensure the independence of the external auditor, given the requirements in respect thereto provided by the laws governing the Corporation and by the applicable rules of the Stock Exchanges on which the Corporation's shares are listed. At least once a year, the external auditor submits a written statement to the committee outlining all its relations with the Corporation; the committee reviews it with him or her and, where necessary, recommends that the board take the requisite measures to ensure the independence of the external auditors and their responsibility toward the committee and the board.
7. Evaluate the performance of the external auditor and recommend to the board the appointment or, where it deems it expedient, the replacement of the external auditor subject to shareholder approval.
8. Consider, review and approve the services offered by the external auditor and the fees to be paid to the external auditors with regard to the audit, to the related services rendered and to other services that are provided for by law and that comply with the guidelines established by the board limiting the recourse to the services of the external auditor.

9. Review with the external auditor and management the general scope of the annual audit plan and the resources that the external auditor will devote to the audit.
10. Require that management implement and maintain appropriate internal control mechanisms and review, evaluate and approve such mechanisms.
11. Review and discuss with the chief executive officer and chief financial officer the certificates related to the communication of the financial information and to the controls which such officers must file with securities authorities pursuant to the law.
12. Discuss the qualifications required to be a financial expert and determine if a committee member is a financial expert and ensure that the committee members have the financial knowledge.
13. Approve the methods established to deal with complaints, including anonymous complaints made by employees, regarding issues related to accounting, internal control and audit.
14. Review the Corporation's practices to ensure that any transaction made with affiliates and likely to adversely affect the solvency or the stability of the Corporation is identified.
15. Perform the other duties or exercise the powers that the board may, on a timely basis, entrust or assign to the committee as well as any other duty which the law, regulations or the applicable rules of the Stock Exchanges might impose on an audit committee.