



MONETA PORCUPINE MINES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual and special meeting (the "Meeting") of holders of common shares ("Shareholders") of MONETA PORCUPINE MINES INC. (the "Corporation") will be held at the offices of Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto, Canada, M5L 1B9 on May 21, 2013 at 10:00 a.m. (Toronto time), for the following purposes:

1. To receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2012, together with the auditors' report thereon;
2. To elect the directors of the Corporation;
3. To appoint Sievert & Sawrantschuk LLP, Chartered Accountants, as the auditors of the Corporation and to authorize the directors to fix the remuneration to be paid to the auditors;
4. To consider and, if thought advisable, approve a special resolution to amend the Articles of the Corporation to change the name of the Corporation to "Windjammer Gold Inc.";
5. To consider and approve certain amendments to the Corporation's 2010 stock option plan, as amended and restated, and approving the unallocated options under such plan;
6. To consider and, if thought advisable, approve a resolution to confirm By-Law No. 2 of the Corporation, being a by-law to amend By-Law No. 1 of the Corporation, to among other things (a) increase the quorum required for Shareholder meetings and (b) add an advance notice requirement for nominations of directors by Shareholders in certain circumstances, the particulars of which are set out in the accompanying Circular; and
7. To transact such further and other business as may properly come before the Meeting or any adjournment thereof.

This notice is accompanied by a form of proxy, the Circular and the Corporation's audited consolidated financial statements for the financial year ended December 31, 2012. Reference should be made to the accompanying Circular, which provides information relating to the matters to be dealt with at the Meeting and forms part of this notice.

If you are not able to be present at the Meeting, please exercise your right to vote by signing and returning the enclosed form of proxy to the offices of Computershare Investor Services Inc. ("Computershare"), 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, so as to arrive not later than 10:00 a.m. (Toronto time) on the second business day preceding the date of the Meeting or any adjournment thereof. Proxies may also be sent by facsimile to Computershare at 1-866-249-7775.

The Board of Directors has fixed the close of business on April 19, 2013 as the record date for the determination of Shareholders of the Corporation entitled to notice of the Meeting, and any adjournment or postponement thereof.

DATED at Toronto, Ontario, Canada, this 25th day of April, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

Ian C. Peres
President, CEO & Director

MANAGEMENT INFORMATION CIRCULAR
SOLICITATION OF PROXIES

This Management Information Circular (the "Circular") is furnished in connection with the solicitation by management of Moneta Porcupine Mines Inc. (the "Corporation") of proxies to be used at the annual and special meeting (the "Meeting") of holders of common shares ("Shareholders") of the Corporation to be held at the offices of Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto, Canada, M5L 1B9 on May 21, 2013 at 10:00 a.m. (Toronto time) and all adjournments thereof, for the purposes set out in the Notice of Annual and Special Meeting of Shareholders accompanying this Circular (the "Notice of Meeting"). Unless otherwise stated, all information contained in this Circular is presented as at April 25, 2013 and all references to \$ in this Circular are to Canadian dollars unless otherwise noted.

The solicitation of proxies by this Circular is being made by or on behalf of the management of the Corporation. It is expected that the solicitation will be made primarily by mail, but proxies may also be solicited personally, by telephone or by other forms of electronic communication by directors, officers, employees or agents of the Corporation. The total cost of the solicitation will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy accompanying this Circular are directors and officers of the Corporation. **A Shareholder has the right to appoint a person or company (who need not be a Shareholder) other than the person or company designated in the enclosed form of proxy to attend and to vote and act for and on behalf of such Shareholder at the Meeting, and any adjournment or postponement thereof.** Such right may be exercised by inserting the name of the person to be appointed in the blank space provided in the form of proxy, signing the form of proxy and returning it in the reply envelope to the offices of Computershare Investor Services Inc. ("Computershare") at the address and in the manner set forth below.

A Shareholder who has given a proxy may revoke it (a) by depositing an instrument in writing executed by such Shareholder or by such Shareholder's attorney authorized in writing, or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized indicating the capacity under which such officer or attorney is signing (i) at the offices of Computershare at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department at any time up to 10:00 a.m. (Toronto time) on the second business day preceding the date of the Meeting or any adjournment thereof or (ii) with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment thereof; or (b) in any other manner permitted by law.

VOTING OF SHARES REPRESENTED BY MANAGEMENT PROXIES

The common shares represented by the proxy which is hereby solicited will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and, where the Shareholder whose proxy is solicited specifies a choice with respect to any matter to be acted upon, the common shares shall be voted by the appointee accordingly. Where a Shareholder fails to specify a choice with respect to a matter referred to in the Notice of Meeting, the common shares represented by such proxy will be voted for or in favour of such matter or as otherwise recommended by management.

The enclosed form of proxy, when properly completed and signed, confers discretionary authority upon the proxyholder(s) named therein with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

NON-REGISTERED HOLDERS

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. In many cases, however, common shares of the Corporation beneficially owned by a person (a "Non-Registered Holder") are registered either:

- (a) in the name of an intermediary such as a bank, trust company, securities dealer, trustee or administrator of self-administered RRSPs, RRIFs, RESPs and similar plans (each, an "Intermediary") that represents the Non-Registered Holder in respect of its common shares; or
- (b) in the name of a depository (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Corporation will have distributed copies of the Notice of Meeting, the Circular, the form of proxy and the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2012, which includes management's discussion and analysis (collectively, the "Meeting Materials"), to the Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive such materials. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive the Meeting Materials will receive a package from their Intermediary containing either:

- (a) a voting instruction form that must be properly completed and signed by the Non-Registered Holder and returned to the Intermediary in accordance with the instructions on the voting instruction form;

or, less typically

- (b) a form of proxy that has already been stamped or signed by the Intermediary that is restricted as to the number of common shares beneficially owned by the Non-Registered Holder but which otherwise has not been completed. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare at the address set forth in the Notice of Meeting.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of common shares of the Corporation that they beneficially own. Should a Non-Registered Holder, who receives either a voting instruction form or a form of proxy, wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-

Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and service companies. If you are a Non-Registered Holder and have not received such a package, please contact your Intermediary.

A Non-Registered Holder may revoke a proxy or voting instruction form which has been given to an Intermediary by written notice to the Intermediary or by submitting a proxy or voting instruction form bearing a later date. In order to ensure that an Intermediary acts upon a revocation of a proxy or voting instruction form, the written notice should be received by the Intermediary well in advance of the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed, to the knowledge of the Corporation, no director or executive officer since the commencement of the Corporation's last completed financial year, or any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any of the matters to be acted upon at the Meeting other than the election of directors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As of the close of business on the record date of April 19, 2013, there were 193,472,382 common shares in the capital of the Corporation issued and outstanding, being the only class of shares outstanding and entitled to vote at the Meeting. Each Shareholder on the record date will, unless otherwise specified in this Circular, be entitled to one (1) vote for each common share held by such Shareholder on all matters proposed to come before the Meeting.

To the knowledge of the directors and executive officers of the Corporation, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation.

PARTICULARS OF MATTERS REQUIRING SHAREHOLDER APPROVAL

A quorum of Shareholders will be present at the Meeting if the holders of not less than 10% of the shares entitled to vote at the meeting are present in person or represented by proxy, and at least two persons entitled to vote at the meeting are actually present at the Meeting.

Item 1: Financial Statements

The consolidated financial statements of the Corporation for the fiscal year ended December 31, 2012, together with the auditor's report thereon, will be placed before the Shareholders at the Meeting.

Item 2: Election of Directors

At the Meeting, management of the Corporation proposes to nominate the persons listed below for election as directors. All directors elected will hold office until the next annual meeting of Shareholders or until their successors are elected or appointed, unless his or her office is vacated earlier

in accordance with the by-laws of the Corporation or with the provisions of the *Business Corporations Act* (Ontario).

The following table sets forth certain information with respect to all persons proposed to be nominated by management:

Name, Place of Residence and Position with Corporation	Principal Occupation	Period Served as a Director⁽⁴⁾	Common Shares Beneficially Owned or Controlled	% of Voting Common Shares
Warren Bates, P.Geo ^{(1),(2),(3)} Oakville, Ontario, Canada Director	Senior Vice President, Exploration of Pelangio Exploration Inc., a Canadian junior gold exploration company focused on the acquisition and exploration of undervalued or early stage exploration prospects	Since June 16, 2009	132,353	0.07%
Richard Boulay, B.Sc. Calgary, Alberta, Canada CFO and Director	Chairman of Latin American Minerals Inc., a Canadian mineral exploration company focused on the acquisition, discovery and development of potential mineral deposits in Latin America	Since May 11, 2010	2,223,000	1.15%
Alex D. Henry, CPA, CA ^{(1),(2),(3)} Toronto, Ontario, Canada Director	Principal of Hampton-Metrix Capital Partners Inc., a Canadian real estate asset management and advisory company	Since June 25, 2005	3,225,000	1.67%
Ian C. Peres, CPA, CA Toronto, Ontario, Canada President and CEO and Director	President and Chief Executive Officer of the Corporation	Since August 7, 2008	4,477,222	2.31%
Patricia Sheahan, B.Sc.(1),(2),(3) Toronto, Ontario, Canada Director	Independent director to TSX-listed mining companies	Since May 22, 2011	69,500	0.04%

(1) Member of the Audit Committee

(2) Independent Director

(3) Member of Compensation Committee

(4) Each director is elected to hold office until the next annual meeting of Shareholders or until the director's successor is elected or appointed

Corporate Cease Trade Orders or Bankruptcies

Richard Boulay was a director of San Gold Corporation which, in 2005, was subject to a cease trade order for failure to file financial statements. The order was subsequently revoked.

Patricia Sheahan was a director of World Ventures Inc. (“World Ventures”) from 2007 to 2010. The British Columbia Securities Commission (“BCSC”) issued a cease trade order against World Ventures on March 11, 2008 for failure to file continuous disclosure documents in the required form. The March 11, 2008 cease trade order was revoked on April 2, 2008 by the BCSC as the requisite filings were made. The BCSC issued a further cease trade order against World Ventures on March 18, 2009 for failure to file continuous disclosure documents in the required form. The March 18, 2009 cease trade order was revoked on June 1, 2009 by the BCSC as the requisite filings were made. World Ventures is currently subject to a cease trade order issued by the BCSC dated March 8, 2010 for failing to file an annual information form, management's discussion and analysis and audited annual financial statements (with related certifications) for the year ended October 31, 2009 and for failing to pay the fee required by securities laws by the prescribed deadline.

Except as otherwise disclosed in this Circular, to the knowledge of the Corporation, no proposed director:

- (a) is, as at the date of this Circular, or has been, within 10 years before the date of this 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 a director, chief executive officer or chief financial officer; or
- (b) is, as at the date of this Circular, or has been within 10 years before the date of this 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 this 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.

For the purposes of the paragraphs above, “order” means: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

Unless otherwise instructed, the persons named in the accompanying form of proxy intend to vote FOR the election of the foregoing individuals as directors until the close of the next following annual meeting of the Shareholders or until their successors are otherwise elected or appointed.

The Board of Directors adopted a policy to permit Shareholders to vote on individual directors at meetings of Shareholders such as the Meeting. Please refer to the specific details of this policy below under “Policy on Individual Election of Directors”.

Policy on Individual Election of Directors

The Board of Directors has adopted a policy to require a director's resignation as a director of the Corporation if the director receives more "withheld" votes than "for" votes in an uncontested election of directors at a meeting of Shareholders such as the Meeting. The Board of Directors would accept the resignation, except in extenuating circumstances. The Board of Directors is required to make its decision within 90 days after the date of the vote by Shareholders and the Corporation would issue a press release either announcing the resignation or explaining why the Board of Directors had not accepted the resignation. The director who tendered the resignation would not be part of the decision-making process.

Item 3: Appointment of Auditors

Sievert & Sawrantschuk LLP, Chartered Accountants of Toronto, Ontario are the auditors for the Corporation. Sievert & Sawrantschuk LLP were first appointed as auditors of the Corporation in February 2005.

It is proposed to re-appoint Sievert & Sawrantschuk LLP as auditors of the Corporation to hold office until the close of the next following annual meeting of the Shareholders.

Unless otherwise instructed, the persons named in the accompanying form of proxy intend to vote FOR the re-appointment of Sievert & Sawrantschuk LLP as the auditors of the Corporation to hold office until the close of the next following annual meeting of the Shareholders.

Item 4: Name Change of Corporation

The Board of Directors of the Corporation believes that it is in the best interests of the Corporation to change its name from "Moneta Porcupine Mines Inc." to "Windjammer Gold Inc.". The Corporation has operated under its current name since 1910. Consistent with the transformational year the Corporation had in 2012, based on the strength of its exploration programme, the Board of Directors has determined that a rebranding under a new name is in the best interests of the Corporation. Accordingly, Shareholders will be asked to consider and, if thought advisable, approve a special resolution changing the name of the Corporation. In order to become effective, the special resolution approving the name change attached as Schedule A to this Circular ("Name Change Resolution") must be approved by at least two-thirds of votes cast. If the Name Change Resolution is approved, the Corporation will make a corresponding change in its ticker symbol from "ME" to "WJ".

The Board of Directors recommends that Shareholders vote in favour of the Name Change Resolution.

The persons named in the accompanying proxy will vote FOR the approval of the Name Change Resolution, unless the Shareholder has specified in the proxy that his or her common shares are to be voted against such resolution.

Item 5: Approval of Stock Option Plan

On June 10, 2010, the Shareholders of the Corporation approved the Corporation's 2010 Stock Option Plan (the "2010 Plan"). On April 23, 2012, the Board of Directors amended and restated the 2010 Plan (the "First Amended and Restated 2010 Stock Option Plan"), which replaces the 2010 Plan.

The Board of Directors amended and restated the 2010 Plan to make certain technical amendments to conform to current legal and administrative practice for equity compensation plans. The amendments are consistent with guidelines of Institutional Shareholder Services Inc., a leading independent proxy voting advisory and corporate governance services firm. The principal amendments are as follows:

- (a) adding Personal Holding Corporations as eligible participants in the definition of “eligible participant” in Section 2;
- (b) adding the definition of “Consultant” and “Personal Holding Corporation” in Section 2;
- (c) clarifying that when options are exercised the number of common shares that were subject to such option shall be available for options to be granted under Section 4(c);
- (d) providing that the number of common shares issuable on the exercise of options is rounded down to the nearest whole number and no fractional common shares are issuable on the exercise of options in Section 5(e);
- (e) clarifying that the Corporation makes no representation or warranty as to the future market value of the common shares or with respect to any income tax matters affecting the Participant under the First Amended and Restated 2010 Stock Option Plan in Section 5(f);
- (f) extending the exercise period of options that expire during a black-out period from two to ten trading days after the end of such blackout period in Section 7(a);
- (g) providing that vesting of options following the death of a Participant is in the discretion of the Board of Directors and removing the obligation of the Board of Directors to provide notice of expiry of such options under Section 8(a);
- (h) clarifying that Participants that cease to be eligible participants for any reason, other than for cause or death, may only exercise vested options and clarifying that no notice period that is given or ought to be given under applicable law shall be taken into account in determining entitlement under the First Amended and Restated 2010 Stock Option Plan under Section 8(b);
- (i) adding that amendments requiring disinterested shareholder approval shall exclude votes held by insiders to the extent required by the Toronto Stock Exchange (the “TSX”) under Section 11(b);
- (j) permitting the Board of Directors to make amendments to option exercise price by deleting the restriction on such ability under Section 11(b);
- (k) adding withholding tax provisions in Section 16; and
- (l) adding an option exercise form as Schedule “B”.

The rules of the TSX require that, if a listed issuer has a stock option plan that does not have a fixed maximum number of shares available for grant, the Shareholders of the issuer must approve and re-affirm the unallocated options under the plan every three years. As the three-year term prescribed by the TSX will expire on June 10, 2013, an ordinary resolution will be placed before the Shareholders approving the First Amended and Restated 2010 Stock Option Plan and approving the unallocated options under such plan (the “Stock Option Plan Resolution”). The Stock Option Plan Resolution requires the approval of the majority of votes cast by Shareholders voting in person or by proxy at the Meeting.

If the Stock Option Plan Resolution is passed, this approval will be effective for three years from the date of the Meeting. If approval is not obtained at the Meeting, options which have not been allocated as of May 21, 2013 will not be available for grant. Previously allocated options will continue to

be unaffected by the approval or disapproval of the Stock Option Plan Resolution. As at the Record Date there were 193,472,382 common shares issued and outstanding and, as a result, the number of common shares available for grant under the First Amended and Restated 2010 Stock Option Plan is 19,347,238 (representing approximately 10% of the issued and outstanding common shares). 6,734,083 options (representing approximately 3.5% of the issued and outstanding common shares) were issued and outstanding under the First Amended and Restated 2010 Stock Option Plan as of April 25, 2013. Further, a total of 12,613,155 options were unallocated and available for issue (representing approximately 65% of the available options or 6.5% of the issued and outstanding common shares).

A copy of the First Amended and Restated 2010 Stock Option Plan as filed by the Corporation can be found at the SEDAR website maintained by the Canadian Securities Administrators at www.sedar.com. A brief summary the First Amended and Restated 2010 Stock Option Plan is set out below.

Summary of the Plan

- Options may be granted to eligible participants (“Eligible Participants”) from time to time. Eligible Participants include each of the following and any Personal Holding Corporation of any of the following:
 - Officers of the Corporation, present and future;
 - Directors of the Corporation, present and future; and
 - Employees and Consultants providing ongoing services to the Corporation or a subsidiary thereof, present and future, who are not otherwise an officer or director of the Corporation.
- In addition, options may be granted to affiliates established and controlled by an Eligible Participant, or to a registered retirement savings plan established and controlled by an Eligible Participant, provided that in each case they are an Eligible Participant of the Corporation at the time of the grant.
- The maximum number of common shares reserved for issuance under the Plan is equal to 10% of the issued and outstanding shares from time to time less the aggregate number of shares reserved for issuance or issuable under any other security based compensation arrangement for the Corporation. The Plan is considered an "evergreen" plan. Options exercised shall be available for subsequent grants and the number of options available to grant increases as the number of issued and outstanding shares of the Corporation increases.
- The maximum number of common shares that may be: (i) issued to insiders of the Corporation within a one year period; and (ii) issuable to insiders of the Corporation, any time, under the Plan, or when combined with all other security based compensation arrangements, shall not exceed 10% of the Corporation’s total outstanding common shares. Notwithstanding the foregoing, the maximum number of common shares which may be issued under options granted under the Plan to non-employee directors shall not at any time exceed 5% of the Corporation’s total outstanding shares.
- The exercise price for each option is fixed by the Board of Directors at the time of the grant in compliance with the Plan, applicable law, and the rules of the TSX, which states that the exercise price will be no less than the market price (the volume weighted average trading price on the TSX for the five trading days immediately preceding the relevant date) of the common shares on

the TSX at the time of the issue of the options. The exercise price is denominated in Canadian dollars.

- Options will be exercisable in whole or in part, and from time to time, at any time following the date of vesting prior to the expiry of their term, but provided that if an option expires during a black-out period, then the option shall remain exercisable until the period ending ten trading days after the end of such black-out period.
- Options cannot be granted for a term exceeding 5 years.
- Options granted shall vest, and become exercisable, according to the terms in the Plan and the discretion of the Board of Directors.
- Options granted pursuant to the Plan are non-transferable and non-assignable, other than to an Eligible Participant, registered retirement savings plan or registered retirement income fund in certain circumstances.
- Options are subject to early termination in the event that an optionee ceases to be an Eligible Participant. If any Eligible Participant ceases to be an Eligible Participant of the Corporation, for any reason, other than for cause or death, he or she may exercise any option issued under the Plan for 30 days from the date he or she ceases to be an Eligible Participant of, or to the Corporation, unless otherwise determined by the Board of Directors in its sole discretion. In the event of termination for cause, unexercised options are immediately cancelled and thereafter are of no force or effect.
- In the event of the death of an Eligible Participant, vested options may continue to be exercised up to one year following the death, but not beyond the normal expiry of the term of the option.
- The Plan allows the Board of Directors to amend the Plan without the approval of Shareholders, except under the Plan the Board of Directors may not:
 - Amend the provisions of the Plan addressing the determination of the exercise price of options;
 - Amend the Plan to increase the number of common shares that are issuable under it;
 - Amend the requirements to be an eligible participant under the Plan;
 - Amend the amending provisions of the Plan;
 - Amend the exercise price of any option issued under the Plan to an insider where the amendment reduces the exercise price;
 - Amend as necessary or advisable because of any change in or interpretation of any applicable law; or
 - Amend the term of any option issued to an insider under the Plan where the amendment extends the term of the option;

without having first obtained Shareholder approval, but excluding the votes of any insider benefiting from the proposed amendment as may be required from time to time by the TSX.

- Except for the foregoing seven amendments, the Board of Directors can make any other change to the Plan without Shareholder approval. Such amendments may include, without

limitation, amendments related to the vesting provisions of the Plan, the termination provisions of the Plan, the addition of any form of financial assistance by the Corporation for the acquisition of common shares under the Plan, the transferability of options, relating to the administration of the Plan, or any other amendment, fundamental or otherwise, not requiring Shareholder approval under applicable laws or the rules of the TSX, including amendments of a clerical or “housekeeping” nature.

- The Board of Directors also has the over-riding discretion under the Plan to extend the period of time within which an option held by a deceased participant may be exercised or within which an option may be exercised by a participant who has ceased to be an Eligible Participant (notwithstanding the default provisions of the Plan) but any such extension cannot extend beyond the original expiry date of the option, and are subject to any applicable regulatory or stock exchange approvals required at such time.
- If a bona fide offer to purchase any or all of the issued common shares of the Corporation is made by a third party, or the Corporation proposes to sell all or substantially all of its assets and undertaking, or the Corporation, in certain circumstances, proposes to merge or amalgamate (save and except for a subsidiary) or the Corporation proposes an arrangement as a result of which all of the outstanding common shares would be acquired by a third party, then an option granted under the Plan may be exercised (whether or not such option has vested) at any time up to and including (but not after) sixty (60) days following the completion of the transaction or prior to the close of business on the expiry date of the option, whichever is the earlier; and the Corporation may require the acceleration of the time for the exercise of the option and of the time for the fulfillment of any conditions or restrictions on such exercise.

The Board of Directors recommends that Shareholders vote in favour of the Stock Option Plan Resolution.

The persons named in the accompanying proxy will vote FOR the approval of the Stock Option Plan Resolution, unless the Shareholder has specified in the proxy that his or her common shares are to be voted against such resolution.

Item 6: Approval of By-Law No. 2

On April 23, 2013, the Board of Directors adopted By-Law No. 2 of the Corporation (the “By-Law Amendments”), being a by-law to amend By-Law No. 1 of the Corporation. The By-Law Amendments increase the quorum requirement for directors’ and Shareholders’ meetings, preclude the chair of the Board of Directors from a second or deciding vote on tie votes at meetings of the Board of Directors and introduce an advance notice requirement in connection with Shareholders intending to nominate directors in certain circumstances, as described in more detail below.

Quorum Requirement and Chair to Abstain from Casting Deciding Vote

By-Law No. 1 provides that quorum for the conduct of business (i) in the case of a Shareholder meeting, is met if at least 5% of the common shares entitled to be voted at the meeting are present in person or represented by proxy and at least two persons entitled to vote at the meeting are present at the meeting and (ii) in the case of a director meeting, may not be less than two-fifths of the number of directors. The By-Law Amendments amend the quorum requirement (i) for Shareholder meetings, by

requiring that at least 10% of the common shares entitled to be voted at the meeting are present in person or represented by proxy and (ii) for director meetings, by requiring that a majority of directors be present in order to constitute quorum.

By-Law No. 1 also provides that the chair of the Board of Directors may cast a second or deciding vote on tie votes at meetings of the Board of Directors. The By-Law Amendments provide that the chair of the Board of Directors may not cast a second or deciding vote in such circumstances.

The Board of Directors believes that it is appropriate to increase the quorum requirement and have the chair of the Board of Directors abstain from casting a second or deciding vote in the event of a tie. The higher quorum thresholds and abstention by the chair of the Board of Directors are consistent with prevailing recommended governance practices and, in the case of the amendment to the Shareholder quorum requirements, ensure that a material number of common shares are represented at any Shareholder meeting.

Advance Notice Provisions

The By-Law Amendments also incorporate advance notice provisions with respect to the nomination of directors. The Board of Directors believes that the proposed advance notice provisions will have the effect of providing Shareholders, directors and management of the Corporation with a transparent, structured and fair process for nominating directors of the Corporation in connection with any annual or special meeting of Shareholders.

The purpose of the advance notice provisions is to (i) ensure that all Shareholders receive adequate notice of director nominations and sufficient time and information with respect to all nominees to make appropriate deliberations and register an informed vote; and (ii) facilitate an orderly and efficient process for annual or, where the need arises, special meetings of Shareholders of the Corporation. The advance notice provisions fix a deadline by which holders of record of common shares of the Corporation must submit director nominations to the Corporation prior to any annual or special meeting of Shareholders and sets forth the information that a Shareholder must include in a written notice to the Corporation for any director nominee to be eligible for election at such annual or special meeting of Shareholders. As a result of these requirements, the advance notice provisions provides all Shareholders with the opportunity to participate effectively in the election of Directors by allowing them to consider all director nominees and to be made aware of potential proxy contests in advance of an annual or special meeting of Shareholders.

In order for the advance notice provisions contained in the By-Law Amendments to become effective, the By-Law Amendments must be approved by the affirmative vote of a simple majority of the votes cast by Shareholders voting in person or by proxy at the Meeting.

Summary of the Advance Notice Provisions

The following is a brief summary of certain provisions of the advance notice provisions and is qualified in its entirety by the full text of By-Law No. 2 which is attached to this Circular as Schedule D.

1. Other than pursuant to: (i) a "proposal" made in accordance with the *Business Corporations Act* (Ontario); or (ii) a requisition of the Shareholders made in accordance with the *Business Corporations Act* (Ontario), Shareholders of the Corporation must give advance written notice to the Corporation of any nominees for election to the Board of Directors.

2. The advance notice provisions fix a deadline by which holders of record of Shares must submit, in writing, nominations for Directors to the Secretary of the Corporation prior to any annual or special meeting of Shareholders and sets forth the specific information that such holders must include with their nominations in order to be effective.
3. For an annual meeting of Shareholders, notice to the Corporation must be not less than 30 and not more than 65 days prior to the date of the annual meeting; save and except where the annual meeting is to be held on a date less than 50 days after the date on which the first public announcement of the date of such annual meeting was made, in which event notice may be given not later than the close of business on the 10th day following such public announcement.
4. For a special meeting of Shareholders (that is not also an annual meeting), notice to the Corporation must be given not later than the close of business on the 15th day following the day on which the first public announcement of the date of such special meeting was made.

For the purposes of the advance notice provisions, “public announcement” means disclosure in a press release disseminated by the Corporation through a national news service in Canada, or in a document filed by the Corporation for public access under its profile on SEDAR at www.sedar.com.

The Board of Directors of the Corporation may, in its sole discretion, waive any requirement of the advance notice provisions.

A copy of the resolution approving the By-Law Amendments is set out in Schedule D of this Circular. If not approved at the Meeting, the By-Law Amendments will be of no force or effect.

The Board of Directors recommends that Shareholders vote in favour of the resolution approving the By-Law Amendments.

The persons named in the accompanying proxy will vote FOR the approval of the resolution approving the By-Law Amendments, unless the Shareholder has specified in the proxy that his or her common shares are to be voted against such resolution.

DIRECTORS’ AND OFFICERS’ COMPENSATION

Executive Compensation

Compensation Discussion and Analysis

This compensation discussion and analysis describes and explains all annual and long-term compensation for services in all capacities to the Corporation and its subsidiaries for the three most recently completed financial years in respect of each of its Chief Executive Officer (the “CEO”), Chief Financial Officer, and Vice President, Exploration as at December 31, 2012 and the other most highly compensated executive officers of the Corporation as at December 31, 2012 whose individual total salary and bonus for 2012, the Corporation’s most recently completed financial year, exceeded \$150,000, and any individual who would have satisfied these criteria but for the fact that that individual was not serving as such an officer at the end of the most recently completed financial year (collectively, the “Named Executive Officers”). Ian C. Peres, President and CEO, Richard Boulay, Chief Financial Officer, and Roger Aubertin, Vice President, Exploration are the Named Executive Officers or “NEOs”.

Compensation Committee

The Compensation Committee of the Board of Directors recognizes that the Corporation operates in a competitive environment and that its performance depends on the quality of its employees and alignment of compensation and corporate objectives. The Compensation Committee regularly evaluates the compensation program of the Corporation to assess whether it continues to meet the needs of both the Corporation and its Shareholders. Its key priorities remain to attract, motivate and retain highly qualified executives.

The Compensation Committee periodically reviews its compensation arrangements to confirm that the Corporation is appropriately positioned to continue to meet its recruitment, motivation and retention targets, while ensuring that the interests of executives are aligned with those of Shareholders.

The Compensation Committee prioritizes accountability to its stakeholders and the transparency of all elements of compensation, ensuring that arrangements, including salary, awards and incentives, reflect a clear link between performance and reward. The compensation program applies to Named Executive Officers as well as the directors and other key employees of the Corporation. The purpose the Compensation Committee is to:

- review the remuneration and benefits of directors;
- review the remuneration, benefits and performance of executive management;
- establish a plan of continuity for executives and other key employees; and
- ensure that the executive compensation plan of the Corporation remains broad and competitive.

The members of the Compensation Committee are Alex Henry (Chairman), Warren Bates and Patricia Sheahan. The Compensation Committee members are independent from the Corporation and meet at least once per year to consider the perspectives and advice of its members and others may be invited to attend, such as the CEO and independent compensation consultants. The Compensation Committee met twice during the financial year ended December 31, 2012.

Objectives of Compensation Program

The Corporation's compensation philosophy is to provide competitive compensation with a view to attract, motivate and retain highly qualified executive officers capable of achieving the Corporation's strategic and performance objectives and ultimately creating and sustaining Shareholder value. Consistent with this philosophy, the Corporation's compensation program is designed to:

- recruit, motivate and retain highly skilled executives;
- reward those who meet and exceed both short-term and long-term strategic goals through a largely variable and fluctuating compensation program directly linked to personal and corporate performance;
- ensure compensation arrangements are equitable, reflecting the recognition that the Corporation's executives function as an integrated team whose performance is directly correlated to shareholder value; and
- align the interests of executives with those of Shareholders.

Elements of Compensation Program

As discussed in further detail below, the Corporation's compensation program is comprised of three (3) main elements: (1) base salaries; (2) non-equity incentive plan compensation in the form of annual and special success cash bonuses; and (3) long-term incentives in the form of option-based awards granted pursuant to the Corporation's stock option plan. These components are combined to provide a compensation package that attracts highly qualified individuals and motivates these individuals to meet operating targets without sacrificing long-term growth by providing constant income in the form of base salary, as well as both short-term and long-term incentives which reward performance that creates and preserves shareholder value.

Base Salary

The primary element of the Corporation's compensation program is base salary. The Corporation's view is that a competitive base salary is a necessary element for attracting and retaining qualified executive officers. The amount payable to a NEO as base salary is determined primarily by the number of years of experience of the NEO, as well as past performance, anticipated future contribution, internal value of the NEO's position and comparisons to the base salaries offered by comparable companies in the junior mineral exploration industry. To ensure that the Corporation will continue to attract and retain qualified and experienced executives, base salaries are reviewed and adjusted annually, in order to ensure that they remain at a level above the median for comparable companies. Salaries for those executives reporting directly to the CEO are approved by the CEO and the Compensation Committee, while the CEO's salary is approved by the Compensation Committee and the Board of Directors of the Corporation.

The Compensation Committee believes that the base salaries paid to its NEOs in fiscal 2012 appropriately reflected the level and scope of responsibility, skills and experience required in the execution of their roles; and such salary was adequately competitive to facilitate recruitment and promote retention.

Non-Equity Incentive Plans

Non-equity incentive plans are intended to promote strong corporate management by providing annual financial incentives to meet or exceed short-term corporate targets and operational goals. Such incentive plans are comprised primarily of annual cash bonuses paid to a NEO, and the annual cash bonus is a variable component of executive compensation based on individual performance as well as corporate financial and operational results.

The purpose of non-equity incentive plans is to correlate compensation more directly to corporate performance and share price and to attract, motivate and retain those individuals who maintain corporate and operational goals, thereby aligning management and Shareholder interests.

The potential bonus amount assigned to each NEO in a given financial year is expressed as a percentage of base salary. In fiscal 2012, the CEO was eligible for a target bonus of up to 100% of his base salary. The Chief Financial Officer was eligible for a target bonus of up to 50% of his base salary. The Vice President, Exploration was eligible for a target bonus of up to 100% of his base salary. While lower amounts are paid in respect of performance that does not meet objectives, it is in the discretion of the

Compensation Committee to recommend bonus amounts that exceed set targets for exceptional performance.

Long-Term Incentive Plans

The Compensation Committee also believes that options help the Corporation attract, motivate and retain key individuals. Awards are made in the context of market conditions, giving effect to the NEO's background and experience. Initial grants of stock options facilitate the recruitment of new executives while ensuring the long-term interest of such executives in the Corporation's performance.

Under the Corporation's stock option plan, options are awarded to senior executives for current and potential contribution to the performance of the Corporation. Options issued by the Corporation vest immediately or over time and have a maximum five (5) year term providing incentives to executives to support long-term corporate goals and shareholder interests, and further encouraging the long-term retention of such individuals.

The Corporation's practice is to assign a specific value to the intended grant and determine the number of shares issuable on the exercise of the option with reference to such value. In fiscal 2012, the Corporation granted 460,000 options to Ian C. Peres in lieu of the fiscal 2011 cash incentive compensation earned and payable to Mr. Peres, 150,000 options to Richard Boulay, and 1,000,000 options to Roger Aubertin as part of his employment compensation package when he was hired in December 2012.

Performance Goals

Compensation payable to each NEO is largely based on the achievement of certain performance goals. Performance goals affect option-based awards and non-equity incentive plan compensation, and are considered in assessing annual salary adjustments. Performance goals are established annually and are designed to align with the Corporation's strategic objectives. The fiscal 2012 performance goals were directly related to the execution of the business plan, which included (1) completion of corporate equity financings to support ongoing exploration programs; (2) attracting top tier senior management to further enhance the exploration team; (3) strategic initiatives to improve the Corporation's capital market presence by attracting expanded analyst research coverage; (4) advancement and de-risking of the Corporation's flagship Golden Highway Project including metallurgical and specific gravity testing, completion of an updated NI 43-101 Technical Report, consideration of an internal scoping study or Preliminary Economic Study in late December 2012 or early 2013; and (5) execution of exploration objectives on time and on budget.

Determining the CEO's Compensation

The components of the CEO's total compensation are the same as those for all other NEOs of the Corporation, namely: base salary, annual and special success cash bonuses, and stock compensation awarded under the stock compensation arrangements of the Corporation.

The compensation program of the Corporation is designed to provide competitive compensation to all NEOs. The Corporation has determined that compensation weighted heavily toward incentive-based awards is appropriate for its CEO.

Summary Compensation Table

SUMMARY COMPENSATION – NAMED EXECUTIVE OFFICERS						
Name and Principal Position	Year	Salary (Cash) (\$)	Option-based awards (Non-cash) (\$) ⁽⁴⁾	Non-equity incentive plan compensation (Cash) (\$)	All other compensation (Cash) (\$)	Total Cash and Non-Cash compensation (\$)
Ian C. Peres <i>President & Chief Executive Officer and Director</i> ⁽¹⁾	2012	200,000	-	200,000	-	400,000
	2011	200,000	85,250	50,000	-	335,250
	2010	200,000	81,600	75,000	-	356,600
Richard Boulay <i>Chief Financial Officer and Director</i> ⁽²⁾	2012	12,000	15,942	-	-	27,942
	2011	-	-	-	-	-
Roger Aubertin <i>Vice President, Exploration</i> ⁽³⁾	2012	6,284	121,389	-	-	127,673

(1) President since June 16, 2009; Chief Executive Officer and Director since August 7, 2008; acting Chief Financial Officer from August 7, 2008 until February 11, 2011.

(2) Chief Financial Officer since November 14, 2012; acting Chief Financial Officer since February 11, 2011.

(3) Vice President, Exploration since December 7, 2012.

(4) Black Scholes valuation of out-of-the-money stock options at grant date (i.e. Nil intrinsic value as exercise price = market price at grant date).

2012 INCENTIVE PLAN AWARDS – NAMED EXECUTIVE OFFICERS			
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 (\$)
Ian C. Peres	- ⁽¹⁾	-	-
Roger Aubertin	- ⁽¹⁾	-	-

(1) The aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date is nil.

2012 OPTION-BASED AWARDS – NAMED EXECUTIVE OFFICERS				
Name	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)
Ian C. Peres	-	-	-	-
Roger Aubertin	1,000,000	0.28	December 5, 2015	-

Circumstances Triggering Termination and Change of Control Benefits

As noted below under the heading “Termination and Change of Control Benefits”, there are certain circumstances that trigger payments or the provision of other benefits to a NEO upon termination and change of control. The Compensation Committee determined that such “change of control” provisions are necessary in order to attract and retain highly skilled executives. Change of control provisions are necessary not only to protect the NEOs of the Corporation, but also to encourage NEOs to pursue transactions, including mergers and take-overs, that are beneficial to the Corporation but may result in the termination of the NEO’s employment.

Termination and Change of Control Benefits

The Corporation has entered into employment agreements with Ian C. Peres and Roger Aubertin. Mr. Peres’ employment agreement provides for an annual salary in 2012 of \$200,000 and participation in the non-equity incentive compensation plans and option-based awards. Mr. Aubertin’s employment agreement, based on his hire date of December 4, 2012, provides for an annual salary in 2012 of \$175,000 and participation in the non-equity incentive compensation plans and option-based awards.

Further, the employment agreement for each of Mr. Peres and Mr. Aubertin provides for the payment and provision of other benefits in the event of any of involuntary termination without cause, resignation for good reason, and a change of control of the Corporation, but not for reasons of death, disability or voluntary resignation. In the event of such termination, the Corporation will also take such steps as necessary to deem vested, and available for exercise, any previously granted but unvested options.

In the event that Mr. Peres is involuntarily terminated without cause or resigns for good reason, he would be entitled to lump sum payments equal to twelve (12) months of his then current base salary, and an incentive bonus entitlement of one hundred percent (100%) of his then current base salary. Assuming that Mr. Peres was involuntarily terminated without cause or resigned for good reason effective December 31, 2012, he would be entitled to \$400,000.

In the event that Mr. Aubertin is involuntarily terminated without cause or resigns for good reason, he would be entitled to lump sum payments equal to six (6) months of his then current base salary. Assuming that Mr. Aubertin was involuntarily terminated without cause or resigned for good reason effective December 31, 2012, he would be entitled to \$87,500.

The estimated incremental payments and benefits payable by the Corporation in the event that Mr. Peres is terminated without cause or resigns for good reason within six (6) months following a change of control would include lump sum payments equal to eighteen (18) months of his then current base salary, and an incentive bonus entitlement of one hundred percent (100%) of his then current base salary. Assuming that Mr. Peres is terminated without cause or resigns for good reason effective December 31, 2012 and a change of control of the Corporation occurred in the prior six months, Mr. Peres would be entitled to \$500,000.

The estimated incremental payments and benefits payable by the Corporation in the event that Mr. Aubertin is terminated without cause or resigns for good reason within six (6) months following a change of control would include lump sum payments equal to twelve (12) months of his then current base salary, and an incentive bonus entitlement of one hundred percent (100%) of his then current base

salary. Assuming that Mr. Aubertin is terminated without cause or resigns for good reason effective December 31, 2012 and a change of control of the Corporation has occurred in the prior six months, Mr. Aubertin would be entitled to \$350,000.

The termination payment provided for under the employment agreement for each of Mr. Peres and Mr. Aubertin may not be triggered if there are breaches in any of the provisions of the employment agreement relating to confidentiality, non-solicitation, non-disparagement or intellectual property. Mr. Peres and Mr. Aubertin are bound by their commitment not to solicit the employment of any individual employed by the Corporation at the time of termination for one year following termination.

Directors' Compensation

During the financial year ended December 31, 2012, directors were paid a cash retainer, a cash fee for each meeting attended and option-based compensation. There were no newly appointed non-executive directors during the most recent financial year ended December 31, 2012.

Executive officers of the Corporation who also act as directors of the Corporation do not receive any additional compensation for acting as directors. See "Executive Compensation".

SUMMARY COMPENSATION - DIRECTORS				
Name	Year	Director Fees (Cash) (\$)	Option-based awards (Non-cash) (\$) ⁽¹⁾	Total Cash and Non-Cash compensation (\$)
Warren Bates	2012	9,500	15,942	25,442
	2011	8,750	31,000	39,750
	2010	7,500	-	7,500
Alex Henry	2012	13,500	15,942	29,442
	2011	14,250	62,000	76,250
	2010	14,500	-	14,500
Patricia Sheahan	2012	6,284	23,237	29,521

(1) Black Scholes valuation of out-of-the-money stock options at grant date (i.e. Nil intrinsic value as exercise price = market price at grant date).

2012 INCENTIVE PLAN AWARDS – 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 (\$)
Warren Bates	- ⁽¹⁾	-	-
Alex Henry	- ⁽¹⁾	-	-
Patricia Sheahan	- ⁽¹⁾	-	-

(1) The aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date is nil.

2012 OPTION-BASED AWARDS - DIRECTORS				
Name	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)
Warren Bates	150,000	0.24	November 2, 2015	-
Alex Henry	150,000	0.24	November 2, 2015	-
Patricia Sheahan	200,000	0.20	September 24, 2015	-

OUTSTANDING OPTION-BASED AWARDS

The option-based awards granted by the Corporation vest immediately or over time. The grant of option-based awards to NEOs is approved by the Board of Directors of the Corporation, upon recommendation from the Compensation Committee. NEOs do not play a role in administering or amending the Corporation's stock option plans. Previous grants of options may be taken into account when considering new grants; however, varying circumstances each year are also considered.

The Corporation does not grant share-based awards.

The following sets forth all option-based awards outstanding at December 31, 2012 for each Named Executive Officer:

OUTSTANDING OPTION-BASED AWARDS – NAMED EXECUTIVE OFFICERS				
Name	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)
Ian C. Peres <i>President and Chief Executive Officer</i>	460,000	0.24	November 2, 2015	-
	550,000	0.28	May 17, 2014	-
	400,000	0.30	May 16, 2015	-
Richard Boulay <i>Chief Financial Officer</i>	200,000	0.30	May 6, 2015	-
	50,000	0.36	February 11, 2014	-
	150,000	0.24	November 2, 2015	-
Roger Aubertin <i>Vice President, Exploration</i>	1,000,000	0.28	December 5, 2015	-

The following sets forth all option-based awards outstanding at December 31, 2012 for each independent director:

OUTSTANDING OPTION-BASED AWARDS – DIRECTORS				
Name	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)
Warren Bates	150,000	0.24	November 2, 2015	-
	200,000	0.28	May 17, 2014	-
	200,000	0.115	June 12, 2014	15,000
Richard Boulay	150,000	0.24	November 2, 2015	-
	200,000	0.28	May 17, 2014	-
	200,000	0.30	May 16, 2015	-
Alex Henry	150,000	0.24	November 2, 2015	-
	400,000	0.28	May 17, 2014	-

EQUITY COMPENSATION PLAN INFORMATION			
Plan Category	Number of Common Shares to be issued upon exercise of outstanding options (A)	Weighted average exercise price of outstanding options (B)	Number of shares remaining available for future issuance under equity compensation plans (excluding Common Shares reflected in column (A)) (C)
Stock Option Plan	6,734,083	\$0.24	12,613,155
Equity compensation plans not approved by Shareholders	-	\$0.00	-

SHAREHOLDER RETURN PERFORMANCE GRAPH

The graph below compares the Corporation’s five-year cumulative total Shareholder return to the S&P/TSX Capped Materials Index (the “Index”), assuming a \$100 investment in the common shares of the Corporation on December 31, 2007.



Equity performance for the Corporation is affected most significantly by associated gold commodity prices. Broader economic conditions and market sentiment also affect equity performance. During 2012, volatility in the global markets, in particular Europe and the USA, resulted in junior gold stocks experiencing a substantial decline in market capitalizations. The Corporation’s peer group was down substantially in 2012 and Moneta, despite outperforming the peer group on a relative basis, was impacted by this broad based decline in the gold sector.

It is difficult to directly compare the trend in the Corporation's compensation to its NEOs during the past five (5) years with the trend shown by this graph because no one NEO has been with the Corporation for the entire five-year period.

The compensation for the President and CEO of the Corporation takes into consideration his role as corporate secretary and his significant support to the CFO function. Consequently, there continues to be a significant decline in key expenditures such as legal and audit, corporate secretarial and exploration since August 2008, making the fixed and operating costs of the Corporation among the most competitive of any junior mineral exploration stock.

BOARD COMMITTEES

The Board of Directors has two committees: the Audit Committee and the Compensation Committee.

The Audit Committee is composed of three members: Alex D. Henry, Warren Bates and Patricia Sheahan. Mr. Henry is the Chairman of the Audit Committee. The Audit Committee meets at least four times per year. All Audit Committee members are financially literate and are deemed to be independent. A member of the Audit Committee is considered financial literate if the member has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements. A member of the Audit Committee is deemed to be independent if the member has no direct or indirect material relationship with the Corporation which could, in the view of the Board of Directors, reasonably interfere with the exercise of the member's independent judgment. For additional information regarding the Audit Committee see "Audit Committee" in the Corporation's Revised Annual Information Form dated April 25, 2013.

The Compensation Committee is currently composed of three members: Alex D. Henry, Warren Bates and Patricia Sheahan. The Compensation Committee meets at least once annually and as required during the year. See "Directors' and Officers' Compensation – Compensation Committee".

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at April 25, 2013, no individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Corporation, and no associate of any such director, executive officer is, or at any time since the beginning of the most recently completed financial year of the Corporation has been, indebted to the Corporation or any of its subsidiaries.

DIRECTORS' AND OFFICERS' INSURANCE

The Corporation purchases liability insurance for its directors and officers. No part of the premiums is payable by the directors or officers of the Corporation. The annual insurance coverage under the policies is limited to \$5,000,000 per policy year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director or executive officer or Shareholder who beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the outstanding common shares, or any known associate or affiliate of any such person, has or had any material interest, direct or indirect, in any

transaction during the year ended December 31, 2012, or in any proposed transaction, that has materially affected or will materially affect the Corporation.

CORPORATE GOVERNANCE PRACTICES

The Corporation and the Board of Directors recognize the importance of corporate governance to the effective management of the Corporation and to the protection of its employees, Shareholders and other stakeholders. The Corporation's approach to significant issues of corporate governance is designed with a view to ensuring that the business and affairs of the Corporation are effectively managed so as to enhance Shareholder value.

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* requires the Corporation to disclose its approach to corporate governance. National Policy 58-201 – *Corporate Governance Guidelines* is not intended to be prescriptive, but encourages the Corporation to apply the guidelines set out therein to the development of the Corporation's governance practices.

The chart below outlines the Corporation's corporate governance procedures and highlights the Corporation's compliance with Form 58-101F1 - *Corporate Governance Disclosure*. This chart has been prepared by the Board of Directors.

Corporate Governance Disclosure

Form 58-101F1 Disclosure Requirement	Disclosure
<i>1. Board of Directors</i>	
(a) Disclose the identity of directors who are independent.	Warren Bates, Alex Henry, and Patricia Sheahan are independent.
(b) Disclose the identity of directors who are not independent, and describe the basis for that determination.	Richard Boulay and Ian C. Peres are not independent by virtue of management positions held with the Corporation.
(c) Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the Board of Directors does to facilitate its exercise of independent judgment in carrying out its responsibilities.	Currently, three (3) out of a total of five (5) directors are independent and therefore, a majority of directors are independent. If each of the proposed nominees for election to the Board of Directors is elected, three (3) of five (5), or a majority of directors, will be independent.
(d) If a director is currently 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.	Richard Boulay is currently Chairman of Latin American Minerals Inc. and Chairman of StrikePoint Gold Inc. Ian C. Peres is currently an independent director of Latin American Minerals Inc. Patricia Sheahan is an independent director of Latin American Minerals Inc.
(e) Disclose whether or not the independent directors	In fiscal 2012, the independent directors on the Board of Directors

Form 58-101F1 Disclosure Requirement	Disclosure
<p>hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the Board of Directors does to facilitate open and candid discussion among its independent directors.</p>	<p>met without non-independent directors and management in attendance on one (1) occasion.</p> <p>In fiscal 2012, the independent directors on the Audit Committee met without non-independent directors and management in attendance on one (1) occasion.</p>
<p>(f) Disclose whether or not the chair of the Board of Directors is an independent director. If the Board of Directors has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the Board of Directors has neither a chair that is independent nor a lead director that is independent, describe what the Board of Directors does to provide leadership for its independent directors.</p>	<p>The Corporation does not currently have a Chairman and nominates an acting chairman at each meeting of the Board of Directors.</p>
<p>(g) Disclose the attendance record of each director for all Board of Directors meetings held since the beginning of the issuer's most recently completed financial year.</p>	<p>In fiscal 2012, the Board of Directors held five (5) meetings. The attendance record of each director for these meetings is as follows: Mr. Bates: 100%; Mr. Boulay: 100%; Mr. Henry: 80%; Mrs. Sheahan: 100% and Mr. Peres: 100%.</p>
<p><i>2. Board of Directors Mandate</i></p>	
<p>Disclose the text of the Board of Directors' written mandate. If the Board of Directors does not have a written mandate, describe how the Board of Directors delineates its role and responsibilities.</p>	<p>The text of the Board of Directors' terms of reference is set out in Schedule E to this Circular.</p>
<p><i>3. Position Descriptions</i></p>	
<p>(a) Disclose whether or not the Board of Directors has developed written position descriptions for the chair and the chair of each Board of Directors committee. If the Board of Directors has not developed written position descriptions for the chair and/or the chair of each Board of Directors committee, briefly describe how the Board of Directors delineates the role and responsibilities of each such position.</p>	<p>The Board of Directors has developed written terms of reference for each committee of the Board of Directors. These terms of reference include the responsibilities of the committee chair as well as the committee members.</p> <p>The chair of each committee of the Board of Directors is responsible for presiding over all meetings of that committee, coordinating compliance with the committee's mandate, working with management to develop the committee's annual work plan and providing the Board of Directors with reports of the committee's key activities.</p>
<p>(b) Disclose whether or not the Board of Directors and CEO have developed a written position description for the CEO. If the Board of Directors and CEO have not developed such a position description, briefly describe how the Board of Directors delineates the role and responsibilities of the CEO.</p>	<p>The Board of Directors has developed a written position description for the CEO, which may be summarized as follows:</p> <p>The CEO serves as the leader of and maintains an effective and cohesive management team for the Corporation; sets the tone for the Corporation by exemplifying consistent values of high ethical standards and fairness; leads the Corporation in defining its vision;</p>

Form 58-101F1 Disclosure Requirement	Disclosure
	is the main spokesperson for the Corporation; and bears chief responsibility in ensuring that the Corporation meets its short-term operational and long-term strategic goals.
<i>4. Orientation and Continuing Education</i>	
(a) Briefly describe what measures the Board of Directors takes to orient new directors regarding (i) the role of the Board of Directors, its committees and its directors; and (ii) the nature and operation of the issuer's business.	The Corporation has an orientation program for new directors under which a new director meets with each member of the Board of Directors, the CEO, members of the senior executive team and the Corporate Secretary. A new director is presented with a director's manual that reviews Board of Directors policies and procedures, the Corporation's current strategic plan, financial plan and capital plan, the most recent annual and quarterly reports and materials related to key business issues.
(b) Briefly describe what measures, if any, the Board of Directors takes to provide continuing education for its directors. If the Board of Directors does not provide continuing education, describe how the Board of Directors ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.	The chair of each committee is responsible for coordinating orientation and continuing director development programs relating to the committee's mandate. Each committee chair is also responsible for instituting a learning program that focuses on topics that are relevant to the committee's mandate.
<i>5. Ethical Business Conduct</i>	
(a) Disclose whether or not the Board of Directors has adopted a written code for the directors, officers and employees. If the Board of Directors has adopted a written code: (i) disclose how a person or company may obtain a copy of the code; (ii) describe how the Board of Directors monitors compliance with its code, or if the Board of Directors does not monitor compliance, explain whether and how the Board of Directors satisfies itself regarding compliance with its code; and (iii) provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive director that constitutes a departure from the code.	<p>The Board of Directors has adopted a written Code of Ethics (the "Code") that applies to all directors, officers and employees. This document is available upon request from the Corporation at 65 Third Avenue, Timmins, Ontario, P4N 1C2, Canada.</p> <p>The principles outlined in the Code are intended to establish a minimum standard of conduct by which all employees are expected to abide; protect the business interests of the Corporation, its employees and other stakeholders; maintain the Corporation's reputation for integrity; and facilitate compliance by the Corporation's employees with applicable legal and regulatory obligations.</p>
(b) Describe any steps the Board of Directors takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.	The Board of Directors' terms of reference, which are set out in Schedule E to this Circular, require directors to exercise independent judgment, regardless of the existence of relationships or interests which could interfere with the exercise of independent judgment. Directors are also required to disclose any conflict of interest in any issue brought before the Board of Directors and must refrain from participating in the Board of Directors discussion and voting on the matter.
(c) Describe any other steps the Board of Directors takes to encourage and promote a culture of ethical business conduct.	As mentioned above at 5(a), the Board of Directors has adopted the Code and intends to comply and encourage compliance with the Code.

Form 58-101F1 Disclosure Requirement	Disclosure
<i>6. Nomination of Directors</i>	
(a) Describe the process by which the Board of Directors identifies new candidates for Board of Directors nomination.	On an ongoing basis, the Board of Directors asks incumbent directors and senior management to suggest individuals who should be considered as proposed nominees to the Board of Directors. When it becomes apparent that a vacancy on the Board of Directors will arise, either from mandatory or elective retirement or otherwise, the Board of Directors reviews its list of proposed nominees as against the skill sets of incumbent Board members and the range of experience and expertise necessary for the Board of Directors. Those who have the requisite qualifications and meet the Corporation's standards are ranked by the Board of Directors in order of preference and contacted to determine their interest in serving on the Board of Directors.
(b) Disclose whether or not the Board of Directors has a nominating committee composed entirely of independent directors. If the Board of Directors does not have a nominating committee composed entirely of independent directors, describe what steps the Board of Directors takes to encourage an objective nomination process.	The Board of Directors does not currently have a separate nominating committee as that function is administered by the Board of Directors. The directors identify and assess all prospective Board nominees.
(c) If the Board of Directors has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	The Board of Directors does not have a nominating committee. The nominating process is described above at 6(a).
<i>7. Compensation</i>	
(a) Describe the process by which the Board of Directors determines the compensation for the issuer's directors and officers.	The Compensation Committee reviews and recommends, for the Board of Directors' approval, the Corporation's director and officer compensation policy and practices. The Compensation Committee considers many factors, including whether compensation fairly reflects the responsibilities and risks involved. Determination of appropriate director and officer compensation includes benchmarking against other publicly listed junior mineral exploration companies in Canada. Details regarding executive and director compensation are set out in the Circular under "Executive Compensation" and "Directors' Compensation".
(b) Disclose whether or not the Board of Directors has a Compensation Committee composed entirely of independent directors. If the Board of Directors does not have a Compensation Committee composed entirely of independent directors, describe what steps the Board of Directors takes to ensure an objective process for determining such compensation.	The Compensation Committee is composed of independent directors.
(c) If the Board of Directors has a Compensation Committee, describe the responsibilities, powers and operation of the Compensation Committee.	The Compensation Committee has the following functions: reviewing the performance goals of the President and CEO; reviewing the performance and compensation of the President and CEO; reviewing the appointment and compensation of other key senior management positions; reviewing the Corporation's compensation principles, policies and plans; and providing the

Form 58-101F1 Disclosure Requirement	Disclosure
	report on executive compensation in the Corporation's management proxy circular. See "Executive Compensation" for further details on the activities of the Compensation Committee.
(d) If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.	The Corporation has not engaged a compensation consultant or advisor in fiscal 2012 or prior years.
<i>8. Other Board Committees</i>	
If the Board of Directors has standing committees other than the compensation and nominating committees, identify the committees and describe their function.	The Audit Committee has the primary function of fulfilling its responsibilities in relation to: reviewing the integrity of the Corporation's financial statements, financial disclosures and internal controls over financial reporting; monitoring the system of internal control; monitoring the Corporation's compliance with legal and regulatory requirements; selecting the external auditor for shareholder approval; reviewing the qualifications, independence and performance of the external auditor; and reviewing the qualifications, independence and performance of the Corporation's internal auditors. The Audit Committee has specific responsibilities relating to: the Corporation's financial reports; the external auditor; internal controls; risk management; regulatory reports and returns; and legal or compliance matters that have a material impact on the Corporation. In fulfilling its responsibilities, the Audit Committee meets with the external auditor, both with and exclusive of key management members.
<i>9. Assessments</i>	
Disclose whether or not the Board of Directors, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board of Directors satisfies itself that the Board of Directors, its committees, and its individual directors are performing effectively.	The mandate of the Board of Directors requires the Board of Directors to evaluate and review its own performance and that of its committees and its directors each year.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Shareholders may obtain copies of the Corporation's financial statements and Management's Discussion & Analysis ("MD&A") by written request to 65 Third Avenue, Timmins, Ontario, P4N 1C2, Canada. Financial information is provided in the Corporation's comparative financial statements and MD&A for financial year ended December 31, 2012.

DIRECTORS' APPROVAL

The Board of Directors of the Corporation has approved the contents and the sending of this Circular.

DATED at Toronto, Ontario, this 25th day of April, 2013.

BY ORDER OF THE BOARD OF DIRECTORS



Ian C. Peres
President, CEO & Director

SCHEDULE A
RESOLUTION OF THE SHAREHOLDERS OF
MONETA PORCUPINE MINES INC. (THE "CORPORATION")

WHEREAS the Board of Directors of the Corporation believes it is in the Corporation's best interests to change its name from "Moneta Porcupine Mines Inc." to "Windjammer Gold Inc.";

AND WHEREAS a change to the Corporation's name ("Name Change") requires an amendment to the Corporation's Articles of Amendment, which constitutes a fundamental change under Part XIV of the *Business Corporations Act* (Ontario);

AND WHEREAS the Name Change requires the approval by the Corporation's shareholders of a special resolution by at least two-thirds of votes cast;

NOW THEREFORE, BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- (1) the Articles of Amendment of the Corporation be amended to change the name from "Moneta Porcupine Mines Inc." to "Windjammer Gold Inc.", or such other name as the Board of Directors of the Corporation determines appropriate and to make a corresponding change to the Corporation's ticker symbol from "ME" to "WJ", or such other ticker symbol as the Board of Directors determines appropriate;
- (2) the Corporation is hereby authorized to file articles of amendment with the Director under the *Business Corporations Act* (Ontario) at any time after the date of this resolution to give effect to the amendments noted above and to otherwise take all actions required to give effect to such amendments;
- (3) notwithstanding that this resolution has been approved by the shareholders of the Corporation, the directors of the Corporation are authorized without further notice to, or approval of, the shareholders of the Corporation not to proceed with the actions contemplated by this resolution; and
- (4) any director or officer of the Corporation, or any other person authorized by the directors from time to time, is hereby authorized and directed for and in the name and on behalf of the Corporation to execute and deliver articles of amendment and all other acts and things and to execute and deliver or cause to be delivered all documents and instruments which in the opinion of such director or officer may be necessary or desirable to carry out the intent of this resolution.

SCHEDULE B
RESOLUTION OF THE SHAREHOLDERS OF
MONETA PORCUPINE MINES INC. (THE "CORPORATION")

WHEREAS the Toronto Stock Exchange requires that its listed issuers approve every three (3) years any security-based compensation arrangement and all unallocated options under a security-based compensation arrangement which does not have a fixed maximum aggregate of securities issuable;

AND WHEREAS the board of directors of the Corporation amended and restated the Corporation's 2010 Stock Option Plan (the "Plan") on April 23, 2013 as described in the Corporation's Information Circular dated April 25, 2013;

AND WHEREAS the Plan and all unallocated options under the Plan must be approved, ratified and confirmed by the shareholders of the Corporation;

NOW THEREFORE, BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

- (1) the Plan and all unallocated options under the Plan be and is hereby approved, ratified and confirmed;
- (2) in accordance with the requirements of the Toronto Stock Exchange, the directors of the Corporation will subsequently seek shareholder approval of the Corporation's stock option plan at the annual and special meeting of the shareholders to be held on or by May 21, 2016; and
- (3) any director or officer of the Corporation, or any other person authorized by the directors from time to time, is hereby authorized and directed for and in the name and on behalf of the Corporation to do all acts and things and to execute and deliver or cause to be delivered all documents and instruments which in the opinion of such director or officer may be necessary or desirable to carry out the intent of this resolution.

SCHEDULE C
RESOLUTION OF THE SHAREHOLDERS OF
MONETA PORCUPINE MINES INC. (THE "CORPORATION")

WHEREAS the directors of the Corporation believe that By-Law No. 1 of the Corporation should be amended in a manner consistent with prevailing recommended corporate governance practices to ensure a material number of common shares is represented at any shareholder meeting;

AND WHEREAS the directors of the Corporation believe that shareholders of the Corporation should be provided with sufficient time and disclosure to make appropriate decisions regarding the election of directors to the Corporation's Board of Directors;

AND WHEREAS By-Law No. 2 amends By-Law No. 1 by (i) increasing the quorum requirement for (a) shareholder meetings and (b) director meetings, (ii) precludes the chair of the board from a second or deciding vote on tie votes at board meetings and (iii) adding advanced notice provisions for the nomination of directors by shareholders in certain circumstances;

AND WHEREAS the directors of the Corporation approved By-Law No. 2 on April 23, 2013;

AND WHEREAS By-Law No. 2 must be approved, ratified and confirmed by the shareholders of the Corporation;

NOW THEREFORE, BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

- (1) By-Law No. 2 as set out in Schedule D to the Corporation's Information Circular dated April 25, 2013 be and is hereby approved, ratified and confirmed; and
- (2) any director or officer of the Corporation, or any other person authorized by the directors from time to time, is hereby authorized and directed for and in the name and on behalf of the Corporation to do all acts and things and to execute and deliver or cause to be delivered all documents and instruments which in the opinion of such director or officer may be necessary or desirable to carry out the intent of this resolution.

SCHEDULE D
MONETA PORCUPINE MINES INC.
(the "Corporation")

BY-LAW NO. 2
A BY-LAW TO AMEND BY-LAW NO. 1

BE IT ENACTED as a by-law of the Corporation as follows:

1. "Section 1.1 Definitions" be amended to add the following in alphabetical order:

"Nominating Shareholder" means any person entitled to vote at a meeting of shareholders of the Corporation.

"Proposed Nominee" means a person who the Nominating Shareholder proposes to nominate for election as a director of the Corporation.

"Timely Notice" has the meaning specified in Section 3.12(c).

2. "Section 3.6 Quorum" of By-Law No. 1 is repealed in its entirety and replaced with the following:

"Section 3.6 Quorum.

A majority of the number of directors in office or such greater or lesser number as the directors may determine from time to time, constitutes a quorum at any meeting of the directors. Where the Corporation has fewer than three directors, all directors must be present at any meeting of directors to constitute a quorum. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors."

3. "Section 3.10 Votes to Govern" of By-Law No. 1 is repealed in its entirety and replaced with the following:

"Section 3.10 Votes to Govern.

At all meetings of directors, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting is not entitled to a second or casting vote."

4. The following be added as Section 3.12 of By-Law No. 1:

"Section 3.12 Nomination of Directors.

- (a) Only persons who are nominated in accordance with the procedures set out in this Section shall be eligible for election as directors to the board. Nominations of persons for election to the board may only be made at an annual meeting of shareholders, or at a special meeting of shareholders called for any purpose which includes the election of directors to the board, as follows:

- (i) by or at the direction of the board or an authorized officer of the Corporation, including pursuant to a notice of meeting as contemplated by Section 3.4;

- (ii) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of shareholders made in accordance with the provisions of the Act; or
 - (iii) by any person entitled to vote at such meeting (a “Nominating Shareholder”), who: (A) is, at the close of business on the date of giving notice provided for in Section 3.12(c) below and on the record date for notice of such meeting, either entered in the securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (B) has given timely notice in proper written form as set forth in this Section.
- (b) For the avoidance of doubt, the foregoing Section 3.12(a)(iii) shall be the exclusive means for any person to bring nominations for election to the board before any annual or special meeting of shareholders of the Corporation, provided, however, that nothing in this Section shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter that is properly before such meeting pursuant to the provisions of the Act or the discretion of the chair of the board.
- (c) For a nomination made by a Nominating Shareholder to be timely notice (a “Timely Notice”), the Nominating Shareholder’s notice must be received by the corporate secretary of the Corporation at the principal executive offices of the Corporation:
 - (i) in the case of an annual meeting of shareholders, not later than the close of business on the 30th day and not earlier than the opening of business on the 65th day before the date of the meeting; provided, however, if the first public announcement made by the Corporation of the date of the annual meeting is less than 50 days prior to the meeting date, not later than the close of business on the 10th day following the day on which the first public announcement of the date of such annual meeting is made by the Corporation; and
 - (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for any purpose which includes the election of directors to the board, not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting is made by the Corporation.
- (d) The time periods for giving of a Timely Notice shall in all cases be determined based on the original date of the annual meeting or the first public announcement of the annual or special meeting, as applicable. In no event shall an adjournment or postponement of an annual meeting or special meeting of shareholders or any announcement thereof commence a new time period for the giving of a Timely Notice.
- (e) To be in proper written form, a Nominating Shareholder’s notice to the corporate secretary must comply with all the provisions of this Section 3.12(e) and:

- (i) disclose or include, as applicable, as to each person whom the Nominating Shareholder proposes to nominate for election as a director (a “Proposed Nominee”):
 - (A) their name, age, business and residential address, principal occupation or employment for the past five years and status as a “resident Canadian” (as such term is defined in the Act);
 - (B) their direct or indirect beneficial ownership in, or control or direction over, any class or series of securities of the Corporation, including the number or principal amount and the date(s) on which such securities were acquired;
 - (C) any relationships, agreements or arrangements, including financial, compensation and indemnity related relationships, agreements or arrangements, between the Proposed Nominee or any affiliates or associates of, or any person or entity acting jointly or in concert with, the Proposed Nominee or the Nominating Shareholder;
 - (D) any other information that would be required to be disclosed in a dissident proxy circular or other filings required to be made in connection with the solicitation of proxies for election of directors pursuant to the Act or applicable securities law; and

- (ii) disclose or include, as applicable, as to each Nominating Shareholder giving the notice and each beneficial owner, if any, on whose behalf the nomination is made:
 - (A) their name, business and residential address, direct or indirect beneficial ownership in, or control or direction over, any class or series of securities of the Corporation, including the number or principal amount and the date(s) on which such securities were acquired;
 - (B) their interests in, or rights or obligations associated with, an agreement, arrangement or understanding, the purpose or effect of which is to alter, directly or indirectly, the person’s economic interest in a security of the Corporation or the person’s economic exposure to the Corporation;
 - (C) any proxy, contract, arrangement, agreement or understanding pursuant to which such person, or any of its affiliates or associates, or any person acting jointly or in concert with such person, has any interests, rights or obligations relating to the voting of any securities of the Corporation or the nomination of directors to the board;
 - (D) any direct or indirect interest of such person in any contract with the Corporation or with any of the Corporation’s affiliates or principal competitors;

- (E) a representation that the Nominating Shareholder is a holder of record of securities of the Corporation, or a beneficial owner, entitled to vote at such meeting, and intends to appear in person or by proxy at the meeting to propose such nomination;
 - (F) a representation as to whether such person intends to deliver a proxy circular and/or form of proxy to any shareholder of the Corporation in connection with such nomination or otherwise solicit proxies or votes from shareholders of the Corporation in support of such nomination; and
 - (G) any other information relating to such person that would be required to be included in a dissident proxy circular or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Act or as required by applicable securities law.
- (f) All information to be provided in a Timely Notice pursuant to Section 3.12(e) shall be provided as of the date of such notice. The Nominating Shareholder shall update such information forthwith so that it is true and correct in all material respects as of the date that is ten (10) business days prior to the date of the meeting, or any adjournment or postponement thereof.
- (g) If requested by the Corporation, a Proposed Nominee shall furnish any other information as may reasonably be required by the Corporation to determine the eligibility of such Proposed Nominee to serve as a director of the Corporation or a member of any committee of the board, with respect to independence or any other relevant criteria for eligibility, or that could be material to a shareholder's understanding of the independence or eligibility, or lack thereof, of such Proposed Nominee.
- (h) Any notice, or other document or information required to be given to the corporate secretary pursuant to this Section may only be given by personal delivery, facsimile transmission or by email (at such email address as may be stipulated from time to time by the corporate secretary for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery to the corporate secretary at the address of the principal executive offices of the Corporation, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the next following day that is a business day.
- (i) Nothing contained in this Section shall be deemed to restrict or preclude discussion by a shareholder (as distinct from the nomination of directors) at an annual meeting or special meeting of shareholders of any matter that is properly before such meeting pursuant to the provisions of the Act or the discretion of the chair.

(j)

- (i) The chair of any meeting of shareholders of the Corporation shall have the power to determine whether any proposed nomination is made in accordance with the provisions of this Section, and if any proposed nomination is not in compliance with such provisions, must declare that such defective nomination shall not be considered at any meeting of shareholders.
- (ii) Despite any other provision of this Section, if the Nominating Shareholder (or a qualified representative of the shareholder) does not appear at the meeting of shareholders of the Corporation to present the nomination, such nomination shall be disregarded, notwithstanding that proxies in respect of such nomination may have been received by the Corporation.
- (iii) Nothing in this Section shall obligate the Corporation or the board to include in any proxy statement or other shareholder communication distributed by or on behalf of the Corporation or board any information with respect to any proposed nomination or any Nominating Shareholder or Proposed Nominee.
- (iv) The board may, in its sole discretion, waive any requirement of this Section.
- (v) For the purposes of this Section, “public announcement” means disclosure in a press release disseminated by the Corporation through a national news service in Canada, or in a document filed by the Corporation for public access under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com.”

5. The following be added as Section 3.13 of By-Law No. 1:

“Section 3.13 Annual or Special Meetings of Shareholders.

- (a) No business may be transacted at an annual or special meeting of shareholders other than business that is either (i) specified in the Corporation’s notice of meeting (or any supplement thereto) given by or at the direction of the board, (ii) otherwise properly brought before the meeting by or at the direction of the board, or (iii) otherwise properly brought before the meeting by any shareholder of the Corporation who complies with the proposal procedures set forth in Section 3.13(b) below.
- (b) For business to be properly brought before a meeting by a shareholder of the Corporation, such shareholder must submit a proposal to the Corporation for inclusion in the Corporation’s management proxy circular in accordance with the requirements of the Act; provided that any proposal that includes nominations for the election of directors shall also comply with the requirements of Section 3.12.”

6. “Section 7.6 Quorum” of By-Law No. 1 is repealed in its entirety and replaced with the following:

“Section 7.6 Quorum.

A quorum of shareholders is present at a meeting of shareholders if the holders of not less than 10% of the shares entitled to vote at the meeting are present in person or represented by proxy, and at least two persons entitled to vote at the meeting are actually present at the meeting.”

SCHEDULE E
BOARD OF DIRECTORS' TERMS OF REFERENCE

ROLE AND RESPONSIBILITIES

- I. The principal role of the Board of Directors is stewardship of the Corporation, with its fundamental objective being the creation of shareholder value, including the protection and enhancement of the value of its assets. The stewardship responsibility means that the Board of Directors oversees the conduct of the business and supervises management, which is responsible for the day-to-day conduct of the business. The Board of Directors must assess and ensure systems are in place to manage the risks of the Corporation's business with the objective of preserving the Corporation's assets. In its supervisory role, the Board of Directors, through the President and Chief Executive Officer (the "CEO"), sets the attitude and disposition of the Corporation towards compliance with applicable laws, financial practices and reporting. In addition to its primary accountability to shareholders, the Board of Directors and the CEO are also accountable to government authorities and other stakeholders, such as employees, communities, and the public.
- II. The principal responsibilities of the Board of Directors required to ensure the overall stewardship of the Corporation are as follows:
1. the Board of Directors must ensure that there are long-term goals and a strategic planning process in place. The CEO, with the involvement of the Board of Directors, must establish long-term goals for the Corporation. The CEO formulates the Corporation's strategy, policies and proposed actions and presents them to the Board of Directors for approval. The Board of Directors brings objectivity and judgement to this process. The Board of Directors ultimately approves the strategy;
 2. the Board of Directors must have an understanding of the principal risks associated with the Corporation's businesses, and must ensure that appropriate systems are in place which effectively monitor and manage those risks;
 3. the Board of Directors must ensure that processes are in place to enable it to supervise and measure management's, and in particular the CEO's, performance in carrying out the Corporation's stated objectives. These processes should include appropriate training, development and succession of management;
 4. the Board of Directors must ensure that the necessary internal controls and management information systems are in place to effectively monitor the Corporation's operations and ensure compliance with applicable laws, regulations and policies;
 5. the Board of Directors must ensure that the Corporation has a communications program in place so that the Corporation effectively communicates with shareholders, other stakeholders and the public in general, and that appropriate measures are in place to receive feedback from shareholders; and
 6. the Board of Directors must monitor and ensure compliance with the Code of Ethics adopted by the Corporation.

III. Pursuant to the *Business Corporations Act* (Ontario) (the “Act”) and the By-Laws of the Corporation, the following duties are sufficiently important to warrant the attention of all directors and cannot be delegated:

1. submission to shareholders of any question or matter requiring the approval of shareholders;
2. filling a vacancy among the directors or in the office of the external auditor;
3. issuing securities, except in the manner and on the terms authorized by the directors;
4. declaration of dividends;
5. purchase, redemption or other acquisition of the Corporation’s own shares, except in the manner and on the terms authorized by the directors;
6. paying a commission to any person in consideration of his purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares;
7. approval of management proxy circulars, any take-over bid circulars or directors’ circulars;
8. approval of any financial statements to be put before the shareholders at an annual meeting;
9. adopting, amending or repealing By-Laws of the Corporation;
10. changing the membership of, or filling a vacancy in, any committee of directors; and
11. appointing or removing officers of the Corporation.

IV. The Board of Directors is responsible for acting in accordance with its obligations contained in the Act, the Corporation’s By-Laws and any other relevant legislation and regulations and each member shall:

1. act honestly and in good faith and in the best interest of the Corporation;
2. exercise care, diligence and the skill of a reasonable, prudent person;
3. exercise independent judgement, regardless of the existence of relationships or interests which could interfere with the exercise of independent judgement; and
4. disclose any conflict of interest in any issue brought before the Board of Directors and refrain from participating in the Board of Directors discussion and voting on the matter.

- V. The Board of Directors has the authority to establish a committee or committees and appoint directors to be members of these committees. With the exception of the matters listed in the Circular above, the Board of Directors may delegate powers to such committees. The matters to be delegated to committees of the Board of Directors and the constitution of such committees are assessed annually or more frequently, as circumstances require. From time to time the Board of Directors may create an ad hoc committee to examine specific issues on behalf of the Board of Directors.