ANDOR MINING INC.

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

WITH RESPECT TO

THE SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON DECEMBER 6, 2012

Dated November 8, 2012

ANDOR MINING INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that a special meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of Andor Mining Inc. (the "**Corporation**") will be held at the offices of Heenan Blaikie LLP, Bay Adelaide Centre, 333 Bay Street, Suite 2900, Toronto, Ontario M5H 2T4, on December 6, 2012 at 9:30 a.m. (Toronto time), for the following purposes:

1. to consider and, if deemed advisable, to pass, with or without variation, a special resolution approving a share consolidation of the common shares of the Corporation ("**Common Shares**") on the basis of 0.176 of one Common Share (new) for one (1) Common Share (old);

2. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing the continuance of the Corporation from Ontario to British Columbia;

3. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing the Corporation to change its name to "Trident Gold Corp.", or such other name as the board of directors of the Corporation may determine;

4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution electing nine (9) directors to replace the current directors of the Corporation immediately following the proposed reverse take-over of the Corporation by Trident Gold Corp. pursuant to a statutory amalgamation (the "**Transaction**"), as more particularly described in the accompanying management circular of the Corporation dated November 8, 2012, if, but only if, the Transaction is successfully completed; and

5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

A "**special resolution**" is a resolution passed by not less than two-thirds (⅔) of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular of the Corporation dated November 8, 2012.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is November 5, 2012 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. To be effective, the enclosed form of proxy must be mailed or faxed so as to reach or be deposited with Equity Financial Trust Company (Attention: Proxy Department), 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1, Fax: 416.361.0470, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

DATED this 8th day of November, 2012.

BY ORDER OF THE BOARD OF DIRECTORS OF
ANDOR MINING INC.

"*George Elliott*"

George Elliott
Chairman and Chief Executive Officer

GLOSSARY OF TERMS

The following is a glossary of certain terms used in this management information circular. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders.

"**Amalgamation**" means the amalgamation pursuant to section 181 of the CBCA whereby a wholly-owned subsidiary of the Corporation will amalgamate with Trident on the terms and conditions set forth in the Amalgamation Agreement;

"**Amalgamation Agreement**" means an amalgamation agreement to be entered into among the Corporation, Subco, a wholly-owned subsidiary of the Corporation, and Trident which will set out the terms and conditions for the Amalgamation;

"**BCBCA**" means the *Business Corporations Act* (British Columbia), as amended from time to time or re-enacted and the regulations thereto as from time to time amended or re-enacted;

"**Board**" means the board of directors of the Corporation;

"**CBCA**" means the *Canada Business Corporations Act*, as amended from time to time or re-enacted and the regulations thereto as from time to time amended or re-enacted;

"**Circular**" means this management information circular dated November 8, 2012;

"**Common Shares**" means the common shares in the capital stock of the Corporation;

"**Consolidation**" means the consolidation of the Common Shares on a basis of 0.176 of one post-Consolidation Common Share for every one (1) pre-Consolidation Common Share;

"**Continuance**" means the continuance of the Corporation from the Province of Ontario to the Province of British Columbia;

"**Corporation**" means Andor Mining Inc., a company incorporated under the OBCA;

"**CPC**" means a corporation:

(a) that has been incorporated or organized in a jurisdiction in Canada;

(b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with Policy 2.4; and

(c) in regard to which the Final Exchange Bulletin has not yet been issued;

"**Director**" means the Director appointed under the OBCA or the BCBCA, as the case may be;

"**Effective Date**" means the effective date set forth in the certificate of amalgamation issued pursuant to the CBCA in respect of the Amalgamation;

"**Effective Time**" means the earliest moment on the Effective Date;

"**Exchange Ratio**" means one (1) post-Consolidation Common Share to be issued by the Corporation in exchange for each 10.75 Trident Shares pursuant to the Transaction;

"**Final Exchange Bulletin**" means the TSX-V bulletin which is issued following closing of the Corporation's Qualifying Transaction and the submission of all required documentation and that evidences the final TSX-V acceptance of the Corporation's Qualifying Transaction;

"**Financing**" means the private placement subscription receipt financing by Trident for minimum aggregate gross proceeds of $4,800,000 and maximum aggregate gross proceeds of $7,000,000, subject to the exercise of the over-allotment option granted to the agents under the Financing. If the over-allotment option is exercised in full, Trident will receive aggregate gross proceeds of $8,050,000;

"**Meeting**" means the special meeting of the Shareholders to take place on December 6, 2012, at the time and place and for the purposes stated in the Notice of Meeting and any adjournment thereof;

"**Name Change**" means the change of the Corporation's name to "Trident Gold Corp.", or such other name as is acceptable to the Corporation;

"**Notice of Meeting**" means the notice of special meeting of Shareholders accompanying this Circular;

"**OBCA**" means the *Business Corporations Act* (Ontario), as amended from time to time or re-enacted and the regulations thereto as from time to time amended or re-enacted;

"**Policy 2.4**" means TSX-V Policy 2.4 – *Capital Pool Companies*;

"**Qualifying Transaction**" means a transaction where a CPC acquires Significant Assets other than cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means;

"**Record Date**" means November 5, 2012 being the date fixed by the Board for the purpose of determining registered Shareholders entitled to receive the Notice of Meeting and vote;

"**Resulting Issuer**" means Trident Gold Corp., the issuer that was formerly a CPC and that exists upon issuance of the Final Exchange Bulletin;

"**Resulting Issuer Shares**" means the common shares (on a post-Consolidation basis) of the Resulting Issuer;

"**Shareholders**" means the holders of the Common Shares;

"**Significant Assets**" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the minimum listing requirements of the TSX-V;

"**Subco**" means 2302557 Ontario Inc., a company incorporated under the OBCA and which is to be continued under the CBCA in connection with the Transaction;

"**Transaction**" means the transaction pursuant to which Trident and Subco will complete the Amalgamation forming an amalgamated entity as the wholly-owned subsidiary of the Resulting Issuer on the terms and conditions set out in the Amalgamation Agreement which will constitute the Corporation's Qualifying Transaction;

"**Trident**" means Trident Gold Corp., a company incorporated under the CBCA;

"**Trident Shares**" means the common shares in the capital stock of Trident; and

"**TSX-V**" means the TSX Venture Exchange.

FORWARDING LOOKING INFORMATION

This Circular contains "forward looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information may include, but is not limited to, statements with respect to the future management of the Corporation, the future business of the Corporation and activities, events or developments that management expects or anticipates will occur or may occur in the future. Often, but not always, forward looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "believes", or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable at the date that such statements are made. Forward-looking information involves known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Corporation, as applicable, to be materially different from any future results, performance or achievements expressed or implied by the forward looking information. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in the forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is made as of the date of this Circular and, other than as required by securities law, the Corporation disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise unless so required by applicable securities laws. There can be no assurance that the forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information.

GENERAL INFORMATION RESPECTING THE MEETING

Solicitation of Proxies

This Circular is furnished in connection with the solicitation of proxies by the management of the Corporation for use at the Meeting of the Shareholders to be held at 9:30 a.m. (Toronto time) on December 6, 2012 at the offices of Heenan Blaikie LLP, Bay Adelaide Centre, 333 Bay Street, Suite 2900, Toronto, Ontario M5H 2T4, for the purposes set forth in the accompanying Notice of Meeting. References in the Circular to the Meeting include any adjournment(s) or postponement(s) thereof. It is expected that the solicitation of proxies will be primarily by mail, however, proxies may also be solicited by the officers, directors and employees of the Corporation by telephone, electronic mail, telecopier or personally. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The cost of soliciting proxies in connection with the Meeting will be borne directly by the Corporation.

The Board has fixed the close of business on November 5, 2012 as the record date, being the date for the determination of the registered Shareholders entitled to receive notice of, and to vote at, the Meeting. All duly completed and executed proxies must be received by the Corporation's registrar and transfer agent, Equity Financial Trust Company (Attention: Proxy Department), 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1, Fax: 416.361.0470, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

In this Circular, unless otherwise indicated, all dollar amounts ("$") are expressed in Canadian dollars.

Unless otherwise stated, the information contained in this Circular is as of November 8, 2012.

Voting of Proxies

The Common Shares represented by the accompanying form of proxy (if same is properly executed and is received at the offices of Equity Financial Trust Company at the address provided herein, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof), will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the

specification made on any ballot that may be called for. **In the absence of such specification, proxies in favour of management will be voted in favour of the resolution described below. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting of Shareholders and with respect to other matters which may properly come before the Meeting.** At the time of printing of this Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the form of proxy will be voted on such matters in accordance with the best judgment of the named proxies.

Appointment of Proxies

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. **A Shareholder desiring to appoint some other person, who need not be a Shareholder, to represent him or her at the Meeting, may do so by inserting such person's name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy at the offices of Equity Financial Trust Company, at the address provided herein, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof.**

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Common Shares represented by the form of proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the form of proxy.

To be valid, a form of proxy must be executed by a Shareholder or a Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney.

Revocation of Proxies

A proxy given pursuant to this solicitation may be revoked at any time prior to its use. A Shareholder who has given a proxy may revoke the proxy by:

(i) completing and signing a proxy bearing a later date and depositing it at the offices of Equity Financial Trust Company (Attention: Proxy Department), 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1, Fax: 416.361.0470;

(ii) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney either with Equity Financial Trust Company (Attention: Proxy Department), 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1, Fax: 416.361.0470, at any time up to and including the last business day preceding the day of the Meeting or any adjournment(s) or postponement(s) thereof or with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof; or

(iii) in any other manner permitted by law.

Such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

Voting by Non-Registered Shareholders

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most Shareholders are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. Common Shares beneficially owned by a Non-

Registered Shareholder are registered either: (i) in the name of an intermediary ("**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. ("**CDS**")) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Corporation will have distributed copies of the Notice of Meeting of Shareholders, this Circular and the form of proxy (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

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

(i) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "**voting instruction form**") which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. Sometimes, instead of the one page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for this form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. **A Non-Registered Shareholder who receives a voting instruction form cannot use that form to vote his or her Common Shares at the Meeting**; or

(ii) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with Equity Financial Trust Company (Attention: Proxy Department), 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1, Fax: 416.361.0470.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting, or any adjournment(s) or postponement(s) thereof, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the voting instruction form and insert the Non-Registered Shareholder or such other person's name in the blank space provided. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the voting instruction form is to be delivered**.

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote, which is not received by the Intermediary at least seven (7) days prior to the Meeting.

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

Other than as disclosed herein, no director or executive officer of the Corporation who has held such position at any time since the beginning of the Corporation's last financial year and associates or affiliates of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without par value. As at the date hereof, 5,300,000 Common Shares are issued and outstanding.

Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting. All such holders of record of Common Shares on the Record Date are entitled either to attend and vote thereat in person the Common Shares held by them or, provided a completed and executed proxy shall have been delivered to the Corporation's transfer agent, Equity Financial Trust Company, within the time specified in the attached Notice of Meeting of Shareholders, to attend and to vote thereat by proxy the Common Shares held by them.

To the knowledge of the directors and executive officers of the Corporation, as of the date hereof, no person or company beneficially owns, controls or directs, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to all outstanding Common Shares of the Corporation, other than as set out below:

Name of Shareholder	Number of Common Shares[(1)(2)]	Percentage of Common Shares[(1)(2)]
George Elliott	1,010,000[(3)]	19.05%

Notes:
(1) The information as to Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been obtained by the Corporation from publicly disclosed information and/or furnished by the Shareholder listed above.
(2) On a non-diluted basis.
(3) 10,000 of such Common Shares are held by George Elliott's spouse.

BACKGROUND CONCERNING THE PROPOSED QUALIFYING TRANSACTION

Summary of the Qualifying Transaction

On October 9, 2012, the Corporation and Trident entered into a letter of intent in respect of the Transaction, as described in a news release dated October 17, 2012. The Transaction will be carried out in accordance with the terms and conditions of the Amalgamation Agreement, pursuant to which the Corporation will acquire all of the issued and outstanding Trident Shares by way of a three-cornered amalgamation pursuant to section 181 of the CBCA. Pursuant to the Amalgamation Agreement, (i) the Corporation will acquire all of the issued and outstanding Trident Shares; (ii) Trident will amalgamate with Subco and continue as a wholly-owned subsidiary of the Corporation; and (iii) holders of Trident Shares will receive Resulting Issuer Shares in exchange for their Trident Shares on the basis of the Exchange Ratio.

In addition, the outstanding options and share purchase warrants of Trident will be exchanged for options and share purchase warrants of the Resulting Issuer on the basis of the Exchange Ratio, with each such option or warrant being exercisable into Resulting Issuer Shares on the same terms and conditions as the original option or warrant of Trident, except to the extent such terms may be adjusted (in accordance with the terms of such option or warrant, as applicable) to reflect the Exchange Ratio.

The Transaction will constitute the Corporation's Qualifying Transaction pursuant to Policy 2.4. Although the Transaction will result in Trident becoming a wholly-owned subsidiary of the Corporation, the Transaction will constitute a reverse takeover of the Corporation inasmuch as the former Trident Shareholders will own a substantial majority of the Resulting Issuer Shares.

The principal features of the Amalgamation Agreement and the Amalgamation may be summarized as follows:

- the Trident Asset Reorganization (as defined below), the Bullet Share Exchange (as defined below) and the Financing will have been completed prior to the closing time of the Transaction;

- the Corporation will continue from being governed by the OBCA to being governed by the BCBCA, and the Common Shares will be consolidated on the basis of 0.176 Common Shares (new) for every one (1) Common Share (old);

- all Trident Shares held by holders who have exercised their rights of dissent under the applicable provisions of the CBCA ("**Trident Dissenting Shares**") will be deemed to have been transferred to the Corporation and the holders of such Trident Dissenting Shares will cease to have any rights as a shareholder of Trident other than the right to be paid the fair value of their Trident Shares;

- Subco will have been continued under the CBCA, Trident and Subco will amalgamate and continue as one corporation under the provisions of the CBCA; and, as a result, the property and liabilities of Subco and Trident will become the property and liabilities of the amalgamated company ("**Amalco**");

- each Trident Share shall be cancelled and the holder thereof shall receive that number of Resulting Issuer Shares as is equal to the number of Trident Shares held by such Trident shareholder immediately prior to the Effective Time multiplied by the Exchange Ratio;

- each outstanding option or share purchase warrant of Trident shall be cancelled and the holder thereof shall receive that number of options or share purchase warrants, as applicable, of the Resulting Issuer as is equal to the number of options or warrants of Trident held by such person immediately prior to the Effective Time multiplied by the Exchange Ratio, on the same terms and conditions as the cancelled option or warrant of Trident (except to the extent their terms may be adjusted to reflect the Amalgamation);

- each common share of Subco outstanding immediately prior to the effective time of the Transaction shall be converted into one common share of Amalco; and

- as consideration for the issuance of Resulting Issuer Shares in connection with the Transaction, Subco shall issue to the Resulting Issuer one Amalco Share for each Resulting Issuer Share so issued.

It is expected that following the completion of the Transaction, the former shareholders of Trident will hold approximately 96.2% of the Resulting Issuer Shares and the Shareholders will hold approximately 3.8% of the Resulting Issuer Shares (without giving effect to the Financing). Accordingly, the Transaction will constitute a "reverse take-over" for accounting purposes.

Related Transaction

Trident Asset Reorganization

Prior to the completion of the Transaction, Trident intends to complete a reorganization transaction to affect a spin-out of all assets of Trident unrelated to its principal Marquesa Gold Project into a separate corporate structure to be owned by the current shareholders of Trident (the "**Trident Asset Reorganization**").

Bullet Share Exchange

Trident currently holds a 49% interest in the Marquesa Gold Project pursuant to an option agreement dated October 12, 2011 (the "**Option Agreement**") between Trident Gold Corp. N.V., a wholly-owned subsidiary of Trident, and Bullet Holding Corp. ("**Bullet**"). Pursuant to the Option Agreement, Trident is entitled to increase its interest in the Marquesa Gold Project to 51% by making all necessary arrangements to complete a liquidity event, which condition will be satisfied by the completion of the Transaction. Bullet has agreed to exchange its then-49% interest in the Marquesa Gold Project (the "**Bullet Share Exchange**") for such number of Trident Shares and Trident share

purchase warrants as will result in Bullet holding 49% of the outstanding Trident Shares and Trident share purchase warrants immediately prior to the completion of the Transaction (without giving effect to the Financing).

The Financing

In connection with the Transaction and prior to the closing date thereof, Trident will complete the Financing, pursuant to which Trident will issue a minimum of $4,800,000 and a maximum of $7,000,000 of subscription receipts (the "**Subscription Receipts**"), subject to the exercise of the over-allotment option (which if exercised in full, Trident would receive aggregate gross proceeds of $8,050,000). Immediately prior to the Effective Time, the Subscription Receipts will automatically convert, without any further consideration or action on the part of the holder thereof, into 10.75 Trident Shares and 10.75 Trident Share purchase warrants, which will be exchanged for Resulting Issuer Shares and Resulting Issuer Share purchase warrants on the basis of the Exchange Ratio pursuant to the Transaction. It is intended that each purchaser of Subscription Receipts will receive one (1) Resulting Issuer Share and one (1) Resulting Issuer Share purchase warrant in respect of each Subscription Receipt purchased pursuant to the Financing.

Effect of the Transaction

Following completion of the Transaction, it is expected that:

(a) the Common Shares will have been consolidated on the basis of 0.176 of a Common Share (new) for each existing Common Share (old), with each whole Common Share on a post-Consolidation basis being designated a Resulting Issuer Share upon completion of the Transaction;

(a) the Corporation will have acquired all of the issued and outstanding Trident Shares on the basis of the Exchange Ratio;

(b) the outstanding options of Trident will have been exchange into options of the Resulting Issuer on the basis of the Exchange Ratio, with each such option of the Resulting Issuer being exercisable into Resulting Issuer Shares on the same terms and conditions as the original outstanding options of Trident, except to the extent that their terms may be adjusted (in accordance with the terms of such option) to reflect the Transaction;

(c) the outstanding share purchase warrants of Trident will have been exchanged into share purchase warrants of the Resulting Issuer on the basis of the Exchange Ratio, with each such Resulting Issuer warrant being exercisable into Resulting Issuer Shares on the same terms and conditions as the original outstanding Trident warrants, except to the extent that their terms may be adjusted (in accordance with the terms of such warrant) to reflect the Transaction;

(d) Subco will have been continued under the CBCA, Trident will have amalgamated with Subco and the amalgamated company will become a wholly-owned subsidiary of the Corporation;

(e) the Resulting Issuer will carry on the business theretofore carried on by Trident, being the exploration and development of the Marquesa Gold Project; and

(f) the board of directors of the Resulting Issuer will be comprised of: Manfred Kruger (Chairman), David Volkert, Rafael Nieto, Gustavo Koch, Gary Barket, Robert Neill, Paul Harris, Timothy Russell and Andrew Smith. In addition, it is expected that Timothy Russell will serve as President and Chief Executive Officer and Andrew Smith will serve as Chief Financial Officer and Corporate Secretary of the Resulting Issuer.

About Trident

Trident was incorporated under the CBCA on November 29, 2010. The head office of Trident is located at Cra. 37A No. 1 Sur-98, Medellín, Colombia. The registered office of Trident is located at 2200–1055 West Hastings Street, Vancouver, British Columbia V6E 2E9.

Trident is a privately-held exploration and development company focused on the business of mining, mineral and resource exploration and development in Colombia. Trident currently holds a 49% interest in the Marquesa Gold Project located on the highly prospective Antioquia Batholith in Antioquia, Colombia. The project is comprised of a 124,000 hectare contiguous land package which has multiple drill targets and prospects. As indicated above, prior to the completion of the Transaction, Trident will consolidate a 100% interest in the Marquesa Gold Project pursuant to the Bullet Share Exchange.

Upon completion of the Transaction, it is the intention of the Corporation and Trident that the Resulting Issuer will continue to focus on the exploration and development of the Marquesa Gold Project.

About Bullet

Bullet Holding Corporation, of which Mr. Robert W. Allen is the President, is a private gold and mineral exploration company with over 25 years of operating experience in Colombia. Mr. Allen has over 40 years experience in the mining industry and has been involved in the identification, financing, and development of oil, gas, coal and metals properties in the United States and South America for over 30 years. Mr. Allen resides in Medellín, Colombia.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Stock Option Plan

The Corporation adopted an incentive stock option plan dated January 18, 2011 (the "**Plan**"), and the Plan is the Corporation's only equity compensation plan. As of the date of this Circular, the Corporation has granted 530,000 options to purchase Common Shares of the Corporation.

The policies of the TSX-V provide that the Board may from time to time, in its discretion and in accordance with the policies of the TSX-V, grant to directors, officers, employees and technical consultants of the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the total issued and outstanding Common Shares of the Corporation, for a period of up to 10 years from the date of the grant. The number of Common Shares reserved for issuance to any individual director or officer of the Corporation will not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants, if any, will not exceed 2% of the issued and outstanding Common Shares.

The options may be exercised by the later of 12 months after the completion a Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one (1) year after such death subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the completion of a Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued by the TSX-V.

Notwithstanding the terms of the Plan described above, Policy 2.4 imposes certain restrictions on incentive stock options during the period that the Corporation remains a CPC. Such restrictions shall remain in place until the TSX-V issues the Final Exchange Bulletin (such bulletin indicating that the resulting issuer will not be considered a CPC).

The following information is intended to be a brief description and summary of the material features of the Plan:

(a) Pursuant to Policy 2.4, and where permitted by securities legislation, the Corporation, while it remains a CPC, is limited to granting incentive stock options to only directors, officers and technical consultants of the Corporation.

(b) The total number of Common Shares reserved under option for issuance pursuant to the Plan may not exceed 10% of the Common Shares issued and outstanding at any given time.

(c) The maximum number of Common Shares reserved under option for issuance to any individual officer or director may not exceed 5% of the issued and outstanding Common Shares at any given time while the Corporation is a CPC.

(d) The maximum number of Common Shares reserved under option for issuance to all technical consultants may not exceed 2% of the issued and outstanding Common Shares at any given time while the Corporation is a CPC.

(e) While the Corporation is a CPC, it is prohibited from granting incentive stock options to any person providing investor relations activities, promotional or market making services.

(f) The exercise price per Common Share under any incentive stock option granted by the Corporation while it is a CPC may not be less than the greater of (i) $0.20 and (ii) the Discounted Market Price (as defined under the policies of the TSX-V).

(g) Any Common Shares acquired pursuant to the exercise of incentive stock options prior to the completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

Equity Compensation Plan Information

The following table provides details of the equity securities of the Corporation authorized for issuance as at the date of this Circular pursuant to the Corporation's equity compensation plan currently in place:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	530,000	$0.20	Nil

As at the date of this Circular, there were 530,000 outstanding options (being 10% of the issued and outstanding Common Shares) under the Plan.

MATTERS TO BE ACTED UPON

Special Resolution Approving Share Consolidation

In connection with the proposed Transaction as set out above and in the Corporation's press release dated October 17, 2012, Shareholders will be asked to approve the Consolidation on a basis 0.176 of one post-Consolidation Common Share (new) for every one (1) pre-Consolidation Common Share (old), pursuant to which the Board will have the authority, subject to receipt of all necessary regulatory approvals, to effect the Consolidation. As the Corporation currently has an unlimited number of Common Shares authorized for issuance, the Consolidation will not have any effect on the number of Common Shares that remain available for future issuances. The Common Shares reserved for issuance pursuant to the Plan and any other securities of the Corporation exercisable into Common Shares will be reduced proportionately.

Notice of Consolidation and Letter of Transmittal

Promptly after the date of the articles of amendment, the Corporation will give written notice thereof to all Shareholders and will provide them with a form of a letter of transmittal to be used for the purpose of surrendering their certificates representing the currently outstanding Common Shares to the Corporation's registrar and transfer agent in exchange for new share certificates representing whole post-Consolidation Common Shares. After the Consolidation, current issued share certificates representing pre-Consolidation Common Shares will (i) not constitute good delivery for the purposes of trades of post-Consolidation Common Shares; and (ii) be deemed for all

purposes to represent the number of post-Consolidation Common Shares to which the Shareholder is entitled as a result of the Consolidation. No delivery of a new share certificate to a Shareholder will be made until the Shareholder has surrendered his, her or its current issued share certificates.

Effect on Non-Registered Shareholders

Non-Registered Shareholders holding their Common Shares through a bank, broker or other nominee should note such banks, brokers or other nominees may have different procedures for processing the Consolidation than those that will be put in place by the Corporation for registered shareholders. If you hold your Common Shares with such a bank, broker or other nominee and if you have any questions in this regard, you are encouraged to contact your nominee.

Fractional Shares

No fractional Common Shares will be issued upon the Consolidation. In the case where the Consolidation results in a Shareholder otherwise becoming entitled to a fraction of a Common Share, a downward adjustment shall be made to the next whole Common Share.

Percentage Shareholdings

The Consolidation will not affect any Shareholder's percentage ownership in the Corporation, even though such ownership will be represented by a smaller number of Common Shares. Instead, the Consolidation will reduce proportionately the number of Common Shares held by all Shareholders.

No Dissent Rights

Under the OBCA, Shareholders do not have dissent and appraisal rights with respect to the proposed Consolidation.

Implementation

The resolution approving the Consolidation (the "**Consolidation Resolution**") permits the Board, without further approval by the Shareholders, to choose not to proceed with the Consolidation if, in the discretion of the Board, it is deemed desirable to do so. Management of the Corporation and the Board believe that the Consolidation is in the best interests of the Corporation as it will facilitate the completion of the Corporation's Qualifying Transaction and, therefore, the Board recommends that Shareholders vote FOR the approval of the Consolidation Resolution.

Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be voted against the Consolidation Resolution, the persons named in the accompanying proxy will vote FOR the Consolidation Resolution.

The following is the text of the Consolidation Resolution which will be put forward to Shareholders for approval at the Meeting:

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. subject to any necessary regulatory approval, the board of directors of Andor Mining Inc. (the "**Corporation**") be and is hereby authorized and approved to file articles of amendment consolidating the issued and outstanding common shares in the capital of the Corporation on the basis of 0.176 of one new common share for every one (1) existing common share issued and outstanding;

2. no fractional common shares shall be issued upon the share consolidation and in the case where the common share consolidation results in a shareholder otherwise becoming entitled to a fraction of a common share, a downward adjustment shall be made to the next whole common share;

3. the effective date of such consolidation shall be the date shown in the certificate of amendment issued by the Director appointed under the *Business Corporations Act* (Ontario) ("**OBCA**") or such other date indicated in the articles of amendment;

4. any director or officer of the Corporation is hereby authorized and directed for and in the name of and on behalf of the Corporation to execute, or to cause to be executed, whether under the corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered all such other documents and instruments, and to do or cause to be done all such other acts and things as, in the opinion of such director or officer, may be necessary or desirable in order to carry out the intent of this special resolution, including, without limitation, the determination of the effective date of the consolidation and the delivery of articles of amendment in the prescribed form to the Director appointed under the OBCA, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and

5. the board of directors of the Corporation be and is hereby authorized to revoke this special resolution before it is acted on without further approval of the shareholders of the Corporation."

In order to be effective, the Consolidation Resolution must be approved by 66 ⅔% of the votes cast by Shareholders in respect thereof.

Special Resolution Approving Continuance

IF THE CONSOLIDATION RESOLUTION IS NOT APPROVED BY THE SHAREHOLDERS, THE FOLLOWING ITEM OF BUSINESS, BEING THE APPROVAL OF THE CONTINUANCE, WILL BE WITHDRAWN AND WILL NOT BE CONSIDERED AT THE MEETING.

Currently the Company is governed by the OBCA. Management of the Corporation and the Board are seeking Shareholder approval to continue the Corporation from Ontario to British Columbia, pursuant to the BCBCA. Assuming completion of the Amalgamation, none of management or any member of the Board will be resident in Ontario and the Resulting Issuer's head office will be located in British Columbia. As such, the Board has determined the proposed Continuance is in the best interest of the Corporation as it will be more efficient and cost effective for the Resulting Issuer to be governed by the laws of British Columbia. Management believes that the Continuance will not materially adversely affect the rights of the Shareholders or the conduct of the business and affairs of the Corporation.

The effect of the proposed Continuance will be that the Corporation will cease to be organized under the OBCA and will become organized under the BCBCA. Upon completion of the Continuance, the Corporation will thereupon become subject only to the BCBCA as if it had been originally incorporated as a British Columbia company. The Continuance will give rise to certain changes in the corporate laws applicable to the Corporation. A summary of the differences between the OBCA and the BCBCA appears in Schedule "A" attached to this Circular. This summary is not intended to be exhaustive and Shareholders should consult their legal advisors regarding implications of the Continuance, which may be of particular importance to them.

If the Continuance is approved, the Corporation will adopt a new form of Articles in compliance with the BCBCA in substitution for the current Articles and By-laws of the Corporation and file a Notice of Articles with the Registrar of Companies for British Columbia.

The resolution approving the Continuance (the "**Continuance Resolution**") permits the Board, without further approval by the Shareholders, to choose not to proceed with the Continuance if, in the discretion of the Board, it is deemed desirable to do so. Management of the Corporation and the Board believe that the Continuance is in the best interests of the Corporation as it will facilitate the completion of the Corporation's Qualifying Transaction and, therefore, the Board recommends that Shareholders vote FOR the approval of the Continuance Resolution.

Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be voted against the Continuance Resolution, the persons named in the accompanying proxy will vote FOR the Continuance Resolution.

The following is the text of the Consolidation Resolution which will be put forward to Shareholders for approval at the Meeting:

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. subject to any necessary regulatory approval, the board of directors of Andor Mining Inc. (the "**Corporation**") be and is hereby authorized and approved to prepare a Continuation Application/Notice of Articles respecting the proposed continuance of the Corporation from Ontario to British Columbia;

2. the Corporation apply to the Registrar of Corporations (Ontario), Minister of Finance for Ontario and the Ontario Securities Commission, to permit such continuance in accordance with section 181 of the *Business Corporations Act* (Ontario) ("**OBCA**");

3. the Company apply to the Registrar of Companies (British Columbia) (the "**BC Registrar**") to permit such continuance in accordance with section 302 of the *Business Corporations Act* (British Columbia);

4. subject to the filing of the Continuation Application and without affecting the validity of the incorporation and existence of the Corporation, the Corporation approves and adopts, in substitution for the existing Articles and By-laws of the Corporation, the Notice of Articles attached to the Continuation Application, and the Articles in the form approved by the directors of the Corporation, and all amendments reflected therein are approved;

5. on the date and time that the Continuation Application is filed with the BC Registrar, the existing Articles and By-laws of the Corporation be amended by substituting therefor the Notice of Articles contained in the Continuation Application and the Articles, all as approved by the directors of the Corporation;

6. any director or officer of the Corporation is hereby authorized and directed for and in the name of and on behalf of the Corporation to execute, or to cause to be executed, whether under the corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered all such other documents and instruments, and to do or cause to be done all such other acts and things as, in the opinion of such director or officer, may be necessary or desirable in order to carry out the intent of this special resolution, including, without limitation, the determination of the effective date of the continuance and the delivery of articles of amendment in the prescribed form to the Director appointed under the OBCA, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and

7. the board of directors of the Corporation be and is hereby authorized to revoke this special resolution before it is acted on without further approval of the shareholders of the Corporation."

In order to be effective, the Continuance Resolution must be approved by 66 ⅔% of the votes cast by Shareholders in respect thereof.

Shareholders' Rights of Dissent to the Continuance

Registered Shareholders are entitled to dissent from the Continuance Resolution in the manner provided in Section 185 of the OBCA. Section 185 the OBCA is reprinted in its entirety and attached to this Circular as Schedule "B". The following summary is qualified by the provisions of Section 185 of the OBCA.

A Shareholder is entitled to be paid by the Corporation the fair value of the Common Shares as of the close of business on the last day before the date on which the Continuance Resolution is passed and not rescinded. **Only a registered Shareholder is entitled to dissent**. If a beneficial owner of Common Shares wishes to dissent, such owner must ensure that the Common Shares are registered name of the beneficial owner prior to the exercise of the dissent right or such owner must have the registered holder of the Common Shares dissent on behalf of such owner. To become a registered holder of Common Shares, the beneficial owner must have the registered holder return the share certificate or certificates representing the Common Shares to Equity Financial Trust Company with transfer instructions duly executed by the registered holder of the Common Shares to be registered in the name of the beneficial owner. A Shareholder may dissent only with respect to all Common Shares held by the Shareholder on behalf of any one beneficial owner and registered in the Shareholder's name. Accordingly, a Shareholder is not entitled to object to the Continuance with respect to the Common Shares beneficially owned by any person if the Shareholder votes any of the Common Shares owned by that person in favour of the Continuance Resolution.

A dissenting Shareholder is required to send a written objection (a "**Dissent Notice**") to the Continuance Resolution to the Corporation at or prior to the Meeting. The deposit of a Dissent Notice does not deprive a Shareholder of the right to vote; however, a Shareholder who has submitted a Dissent Notice and who votes in favour of the Continuance Resolution will, in effect, no longer be considered to be dissenting. A vote against the Continuance Resolution or an abstention does not constitute a Dissent Notice. If the Continuance Resolution is passed, either the Corporation or any Shareholder who has delivered a Dissent Notice may apply to the court to fix the fair value of the Common Shares of the dissenting Shareholder. If such an application is made, and unless the court orders otherwise, at least 10 days before the date on which the application is returnable (if the Corporation is the applicant) or within 10 days after the Corporation is served with the originating notice for the application (if the dissenting Shareholder is the applicant), the Corporation will send to each dissenting Shareholder who has delivered a Dissent Notice that is not withdrawn prior to 5:00 pm. (Toronto time) on the business day immediately preceding the effective date of the Continuance, a written offer to pay for the Common Shares (an "**Offer to Purchase**"), in an amount considered by the Board to be the fair value of the Common Shares, accompanied by a statement showing how the fair value was determined. Every Offer to Purchase in respect of Common Shares will be on the same terms.

Dissenting Shareholders who are ultimately entitled to receive payment for their Common Shares under section 185 of the OBCA will cease to have any rights as a Shareholder other than the right to be paid the fair value of the Common Shares in the amount agreed to between the Corporation and the Shareholder or in the amount of a court judgment, as the case may be.

Address for Sending Dissent Notice

All Dissent Notices to the Corporation pursuant to the provisions of section 185 of the OBCA must be addressed to the Corporation at Suite 1000, 36 Toronto St., Toronto, Ontario M5C 2C5, and be received at such location by delivery or by registered or certified mail at or before the Meeting.

Strict Compliance with Dissent Provisions Required

The foregoing is only a summary of the provisions of section 185 of the OBCA, which provisions are technical and complex. It is suggested that any Shareholder wishing to exercise dissent rights seek legal advice as failure to comply strictly with the provisions of the OBCA may prejudice such Shareholder's dissent rights.

Special Resolution Approving Name Change

IF THE CONSOLIDATION RESOLUTION AND THE CONTINUANCE RESOLUTION ARE NOT APPROVED BY THE SHAREHOLDERS, THE FOLLOWING ITEM OF BUSINESS, BEING THE APPROVAL OF THE NAME CHANGE, WILL BE WITHDRAWN AND WILL NOT BE CONSIDERED AT THE MEETING.

At the Meeting, or any adjournment thereof, Shareholders will be asked to approve by special resolution, a change of name of the Corporation to be more descriptive and fitting to the proposed business to be carried on by it after completion of the Qualifying Transaction.

In connection with the Qualifying Transaction and pursuant to the terms of the Amalgamation Agreement, it is necessary for the Corporation to hold the Meeting for the purpose of obtaining Shareholder approval of the Name Change and to complete the Consolidation and the Continuance, as further described elsewhere in this Circular.

The resolution approving the Name Change (the "**Name Change Resolution**") permits the Board, without further approval by the Shareholders, to choose not to proceed with the Name Change if, in the discretion of the Board, it is deemed desirable to do so. Management of the Corporation and the Board believe that the Name Change is in the best interests of the Corporation as it will facilitate the completion of the Corporation's Qualifying Transaction and, therefore, the Board recommends that Shareholders vote FOR the approval of the Name Change Resolution.

Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be voted against the Name Change Resolution, the persons named in the accompanying proxy will vote FOR the Name Change Resolution.

The following is the text of the Name Change Resolution which will be put forward to Shareholders for approval at the Meeting:

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the name of Andor Mining Inc. ("**Corporation**") be changed from "Andor Mining Inc." to "Trident Gold Corp.", or such other name as the board of directors of the Corporation may, in their sole discretion, determine, and as may be approved by the regulatory authorities (including the TSX Venture Exchange), and that the Articles of the Corporation be amended to change the name of the Corporation to "Trident Gold Corp." or such other name as the board of directors of the Corporation may, in their sole discretion, determine;

2. any director or officer of the Corporation is hereby authorized and directed for and in the name of and on behalf of the Corporation to execute, or to cause to be executed, whether under the corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered all such other documents and instruments, and to do or cause to be done all such other acts and things as, in the opinion of such director or officer, may be necessary or desirable in order to carry out the intent of this special resolution, including, without limitation, the determination of the effective date of the name change and the delivery of articles of amendment in the prescribed form to the Director appointed under the *Business Corporations Act* (Ontario), the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and

3. the board of directors of the Corporation be and is hereby authorized to revoke this special resolution before it is acted on without further approval of the shareholders of the Corporation."

In order to be effective, the Name Change Resolution must be approved by 66 ⅔% of the votes cast by Shareholders in respect thereof.

Resolution Approving the Election of New Directors

IF THE CONSOLIDATION RESOLUTION, THE CONTINUANCE RESOLUTION AND THE NAME CHANGE RESOLUTION ARE NOT APPROVED BY THE SHAREHOLDERS, THE FOLLOWING ITEM OF BUSINESS, BEING THE APPROVAL OF THE ELECTION OF THE PROPOSED DIRECTORS OF THE CORPORATION, WILL BE WITHDRAWN AND WILL NOT BE CONSIDERED AT THE MEETING.

The Articles of the Corporation provide that the Corporation shall have a minimum of one and a maximum of 10 directors. The Board currently consists of five (5) directors, all of whom were elected at the annual meeting of Shareholders held on July 4, 2012. The Board has resolved to increase the number of directors of the Corporation to nine (9) assuming completion of the Transaction. It is further proposed that upon completion of the Transaction, the current directors of the Corporation will be replaced with nine (9) nominees (as listed below) of Trident (the "**Proposed Directors**"). In the event the Transaction is not completed, the Proposed Directors will not become directors of the Corporation. Assuming completion of the Transaction, the current directors of the Corporation have agreed to resign from the Board with effect as of the completion of the Transaction. Following completion of the Transaction, the Proposed Directors will be the only directors of the Corporation and each director will hold office until the close of the next annual meeting of Shareholders following his election unless his office is earlier vacated in accordance with the Corporation's constating documents in effect at that time.

Shareholders have the option to (i) vote for all of the Proposed Directors listed in the table below; (ii) vote for some of the Proposed Directors and withhold for others; or (iii) withhold for all of the Proposed Directors.

The following table, among other things, sets forth the name of all the Proposed Directors of the Resulting Issuer, their place of residence, their principal occupations and the approximate number of Common Shares beneficially owned, controlled or directed, directly or indirectly, by them.

Name and Municipality of Residence	Principal Occupation for the last five years	Number of Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised[(1)]
Timothy Russell *Ontario, Canada*	President and Chief Executive Officer of Trident, 2010 to present; Consultant and Director of Kiandra Mining, 2008 to 2010.	Nil
Andrew Smith *Victoria, Australia*	Chief Financial Officer of Trident, 2010 to present; Chief Executive Officer and Managing Director of Bassari Resources Ltd., 2007 to 2010.	Nil
Manfred Kruger *Florida, United States of America*	Managing Director of Quantum Energy & Commodity Fund, 2009 to present; Vice President of Investor Relations of Pacific Rubiales Energy Corp., 2007 to 2009; Chairman of Pacific Stratus Energy Ltd., 2005 to 2007.	Nil
David Volkert *British Columbia, Canada*	President and Chief Executive Officer of Paget Minerals Corp., 2010 to present; President of David F. Volkert Consulting Geologist Inc. (private consulting company), 2008 to 2009; Consultant at Bear Creek Mining Corp., 2000 to 2008.	Nil
Rafael Nieto *Bogota, Colombia*	Attorney and partner at Nieto & Cía, 1990 to present, Senior Director at McClarty Associates (consulting firm), 1994 to present.	Nil
Gary Barket *Arkansas, United States of America*	Attorney in private practice in Little Rock, Arkansas, 2000 to present.	Nil
Gustavo Koch *Buenos Aires, Argentina*	Executive Vice President of Continental Gold Ltd., 2007 to present; Director and Legal Representative, Grupo de Bullet S.A., 1994 to present	Nil
Paul Harris *Medellín, Colombia*	Manager of Investor Relations and Corporate Development of Cuoro Resources Ltd., 2012 to present; Manager of Investor Relations of Gran Colombia Gold Corp., 2011 to 2012; Chief Executive Officer of Paul Harris Consulting (private consulting company).	Nil
Robert Neill *Medellín, Colombia*	Consultant at Grupo de Bullet S.A., 2011 to present; Associate at ScottMadden Inc. 2007 to 2010.	Nil

Note:
(1) The information with respect to the Common Shares beneficially owned, controlled or directed is not within the direct knowledge of the Corporation and has been furnished by the respective individuals.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No individual set forth in the above table 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:

(a) was subject to a cease trade order, an order similar to a cease trade order or 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 that was issued while such individual was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to a cease trade order, an order similar to a cease trade order or 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, that was issued after such individual ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while such proposed director was acting in the capacity as director, chief executive officer or chief financial officer.

No individual set forth in the above table (or any personal holding company of any such individual) is, as of the date of this Circular, or has been within ten (10) years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while such individual 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.

No individual as set forth in the above table (or any personal holding company of any such individual) has, within the ten (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 such individual.

No individual set forth in the above table (or any personal holding company of any such individual) has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

The resolution approving the election of the Proposed Directors (the "**Director Resolution**") permits the Board, without further approval by the Shareholders, to choose not to proceed with the election of the Proposed Directors if, in the discretion of the Board, it is deemed desirable to do so. Management of the Corporation and the Board believe that the Director Resolution is in the best interests of the Corporation as it will facilitate the completion of the Corporation's Qualifying Transaction and, therefore, the Board recommends that Shareholders vote FOR the approval of the Director Resolution.

Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the accompanying proxy will vote FOR the election of each of the Proposed Directors set forth in the table above as directors of the Resulting Issuer.

In order to be effective, the Director Resolution must be approved by a majority of the votes cast by Shareholders in respect thereof.

Other Matters

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting accompanying this Circular. However, if any other matter properly comes before the Meeting, the form of proxy furnished by the Corporation will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

As a CPC, the Corporation is prohibited from making payments of any kind, directly or indirectly, to its directors And officers until the completion of a Qualifying Transaction, unless otherwise permitted by Policy 2.4. Accordingly, the Corporation has determined that it was not necessary to adopt a compensation program at this time and did not provide any cash or incentive compensation to its directors and officers during the fiscal year ended December 31, 2011, other than the grant of stock options described below.

Upon completion of a Qualifying Transaction, the Corporation expects to adopt a compensation program the philosophy and objectives of which shall be consistent with general industry standards and practices and applicable regulatory requirements and guidelines.

Share-Based and Option-Based Awards

Stock options are awarded to directors and officers of the Corporation based on industry norms for directors and officers of a CPC and the restrictions imposed under the policies of the TSX-V. Executive officers have input in and the ability to make recommendations regarding the allocation of stock options; however, the ultimate allocations and terms of such stock options are determined by the Board in its sole discretion. The Corporation has not adopted a share-based award plan.

Compensation of Executive Officers

This portion of the Circular must disclose the Corporation's compensation scheme for each person who acted as CEO, CFO and the three most highly compensated executive officers, if any, (or three most highly compensated individuals acting in a similar capacity), other than the CEO and CFO, whose compensation was more than $150,000 during the financial year ended December 31, 2011 (each a "**Named Executive Officer**" or "**NEO**" and collectively the "**Named Executive Officers**" or "**NEOs**"). There were two such NEOs during the financial year ended December 31, 2011, being the Corporation's CEO and CFO.

Summary Compensation Table for Named Executive Officers

The following table sets forth information for the year ended December 31, 2011 concerning the total compensation paid to the NEOs. Such compensation was granted as part of director and officer stock option grants upon the closing of the Corporation's initial public offering.

Name and principal position	Fiscal Year Ended December 31	Salary ($)	Share-based awards ($)	Option-based awards ($)[1]	Non-equity incentive plan compensation ($)		Pension value ($)	All other compensation ($)	Total compensation ($)
					Annual incentive plans	Long-term incentive plans			
George Elliott *Chairman & CEO*	2011	Nil	Nil	47,700	Nil	Nil	Nil	Nil	47,700
Ann Dumyn *CFO & Corporate Secretary*	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note:

(1) The "grant date fair value" of the stock options was calculated, assuming no forfeiture of the stock options prior to expiry, using the Black-Scholes model. See discussion below.

Narrative Discussion

On May 3, 2011, the Corporation granted 265,000 options valued at $47,700 to Mr. Elliott.

Calculating the value of stock options using the Black-Scholes option pricing model is very different from a simple "in-the-money" value calculation. Stock options that are out-of-the-money could still have a significant "grant

date fair value" based on a Black-Scholes option pricing model, especially where, as in the case of the Corporation, the price of the share underlying the option is highly volatile. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an "in-the-money" option value calculation.

Incentive Plan Awards for Named Executive Officers

Outstanding Share-Based Awards and Option-Based Awards

The Corporation may grant stock options pursuant to its Stock Option Plan to Eligible Participants, where such stock options are approved by the Board. Stock options granted pursuant to the Plan may not exceed a term of 10 years, and are granted at an option price and on other terms which the Board determines are appropriate, subject to terms of the Plan and the TSX-V rules.

The following table sets forth information concerning all option-based and share-based awards for each NEO that were granted before, and remain outstanding as of the most recently completed fiscal year ended December 31, 2011.

	Option-based Awards				Share-based Awards	
Name	**Number of Common Shares underlying unexercised options (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options ($)[1]**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share awards that have not vested ($)**
George Elliott	265,000	0.20	May 3, 2021	5,300	N/A	N/A
Ann Dumyn	Nil	Nil	Nil	Nil	N/A	N/A

Notes:
(1) The option-based awards relate to those stock options awarded pursuant to the Plan.
(2) The value of unexercised in-the-money options was calculated based on the difference between the closing price of the Common Shares underlying the stock options as at December 31, 2011, which was $0.22, and the exercise price of each stock option.

Incentive Plan Awards – Value Vested or Earned During the Year

Name	**Option-based awards – Value vested during the year[1] ($)**	**Share-based awards – Value vested ($)**	**Non-equity incentive plan compensation – Value earned during the year ($)**
George Elliott	Nil	Nil	Nil
Ann Dumyn	Nil	Nil	Nil

Note:
(1) The value of option-based awards was calculated based on the difference between the closing price of the Common Shares underlying the options as at the vesting date and the exercise price of each option.

Pension Plan Benefits

The Corporation does not have any pension plans that provide for payments of benefits at, following or in connection with retirement or provide for retirement or deferred compensation plans for its NEOs or directors.

Employment Agreements

The Corporation does not currently have any employment agreements in place with the NEOs.

Compensation of Directors

Director Compensation Table

The following table provides information regarding compensation paid to the Corporation's directors, other than the NEOs, during the financial year ended December 31, 2011:

Name	Fees earned ($)	Share-based awards ($)	Option-based awards ($)[1]	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Robert Boaz	Nil	Nil	9,540	Nil	Nil	Nil	9,540
Robin Goad	Nil	Nil	19,080	Nil	Nil	Nil	19,080
Donald Lowe	Nil	Nil	9,540	Nil	Nil	Nil	9,540
Ronald Smith	Nil	Nil	9,540	Nil	Nil	Nil	9,540

Notes:

(1) The value of option-based awards was calculated based on the grant date fair value of the award. See the section entitled "*Executive Compensation – Compensation of Executive Officers - Summary Compensation Table for Named Executive Officers*" for an explanation of the methodology used to calculate the dollar amount of option-based awards.

Material Factors Necessary to Understand Director Compensation

The Corporation does not compensate directors on a per meeting fee or retainer basis and there is no formal compensation plan in place for the directors (other than stock options previously granted upon closing of the Corporation's initial public offering) given the Corporation's status as a CPC.

As at the date hereof, the Corporation has granted an aggregate of 530,000 options to acquire Common Shares to existing directors. Each such option has an exercise price of $0.20 and expires on May 3, 2021. No stock options were exercised during the financial year ended December 31, 2011.

Incentive Plan Awards for Directors

Outstanding Share-Based Awards and Option-Based Awards

The following table shows all outstanding share-based and option-based awards held by each director (other than the directors who were also NEOs and for whom identical information is shown in the comparable table NEOs set out above) as at December 31, 2011.

Outstanding Share Awards and Options Awards

	Option-based Awards[1]				Share-based Awards	
Name	**Number of Securities underlying unexercised options (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options ($)[2]**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**
Robert Boaz	53,000	0.20	May 3, 2021	1,060	N/A	N/A
Robin Goad	106,000	0.20	May 3, 2021	2,120	N/A	N/A
Donald Lowe	53,000	0.20	May 3, 2021	1,060	N/A	N/A
Ronald Smith	53,000	0.20	May 3, 2021	1,060	N/A	N/A

Notes:
(1) The option-based awards relate to those stock options awarded pursuant to the Plan.
(2) The value of unexercised in-the-money options was calculated based on the difference between the closing price of the Common Shares underlying the options as at December 31, 2011, which was $0.22, and the exercise price of each option.

Incentive Plan Awards – Value Vested or Earned During the Fiscal Year Ended December 31, 2011

The following table provides information concerning the incentive plan awards of the Corporation with respect to each director of the Corporation during the fiscal year ended December 31, 2011.

Name	**Option awards – Value vested during the year[1] ($)**	**Share awards – Value vested during the year ($)**	**Non-equity incentive plan compensation – Value earned during the year ($)**
Robert Boaz	Nil	Nil	Nil
Robin Goad	Nil	Nil	Nil
Donald Lowe	Nil	Nil	Nil
Ronald Smith	Nil	Nil	Nil

Notes:
(1) The value of option-based awards was calculated based on the difference between the closing price of the Common Shares underlying the options as at the vesting date and the exercise price of each option.

STATEMENT OF CORPORATE GOVERNANCE

The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation. The Canadian Securities Administrators have adopted National Policy 58-201 – *Corporate Governance Guidelines* ("NP 58-201"), which provides guidance on corporate governance practices for issuers such as the Corporation and National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, which prescribes certain disclosure by the Corporation of its corporate governance practices. This disclosure is presented below.

Board of Directors

Assuming completion of the Transaction, there will be nine (9) directors of the Resulting Issuer: Timothy Russell, Andrew Smith, Manfred Kruger, David Volkert, Rafael Nieto, Gary Barket, Gustavo Koch, Paul Harris and Robert Neill. NP 58-201 states that the board of directors of every corporation should have a majority of independent directors. The Board has determined that seven (7) of the nine (9) Proposed Directors, being a majority of the Board, are independent. Mr. Russell, the proposed President and Chief Executive Officer of the Resulting Issuer and Mr. Smith, the proposed Chief Financial Officer and Corporate Secretary of the Resulting Issuer, will be considered to have a material relationship with the Corporation and therefore not considered to be ''independent'' in accordance with National Instrument 52-110 – Audit Committees ("**NI 52-110**"). The remaining directors will be considered to be independent directors since they will be independent of management and free from any material relationship with the Corporation.

Assuming completion of the Transaction, the Board believes that it will function independently of management and will review its procedures on an ongoing basis to ensure that it is functioning independently of management. The Board will meet without management present, as circumstances require. When conflicts arise, interested parties will be precluded from voting on matters in which they may have an interest. In light of the suggestions contained in NP 58-201, the Board will convene meetings, as deemed necessary, of the independent directors, at which non-independent directors and members of management will not in attendance.

Other Public Company Directorships

The following Proposed Directors currently hold directorships in other reporting issuers as set forth below:

Name of Director	Name of Reporting Issuer	Market
David Volkert	Paget Minerals Corporation	TSX-V
	Millrock Resources Inc.	TSX-V
Gary Barket	Solvista Gold Corporation	TSX-V

Orientation and Continuing Education of Board Members

As a CPC, no new directors are expected to be appointed to the Board prior to the completion of a Qualifying Transaction. Assuming completion of the Transaction, it is anticipated that the Board will appoint a nominating committee which will be responsible for providing a comprehensive orientation and education program for new directors which will full set out, among other things: the role of the Board and its committees; the nature and operation of the business of the Corporation; and the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments. In addition, it is anticipated that the Board, together with a nominating committee, will be responsible for providing continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the business of the Corporation remains current.

Ethical Business Conduct

The Board takes steps to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer of the Corporation has a material interest, which include ensuring that directors and officers are familiar with the rules concerning reporting conflicts of interest and obtaining direction from the Corporation's Chairman and CEO and/or the Corporation's legal counsel, as appropriate, regarding any potential conflicts of interest.

The Board encourages and promotes an overall culture of ethical business conduct by: (i) promoting compliance with applicable laws, rules and regulations; (ii) providing guidance to officers and directors to help them recognize and deal with ethical issues; (iii) promoting a culture of open communication, honesty and accountability; and (iv) ensuring awareness of disciplinary action for violations of ethical business conduct.

Nomination of Directors

As noted elsewhere in this Circular, the Board has not appointed a nominating committee. As a result of the Corporation's size, its stage of development as a CPC and the size of the Board, the Board considers that a nominating committee is not required at this time. Assuming completion of the Transaction, however, it is anticipated a nominating committee will be formally appointed and given the responsibility for the appointment and assessment of directors.

Compensation

As a result of the Corporation's size, its stage of development as a CPC and the size of the Board, the Board does not have a corporate governance, compensation and compliance committee. To date, the responsibilities for the corporate governance, compensation and compliance committee has been assumed by the Board. As a CPC, no salaries have or will be paid until following the completion of a Qualifying Transaction, and as such, no formal compensation program has been adopted. Assuming completion of the Transaction, it is anticipated that the Board will appoint a compensation committee to assist the Board in its oversight role with respect to (i) the Corporation's global human resource strategy, policies and programs, and (ii) all matters relating to the proper utilization of human resources within the Corporation, with special focus on management succession, development and compensation.

Other Board Committees

The Board has no standing committees other than the Audit Committee. Assuming completion of the Transaction, Proposed Directors will be appointed to a compensation and corporate governance and nominating committee of the Board in accordance with regulatory guidelines.

Assessments

The Board does not consider formal assessments useful given the stage of the Corporation's business and operations. However, the chairman of the Board meets annually with each director individually, which facilitates a discussion of his contribution and that of other directors. When needed, time is set aside at a meeting of the Board for a discussion regarding the effectiveness of the Board and its committees. If appropriate, the Board then considers procedural or substantive changes to increase the effectiveness of the Board and its committees. On an informal basis, the chairman of the Board is also responsible for reporting to the Board on areas where improvements can be made. Any agreed upon improvements required to be made are implemented and overseen by the Nominating Committee. A more formal assessment process will be instituted as, if, and when the Board considers it to be necessary.

AUDIT COMMITTEE INFORMATION

The Audit Committee's Charter

The directors of the Corporation have adopted a Charter for the Audit Committee, which sets out the Audit Committee's mandate, organization, powers and responsibilities. The full text of the Audit Committee Charter is attached hereto as Appendix "C" to this Circular.

Composition of the Audit Committee

Assuming completion of the Transaction, it is anticipated that members of the Audit Committee of the Resulting Issuer will be Manfred Kruger (Chairman), Robert Neill and Andrew Smith. Messrs. Kruger and Neill will be considered independent (as defined in NI 52-110), however Mr. Smith will not be considered independent as he will be an officer of the Resulting Issuer, assuming completion of the Transaction. All members will be considered financially literate (as defined in NI 52-110).

Relevant Education and Experience

Mr. Kruger has over 25 years of international business experience with both public and private companies. He is the founder and managing director of Astra Energy & Commodity Fund and Quantum Energy & Commodity Fund, and was formerly the Chairman of Pacific Status Energy Corp., a predecessor to Pacific Rubiales Energy Corp. Mr. Kruger has also held executive positions with Royal Dutch Shell plc and Pétroleos de Venezuela S.A.

Mr. Neill works as a consultant for Columbia-based Grupo de Bullet S.A.S., where he is responsible for developing strategic partnerships for the company and assisting in the management of day-to-day operations. Mr. Neill is formerly a consultant with ScottMadden Inc., where he provided management consulting services to companies in various industries. Mr. Neill holds an MBA from Vanderbilt University.

Mr. Smith is the current Chief Financial Officer of Trident and was formerly the Chief Executive Officer and Managing Director of Bassari Resources Ltd., a gold explorer listed on the Australian Stock Exchange. Mr. Smith was an Associate Director in the Corporate Finance Division at Ernst & Young and has over 14 years' experience as a chartered accountant, corporate advisor and finance expert. Mr. Smith is an Australian Chartered Accountant and holds a Bachelor in Accounting and Finance from Monash University (Melbourne, Australia) and a Masters Degree in Applied Finance from Melbourne University.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial period was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee charter provides for the Audit Committee to establish the auditors' fees. Such fees have been based upon the complexity of the matters in question and the time incurred by the auditors. Management of the Corporation believes that the fees negotiated in the past with the auditors of the Corporation were reasonable in the circumstances and would be comparable to fees charged by other auditors providing similar services.

External Auditor Services Fees (By Category)

The following table discloses the fees billed to the Corporation by its external auditor during the last completed financial year:

Financial Year Ending	Audit Fees (1)	Audit Related Fees (2)	Tax Fees (3)	All Other Fees (4)
December 31, 2011	$52,140	15,300	Nil	Nil

Notes:

(1) Audit and review services included quarterly reviews, audits and consultation work.

(2) Audit-related services are for services associated with a proposed Qualifying Transaction between the Corporation and ESI Exploration Syndicate Inc. announced on September 21, 2011. Such transaction was terminated effective April 5, 2012.

(3) The aggregate fees billed for tax compliance, tax advice, and tax planning services.

(4) No other fees were billed by the auditor of the Corporation other than those listed in the other columns.

Exemption

Since the Corporation is a "Venture Issuer" pursuant to NI 52-110 (its securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the United States of America, or a market outside of Canada and the United States of America), it is exempt from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No person who is, or who was within the 30 days prior to the date of the Circular, a director, executive officer, employee or any former director, executive officer or employee of the Corporation or a subsidiary thereof, and furthermore, no person who is a nominee for election as a director of the Corporation, and no associate of such persons is, or was as of the date of this Circular indebted to the Corporation or a subsidiary of the Corporation or indebted to any other entity where such indebtedness is subject to a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or a subsidiary of the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, since the commencement of the Corporation's most recently completed financial year, no informed person of the Corporation, or any associate or affiliate of any informed person or nominee, has or had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or will materially affect the Corporation or any of its subsidiaries.

ADDITIONAL INFORMATION

The Corporation has been a reporting issuer under the securities laws of the Provinces of Ontario, British Columbia and Alberta since March 22, 2011 and is therefore required to file its financial statements, management discussion and analysis ("**MD&A**") and its management information circulars with the securities commissions of such Provinces. Copies of the Corporation's latest financial statements, as well as its MD&A, are available on request from the Corporation or by consulting the Corporation's SEDAR profile at www.sedar.com.

APPROVAL

The contents of this Circular and the sending thereof to the Shareholders have been approved by the Board.

BY ORDER OF THE BOARD OF DIRECTORS OF ANDOR MINING INC.

"*George Elliott*"

George Elliott
Chairman and Chief Executive Officer

SCHEDULE "A"

Comparison of Rights under the OBCA and the BCBCA

THIS SUMMARY IS NOT AN EXHAUSTIVE REVIEW OF THE TWO STATUTES. REFERENCE SHOULD BE MADE TO THE FULL TEXT OF BOTH STATUTES AND THE REGULATIONS THEREUNDER FOR PARTICULARS OF ANY DIFFERENCES BETWEEN THEM AND SHAREHOLDERS SHOULD CONSULT THEIR LEGAL OR OTHER PROFESSIONAL ADVISORS WITH REGARD TO THE IMPLICATIONS OF THE CONTINUANCE WHICH MAY BE OF IMPORTANCE TO THEM.

Directors

Under the OBCA, 25% of directors must be Canadian residents. Directors may be removed by ordinary resolution. Provisions for permitted indemnification of directors and officers are substantially the same as but less detailed than in the BCBCA. Directors are not liable if they rely in good faith on financial statements, auditors' reports or professional reports.

Under the BCBCA, there is no residency requirement for directors. Directors may be removed by special resolution unless otherwise provided in the articles. The BCBCA includes detailed provisions for permitted and prohibited indemnification of directors or officers. Unlike the OBCA, the BCBCA gives discretion to the court to order payment or make any other order it considers appropriate. Directors are not liable with respect to prohibited actions in connection with payments, commissions, discounts, dividends, redemptions, indemnities or acquisition of shares if they rely in good faith on financial statements, auditors' reports, professional reports, a statement of fact from an officer, or on other documents the court considers to provide reasonable grounds for the directors' actions.

Place of shareholder meetings

Under the OBCA, subject to the articles, directors may determine place of shareholder meetings. Under the BCBCA, meetings may be held outside British Columbia if provided in the articles or approved by shareholders.

Ability to set necessary levels of shareholder consent

The OBCA does not provide flexibility on shareholder approvals, which are either majority resolution or where specified in the act a special resolution. A "special resolution" must be passed by at least two-thirds (⅔) of votes cast or a resolution that is consented to in writing by each shareholder of the company entitled to vote at such a meeting or the shareholder's attorney authorized in writing.

Under the BCBCA, Articles can set levels for various shareholder approvals (other than those prescribed by the statute). The default threshold is a special resolution. The percentage of votes required for a special resolution can be specified in the articles, no less than two-thirds (⅔) and not greater than three-quarters (¾) of the votes cast.

Restrictions on share transfers

Under the OBCA, only certain limited restrictions on transfer are permitted if offering to the public. The BCBCA does not prohibit share transfer restrictions.

Meaning of "insolvent"

Under the OBCA, a company may not pay dividends or purchase or redeem its shares if there are reasonable grounds for believing (i) it is or would be unable to pay its liabilities as they become due; or (ii) it would not meet a net asset solvency test. The net asset solvency tests for different purposes vary somewhat.

Under the BCBCA, for purposes of the insolvency test that must be passed for the payment of dividends and purchases and redemptions of shares, "insolvent" is defined to mean when a company is unable to pay its debts as they become due in the ordinary course of its business. Unlike the OBCA, the BCBCA does not impose a net asset solvency test for these purposes. For purposes of proceedings to dissolve or liquidate, the definition of "insolvent" from federal bankruptcy legislation applies.

Reduction of capital

Under the OBCA, capital may be reduced by special resolution but not if reasonable grounds for believing that, after the reduction, (i) the company would be unable to pay its liabilities as they become due; or (ii) the realizable value of the company's assets would be less than its liabilities.

Under the BCBCA, capital may be reduced by special resolution or court order. A court order is required if the realizable value of the company's assets would, after the reduction of capital be less than its liabilities.

Shareholders' proposals

The OBCA allows shareholders entitled to vote to submit a notice of a proposal.

The BCBCA includes a more detailed regime for shareholders' proposals than the OBCA. For example, a person submitting a proposal must have been the registered or beneficial owner of one or more voting shares for at least 2 years before signing the proposal. In addition, the proposal must be signed by shareholders who, together with the submitter, are registered or beneficial owners of (i) at least 1% of the company's voting shares, or (ii) shares with a fair market value exceeding an amount prescribed by regulation (at present, $2,000).

Amalgamations

The OBCA does not provide a provision for amalgamation pursuant to court approval. Inter-jurisdictional amalgamation is not available. In order to amalgamate either the Ontario company must first continue out of Ontario into the foreign jurisdiction or the foreign company must first continue into Ontario.

The BCBCA allows for amalgamation effected with court approval. A company may amalgamate with a company from a foreign jurisdiction and carry on as either a BC company or, if allowed by the foreign jurisdiction, a company organized under the foreign jurisdiction.

Sale of all or substantially all the assets or undertaking of business

Under the OBCA, the sale by a company of all or substantially all its assets, outside of the ordinary course of business, is permitted only if authorized by special resolution, any such sale gives rise to dissent rights.

Under the BCBCA, the sale by a company of all or substantially all its undertakings outside of the ordinary course of business, is permitted only if authorized by special resolution. Any such sale gives rise to dissent rights. Unlike the OBCA, the BCBCA exempts certain transactions with affiliates.

Dissent rights

The OBCA provides a right of dissent and appraisal in respect of certain fundamental corporate actions. There is no provision for the court to vary the statutory framework.

The BCBCA provides a substantively similar right of dissent and appraisal, though there are differences in the procedural and process requirements. The court may vary the statutory framework. Shareholders may waive dissent rights in respect of a particular corporate action.

Compulsory acquisition

The OBCA provides a right of compulsory acquisition for an offeror that acquires 90% of the target securities pursuant to a take-over bid, other than securities held at the date of the bid by or on behalf of the offeror.

The BCBCA provides a substantively similar right although there are differences in the procedures and process. Unlike the OBCA, BCBCA provides that where an offeror does not use the compulsory acquisition right when entitled to do so, a securityholder who did not accept the original offer may require the offeror to acquire the securityholder's securities involved in the original offer.

Oppression remedy

Under the OBCA, the scope of potential claimants includes securityholders or former securityholders of the company or any of its affiliates, beneficial owners or former beneficial owners of securities of the company or any of its affiliates, directors or officers or former directors or officers of the company or any of its affiliates, or any other person considered proper by the court. Claims may be based on conduct of the company or any of its affiliates that is oppressive, unfairly prejudicial, or that unfairly disregards the interests of a securityholder, creditor, director or officer.

Under the BCBCA, the scope of potential claimants includes shareholders, beneficial owners of shares and any other person considered appropriate by the court. Claims may be based on conduct of the company that is oppressive or unfairly prejudicial. Unlike the OBCA, the BCBCA does not make reference to conduct that "unfairly disregards" interests.

Derivative actions

Under the OBCA, a securityholder or former securityholder, beneficial owner or former beneficial owner of a security of the company or any of its affiliates, a director or officer or former director or officer of the company or any of its affiliates, or any other person considered proper by the court may, with leave of the court, bring an action in the name of the company or any of its subsidiaries or intervene in any such action to prosecute, defend or discontinue it. This right is available to a broader group of persons than under the BCBCA.

Under the BCBA, a shareholder or director of a company may, with leave of the court, prosecute a legal proceeding in the name and on behalf of the company to enforce a right, duty or obligation owed to the company that could be enforced by the company itself or to obtain damages for any breach of such a right, duty or obligation.

Investigations/appointment of inspectors

Under the OBCA, shareholders can apply to the court for the appointment of an inspector. Unlike the BCBCA, the OBCA does not require an applicant to hold a specified number of shares.

Under the BCBCA, a company may appoint an inspector by special resolution. Shareholders holding at least one-fifth (1/5) of all shares may apply to the court for the appointment of an inspector. The court must consider whether there are reasonable grounds for believing there has been oppressive, unfairly prejudicial, fraudulent or dishonest conduct.

SCHEDULE "B"

RIGHTS OF DISSENTING SHAREHOLDERS

Rights of Dissenting Shareholders
Pursuant to the
***Business Corporations Act* (Ontario)**

185 (1) Subject to subsection (3) and to sections 186 and 248, if a corporation resolves to,

amend its articles under section 168 to add, remove or change restrictions on the issue, transfer or ownership of shares of a class or series of the shares of the corporation;

amend its articles under section 168 to add, remove or change any restriction upon the business or businesses that the corporation may carry on or upon the powers that the corporation may exercise;

amalgamate with another corporation under sections 175 and 176;

be continued under the laws of another jurisdiction under section 181; or

sell, lease or exchange all or substantially all its property under subsection 184(3),

a holder of shares of any class or series entitled to vote on the resolution may dissent. R.S.O. 1990, c. B.16, s. 185 (1).

Idem

(2) If a corporation resolves to amend its articles in a manner referred to in subsection 170 (1), a holder of shares of any class or series entitled to vote on the amendment under section 168 or 170 may dissent, except in respect of an amendment referred to in,

(a) clause 170 (1) (a), (b) or (e) where the articles provide that the holders of shares of such class or series are not entitled to dissent; or

(b) subsection 170 (5) or (6). R.S.O. 1990, c. B.16, s. 185 (2).

One class of shares

(2.1) The right to dissent described in subsection (2) applies even if there is only one class of shares. 2006, c. 34,Sched. B, s. 35.

Exception

(3) A shareholder of a corporation incorporated before the 29th day of July, 1983 is not entitled to dissent under this section in respect of an amendment of the articles of the corporation to the extent that the amendment,

(a) amends the express terms of any provision of the articles of the corporation to conform to the terms of the provision as deemed to be amended by section 277; or

(b) deletes from the articles of the corporation all of the objects of the corporation set out in its articles, provided that the deletion is made by the 29th day of July, 1986. R.S.O. 1990, c. B.16, s. 185 (3).

Shareholder's right to be paid fair value

(4) In addition to any other right the shareholder may have, but subject to subsection (30), a shareholder who complies with this section is entitled, when the action approved by the resolution from which the shareholder dissents becomes effective, to be paid by the corporation the fair value of the shares held by the shareholder in respect of which the shareholder dissents, determined as of the close of business on the day before the resolution was adopted. R.S.O. 1990, c. B.16, s. 185 (4).

No partial dissent

(5) A dissenting shareholder may only claim under this section with respect to all the shares of a class held by the dissenting shareholder on behalf of any one beneficial owner and registered in the name of the dissenting shareholder. R.S.O. 1990, c. B.16, s. 185 (5).

Objection

(6) A dissenting shareholder shall send to the corporation, at or before any meeting of shareholders at which a resolution referred to in subsection (1) or (2) is to be voted on, a written objection to the resolution, unless the corporation did not give notice to the shareholder of the purpose of the meeting or of the shareholder's right to dissent. R.S.O. 1990, c. B.16, s. 185 (6).

Idem

(7) The execution or exercise of a proxy does not constitute a written objection for purposes of subsection (6). R.S.O. 1990, c. B.16, s. 185 (7).

Notice of adoption of resolution

(8) The corporation shall, within ten days after the shareholders adopt the resolution, send to each shareholder who has filed the objection referred to in subsection (6) notice that the resolution has been adopted, but such notice is not required to be sent to any shareholder who voted for the resolution or who has withdrawn the objection. R.S.O. 1990, c. B.16, s. 185 (8).

Idem

(9) A notice sent under subsection (8) shall set out the rights of the dissenting shareholder and the procedures to be followed to exercise those rights. R.S.O. 1990, c. B.16, s. 185 (9).

Demand for payment of fair value

(10) A dissenting shareholder entitled to receive notice under subsection (8) shall, within twenty days after receiving such notice, or, if the shareholder does not receive such notice, within twenty days after learning that the resolution has been adopted, send to the corporation a written notice containing,

(a) the shareholder's name and address;

(b) the number and class of shares in respect of which the shareholder dissents; and

(c) a demand for payment of the fair value of such shares. R.S.O. 1990, c. B.16, s. 185 (10).

Certificates to be sent in

(11) Not later than the thirtieth day after the sending of a notice under subsection (10), a dissenting shareholder shall send the certificates representing the shares in respect of which the shareholder dissents to the corporation or its transfer agent. R.S.O. 1990, c. B.16, s. 185 (11).

Idem

(12) A dissenting shareholder who fails to comply with subsections (6), (10) and (11) has no right to make a claim under this section. R.S.O. 1990, c. B.16, s. 185 (12).

Endorsement on certificate

(13) A corporation or its transfer agent shall endorse on any share certificate received under subsection (11) a notice that the holder is a dissenting shareholder under this section and shall return forthwith the share certificates to the dissenting shareholder. R.S.O. 1990, c. B.16, s. 185 (13).

Rights of dissenting shareholder

(14) On sending a notice under subsection (10), a dissenting shareholder ceases to have any rights as a shareholder other than the right to be paid the fair value of the shares as determined under this section except where,

(a) the dissenting shareholder withdraws notice before the corporation makes an offer under subsection (15);

(b) the corporation fails to make an offer in accordance with subsection (15) and the dissenting shareholder withdraws notice; or

(c) the directors revoke a resolution to amend the articles under subsection 168 (3), terminate an amalgamation agreement under subsection 176 (5) or an application for continuance under subsection 181 (5), or abandon a sale, lease or exchange under subsection 184 (8),

in which case the dissenting shareholder's rights are reinstated as of the date the dissenting shareholder sent the notice referred to in subsection (10), and the dissenting shareholder is entitled, upon presentation and surrender to the corporation or its transfer agent of any certificate representing the shares that has been endorsed in accordance with subsection (13), to be issued a new certificate representing the same number of shares as the certificate so presented, without payment of any fee. R.S.O. 1990, c. B.16, s. 185 (14).

Offer to pay

(15) A corporation shall, not later than seven days after the later of the day on which the action approved by the resolution is effective or the day the corporation received the notice referred to in subsection (10), send to each dissenting shareholder who has sent such notice,

a written offer to pay for the dissenting shareholder's shares in an amount considered by the directors of the corporation to be the fair value thereof, accompanied by a statement showing how the fair value was determined; or

if subsection (30) applies, a notification that it is unable lawfully to pay dissenting shareholders for their shares. R.S.O. 1990, c. B.16, s. 185 (15).

Idem

(16) Every offer made under subsection (15) for shares of the same class or series shall be on the same terms. R.S.O. 1990, c. B.16, s. 185 (16).

Idem

(17) Subject to subsection (30), a corporation shall pay for the shares of a dissenting shareholder within ten days after an offer made under subsection (15) has been accepted, but any such offer lapses if the corporation does not receive an acceptance thereof within thirty days after the offer has been made. R.S.O. 1990, c. B.16, s. 185 (17).

Application to court to fix fair value

(18) Where a corporation fails to make an offer under subsection (15) or if a dissenting shareholder fails to accept an offer, the corporation may, within fifty days after the action approved by the resolution is effective or within such further period as the court may allow, apply to the court to fix a fair value for the shares of any dissenting shareholder. R.S.O. 1990, c. B.16, s. 185 (18).

Idem

(19) If a corporation fails to apply to the court under subsection (18), a dissenting shareholder may apply to the court for the same purpose within a further period of twenty days or within such further period as the court may allow. R.S.O. 1990, c. B.16, s. 185 (19).

Idem

(20) A dissenting shareholder is not required to give security for costs in an application made under subsection (18) or (19). R.S.O. 1990, c. B.16, s. 185 (20).

Costs

(21) If a corporation fails to comply with subsection (15), then the costs of a shareholder application under subsection (19) are to be borne by the corporation unless the court otherwise orders. R.S.O. 1990, c. B.16, s. 185 (21).

Notice to shareholders

(22) Before making application to the court under subsection (18) or not later than seven days after receiving notice of an application to the court under subsection (19), as the case may be, a corporation shall give notice to each dissenting shareholder who, at the date upon which the notice is given,

(a) has sent to the corporation the notice referred to in subsection (10); and

(b) has not accepted an offer made by the corporation under subsection (15), if such an offer was made,

of the date, place and consequences of the application and of the dissenting shareholder's right to appear and be heard in person or by counsel, and a similar notice shall be given to each dissenting shareholder who, after the date of such first mentioned notice and before termination of the proceedings commenced by the application, satisfies the conditions set out in clauses (a) and (b) within three days after the dissenting shareholder satisfies such conditions. R.S.O. 1990, c. B.16, s. 185 (22).

Parties joined

(23) All dissenting shareholders who satisfy the conditions set out in clauses (22)(a) and (b) shall be deemed to be joined as parties to an application under subsection (18) or (19) on the later of the date upon which the application is brought and the date upon which they satisfy the conditions, and shall be bound by the decision rendered by the court in the proceedings commenced by the application. R.S.O. 1990, c. B.16, s. 185 (23).

Idem

(24) Upon an application to the court under subsection (18) or (19), the court may determine whether any other person is a dissenting shareholder who should be joined as a party, and the court shall fix a fair value for the shares of all dissenting shareholders. R.S.O. 1990, c. B.16, s. 185 (24).

Appraisers

(25) The court may in its discretion appoint one or more appraisers to assist the court to fix a fair value for the shares of the dissenting shareholders. R.S.O. 1990, c. B.16, s. 185 (25).

Final order

(26) The final order of the court in the proceedings commenced by an application under subsection (18) or (19) shall be rendered against the corporation and in favour of each dissenting shareholder who, whether before or after the date of the order, complies with the conditions set out in clauses (22) (a) and (b). R.S.O. 1990, c. B.16, s. 185 (26).

Interest

(27) The court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective until the date of payment. R.S.O. 1990, c. B.16, s. 185 (27).

Where corporation unable to pay

(28) Where subsection (30) applies, the corporation shall, within ten days after the pronouncement of an order under subsection (26), notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares. R.S.O. 1990, c. B.16, s. 185 (28).

Idem

(29) Where subsection (30) applies, a dissenting shareholder, by written notice sent to the corporation within thirty days after receiving a notice under subsection (28), may,

(a) withdraw a notice of dissent, in which case the corporation is deemed to consent to the withdrawal and the shareholder's full rights are reinstated; or

(b) retain a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders. R.S.O. 1990, c. B.16, s. 185 (29).

Idem

(30) A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that,

(a) the corporation is or, after the payment, would be unable to pay its liabilities as they become due; or

(b) the realizable value of the corporation's assets would thereby be less than the aggregate of its liabilities. R.S.O. 1990, c. B.16, s. 185 (30).

Court order

(31) Upon application by a corporation that proposes to take any of the actions referred to in subsection (1) or (2), the court may, if satisfied that the proposed action is not in all the circumstances one that should give

rise to the rights arising under subsection (4), by order declare that those rights will not arise upon the taking of the proposed action, and the order may be subject to compliance upon such terms and conditions as the court thinks fit and, if the corporation is an offering corporation, notice of any such application and a copy of any order made by the court upon such application shall be served upon the Commission. 1994, c. 27, s. 71 (24).

Commission may appear

(32) The Commission may appoint counsel to assist the court upon the hearing of an application under subsection (31), if the corporation is an offering corporation. 1994, c. 27, s. 71 (24).

SCHEDULE "C"

AUDIT COMMITTEE CHARTER

I. Mandate

The primary function of the audit committee (the "**Audit Committee**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by Andor Mining Inc. (the "**Corporation**") to its shareholders and, if applicable, to regulatory authorities, the Corporation's systems of internal controls regarding finance and accounting, and the Corporation's auditing, accounting and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are to:

1. Serve as an independent and objective party to monitor the Corporation's financial reporting and internal control system and review the Corporation's financial statements.

2. Review and appraise the performance of the Corporation's external auditors.

3. Provide an open avenue of communication among the Corporation's auditors, financial and senior management and the Board of Directors.

II. Composition

The Audit Committee shall be comprised of a minimum of three directors who are not officers, employees or control persons of the Corporation, as determined by the Board of Directors. The Audit Committee members shall meet the requirements of the TSX Venture Exchange and of National Instrument 52-110 – *Audit Committees.* At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Corporation's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation's financial statements. The members of the Audit Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Audit Committee may designate a Chair by a majority vote of the full Audit Committee membership.

III. Meetings

The Audit Committee shall meet at least annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with management and the external auditors in separate sessions. The minutes of the Audit Committee meetings shall accurately record the decisions reached and shall be distributed to the Audit Committee members with copies to the Board of Directors, the Chief Financial Officer or such other officer acting in that capacity, and the external auditor.

IV. Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

1. Review and update this Charter as necessary.

2. Review the Corporation's financial statements, MD&A and any annual or interim earnings and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, or to the shareholders, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

3. Require the external auditors to report directly to the Audit Committee.

4. Review annually the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Audit Committee as representatives of the shareholders of the Corporation.

5. Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Corporation and confirming their independence from the Corporation.

6. Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

7. Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.

8. Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval and the compensation of the external auditors.

9. Review with management and the external auditors the terms of the external auditors' engagement letter.

10. At each meeting, consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.

11. Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.

12. Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

13. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

    a. the aggregate amount of all such non-audit services provided to the Corporation constitutes not more than five percent (5%) of the total amount of revenues paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;

    b. such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and

    c. such services are promptly brought to the attention of the Audit Committee by the Corporation and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Audit Committee.

Provided the pre-approval of the non-audit services is presented to the Audit Committee's first scheduled meeting following such approval, such authority may be delegated by the Audit Committee to one or more independent members of the Audit Committee.

Financial Reporting Process

14. In consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external.

15. Consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.

16. Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management.

17. Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

18. Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

19. Review any significant disagreement among management and the external auditors regarding financial reporting.

20. Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

21. Review the certification process, if applicable.

22. Establish procedures for:

    a. the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and

    b. the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

Other

23. Communicate directly with the internal and external auditors.

V. Authority

The Audit Committee may:

1. Review any related-party transactions.

2. Engage independent outside counsel and other advisors as it determines necessary to carry out its duties.

3. Set and pay the compensation for any advisors employed by the Audit Committee.

The Audit Committee shall have unrestricted access to the Corporation's personnel and documents and will be provided with the resources necessary to carry out its responsibilities.

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