



SPUR VENTURES INC.

NOTICE OF MEETING
INFORMATION CIRCULAR
FOR THE
ANNUAL GENERAL AND SPECIAL MEETING
OF
SPUR VENTURES INC.

to be held on

May 12, 2009



SPUR VENTURES INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the 2009 Annual General and Special Meeting (the "*Meeting*") of the shareholders of **SPUR VENTURES INC.** (the "*Company*") will be held at the Cypress Room, Hyatt Regency Vancouver, 655 Burrard Street, Vancouver, British Columbia, on Tuesday, May 12, 2009 at the hour of 2:30 in the afternoon (Vancouver time) for the following purposes:

1. To receive the Report of the Directors;
2. To receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2008 and the report of the auditors thereon;
3. To appoint the auditors for the ensuing year;
4. To determine the number of directors at six (6) and to elect directors for the ensuing year;
5. To consider and, if thought fit, to approve an ordinary resolution adopting the shareholder rights plan of the Company previously approved by the Board of Directors on November 14, 2008, all as more particularly described in the Information Circular;
6. To consider, and if thought fit, to approve a special resolution to alter the Articles of the Company to provide for the appointment of directors in rotation, as more particularly described in the Information Circular; and
7. To transact any other business that may properly come before the Meeting and any adjournment thereof.

Accompanying this notice are the Company's Audited Consolidated Financial Statements, Management's Discussion and Analysis for the fiscal year ended December 31, 2008, an Information Circular and a form of Proxy. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting or any adjournment thereof in person, please read the Notes accompanying the form of Proxy enclosed herewith and then complete and return the Proxy within the time set out in the Notes. The enclosed form of Proxy is solicited by Management but, as set out in the Notes, you may amend it if you so desire by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

Please advise the Company of any change in your address.

DATED at Vancouver, British Columbia, this 24th day of March, 2009.

BY ORDER OF THE BOARD OF DIRECTORS

Dr. Robert J. Rennie
President and Chief Executive Officer



SPUR VENTURES INC.

SPUR VENTURES INC.
(the "Company")

Suite 3083, 595 Burrard Street, Bentall III, Box 49298, Vancouver, B.C. V7X 1L3
Telephone: (604) 689-5564, Facsimile: (604) 682-2802

INFORMATION CIRCULAR FOR

ANNUAL GENERAL AND SPECIAL MEETING

(as at March 24, 2009, except as indicated)

GENERAL PROXY INFORMATION

SOLICITATION OF PROXIES

The Company is providing this Information Circular and a form of proxy in connection with management's solicitation of proxies for use at the Annual General and Special Meeting (the "*Meeting*") of the Company to be held on May 12, 2009 and at any adjournments. Unless the context otherwise requires, when we refer in this Information Circular to the Company, its subsidiaries are also included.

The solicitation of Proxies will be primarily by mail, but Proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. In accordance with National Instrument 54-101 of the Canadian Securities Administrators ("*NI 54-101*"), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the common shares of the Company (the "*Shares*") held of record by such persons and the Company may reimburse such persons for reasonable fees and disbursements incurred by them in so doing. All costs of this solicitation will be borne by the Company.

APPOINTMENT OF PROXYHOLDERS

A shareholder entitled to vote at the Meeting may by means of a Proxy appoint a proxyholder or one or more alternate proxyholders, who need not be shareholders, to attend and act at the Meeting for the shareholder on the shareholder's behalf. Submitting a Proxy by mail, fax or by hand delivery are the only methods by which a shareholder may appoint a person as Proxy other than a director or officer of the Company named on the form of Proxy.

The individuals named in the accompanying form of Proxy are directors and/or officers of the Company. **A shareholder wishing to appoint some other person (who need not be a shareholder) to represent him or her at the Meeting has the right to do so, either by inserting such person's name in the blank space provided in the form of Proxy or by completing another form of Proxy.** Such a shareholder should notify the nominee of his or her appointment, obtain his or her consent to act as proxy and instruct him or her on how the shareholder's Shares are to be voted. In any case, the form of Proxy should be dated and executed by the shareholder or his/her attorney authorized in writing, or if the shareholder is a corporation, under its corporate seal, or by an officer or attorney thereof duly authorized.

PROXY INSTRUCTIONS

Only shareholders whose names appear on the records of the Company as the registered holders of the shares or duly appointed proxyholders are permitted to vote at the Meeting. Registered shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered shareholders may vote by Proxy as follows: by

mail or fax, or by hand delivery to Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1.

Registered shareholders must complete, date and sign the form of Proxy. It must then be returned to the Company's transfer agent, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the commencement of the Meeting or the adjournment thereof at which the Proxy is to be used.

REVOCABILITY OF PROXIES

In addition to revocation in any other manner permitted by law, a shareholder who has given a Proxy may revoke it by either executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the shareholder or the shareholder's authorized attorney in writing, or; if the shareholder is a company, under its corporate seal by an officer or attorney duly authorized; and by depositing the Proxy bearing a later date with Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, that precedes any reconvening thereof, or to the chair of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law. In addition, a Proxy may be revoked by the shareholder personally attending the Meeting and voting the shareholder's shares. A revocation of a Proxy will not affect a matter on which a vote is taken before the revocation.

EXERCISE OF DISCRETION

On a poll, the nominees named in the accompanying form of Proxy will vote or withhold from voting the Shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for. **The Proxy will confer discretionary authority on the nominees named therein with respect to each matter or group of matters identified therein for which a choice is not specified other than the appointment of an auditor and the election of directors, any amendment to or variation of any matter identified therein and any other matter that properly comes before the Meeting.**

In respect of a matter for which a choice is not specified in the Proxy, the nominees named in the accompanying form of Proxy will vote Shares represented by the Proxy in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

As of the date of this Information Circular management of the Company knows of no amendment, variation or other matter that may come before the Meeting but, if any amendment, variation or other matter properly comes before the Meeting, each nominee in the accompanying form of Proxy intends to vote thereon in accordance with the nominee's best judgment.

ADVICE TO BENEFICIAL (NON-REGISTERED) SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Information Circular, collectively, as "*Beneficial Shareholders*") should note that only Proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Shares will not be registered in the shareholder's name on the records of the Company. Such Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States the vast majority of such shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited; and which acts as nominee for many Canadian brokerage firms). Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares

are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("*Broadridge*", formerly ADP Investor Communications Services) in the United States and in Canada. Broadridge typically prepares its own proxy forms, mails those forms to the Beneficial Shareholders and requests the Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge proxy cannot use that proxy to vote Shares directly at the Meeting. That proxy must be returned to Broadridge well in advance of the Meeting in order to have the Shares voted**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting. Alternatively, a Beneficial Shareholder may request in writing that his or her broker send to the Beneficial Shareholder a legal Proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his or her Shares.

RECORD DATE AND VOTING SECURITIES

The Company has set the close of business on March 24, 2009 as the record date (the "*Record Date*") for determination of persons entitled to receive notice of the Meeting. Only the registered holders of Shares, and those beneficial holders entitled to receive notice pursuant to NI 54-101 through their intermediaries, as at that date, are entitled to receive notice of and to vote at the Meeting unless after that date a shareholder of record transfers his or her Shares and the transferee, upon producing properly endorsed certificates evidencing such Shares or otherwise establishing that he or she owns such Shares, requests by contacting Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, at least 10 calendar days prior to the Meeting that the transferee's name be included in the list of shareholders entitled to vote, in which case such transferee is entitled to vote such Shares at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of Shares, of which 60,340,520 shares are issued and outstanding as at the date hereof. Persons who are registered shareholders at the close of business on March 24, 2009 will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held. The Company has only one class of shares.

To the knowledge of the Directors and executive officers of the Company, only the following shareholder beneficially owns, controls or directs, directly or indirectly, Shares carrying more than 10% of the voting rights attached to any class of voting securities of the Company:

Shareholder Name	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Shares
The Rule Family Trust UAD 12/17/98	8,251,500	13.67%

ELECTION OF DIRECTORS

The term of office of each of the present directors expires at the Meeting. If the amendment to the Company's Articles is approved (see "Particulars of Matters to be Acted on at the Meeting – Amendment to Articles of the Company"), each director elected will hold office for a term of one to three years, or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Company or with the provisions of the Business Corporations Act (British Columbia). Each of the directors will be classified by the Board of Directors as a Class I, Class II or Class III director, and his or her term will expire after the Company's annual general meeting in 2010, 2011 or 2012

respectively.

Shareholder approval will be sought to fix the number of directors of the Company at six (6).

Management of the Company proposes to nominate the persons listed below for election as directors of the Company. MANAGEMENT DOES NOT ANTICIPATE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR. IN ADDITION TO THE SLATE OF NOMINEES HEREIN, REGISTERED SHAREHOLDERS PRESENT AT THE MEETING SHALL BE ENTITLED TO NOMINATE AND VOTE FOR THE ELECTION OF ANY OTHER PERSON OR PERSONS AS A DIRECTOR. THE COMPANY HAS NOT RECEIVED NOTICE OF AND MANAGEMENT IS NOT AWARE OF ANY PROPOSED NOMINEES ADDITIONAL TO THOSE NAMED.

The following table and notes thereto states the name of each person proposed to be nominated by management for election as a director, all offices of the Company now held by him, his principal occupation, the period of time for which he has been a director of the Company, and the number of Shares of the Company beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

Name, Province and Jurisdiction of Residence and Position ⁽¹⁾	Principal occupation or employment and, if not a previously elected director, occupation during the past 5 years ⁽¹⁾	Date of appointment as director	Number of Shares beneficially owned, controlled or directed, directly or indirectly ⁽²⁾
Steven G. Dean ⁽³⁾ British Columbia, Canada Chairman of the Board and Director	Businessman; Chairman of the Company	June 19, 2003	1,165,000 ⁽⁴⁾
Robert G. Atkinson ⁽³⁾⁽⁵⁾⁽⁶⁾ British Columbia, Canada Vice-Chairman of the Board and Director	Businessman; Vice-Chairman of the Company	March 21, 1996	2,292,050
John Van Brunt ⁽⁶⁾⁽⁷⁾ Alberta, Canada Vice-Chairman of the Board and Director	Businessman; Vice-Chairman of the Company	July 23, 2004	40,000
Dr. Robert J. Rennie Alberta, Canada President, Chief Executive Officer and Director	President, CEO and Interim CFO of the Company	March 1, 2005	30,000
W. David Black ⁽⁶⁾⁽⁸⁾ British Columbia, Canada Director	Lawyer	June 22, 2000	30,000
Ruston Goepel ⁽⁸⁾⁽⁹⁾ British Columbia, Canada Director	Senior Vice-president, Raymond James Ltd.	June 19, 2003	170,000

- (1) The information as to province and jurisdiction of residence, and principal occupation, not being within the knowledge of the Company, has been furnished by the respective nominees. To the knowledge of the Company, no person proposed herein by management for election as a director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.
- (2) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at March 24, 2009, based upon information furnished to the Company by individual directors. Unless otherwise indicated, such shares are held directly.
- (3) Member of Compensation Committee.
- (4) Of these shares, 700,000 are held by a trust of which Mr. Dean is a beneficiary.
- (5) Chairman of the Audit Committee.
- (6) Member of the Corporate Governance Committee.
- (7) Chairman of the Compensation Committee.
- (8) Member of the Audit Committee.
- (9) Chairman of the Corporate Governance Committee.

The Company has an Audit Committee, a Compensation Committee and a Corporate Governance Committee. The members of such committees are set out below.

To the knowledge of the Company, no proposed director

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer ("*CEO*") or chief financial officer ("*CFO*") of any company (including the Company) that:
 - (i) was the subject, while the proposed director was in the capacity as director, CEO or CFO of such company of a cease trade or similar 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; or
 - (ii) was subject to a cease trade or similar 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 the proposed director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to 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
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

See Schedule A - Corporate Governance Practices for information in respect of directorships in other reporting issuers held by the directors of the Company.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. Compensation for the 2008 and prior fiscal years has historically been based upon a negotiated salary, with stock options and bonus potentially being issued and paid as an incentive for performance.

The Compensation Committee has the responsibility to administer the compensation policies related to the executive management of the Company, being the President and Chief Executive Officer. Bonuses paid to senior executives are based on the Compensation Committee's assessment of the Company's financial and operating performance, as compared to the Company's peers, and objectives approved by the Board of Directors.

Option-based Awards

The Compensation Committee has the responsibility to administer the compensation policies related to the executive management of the Company, including option-based awards.

The shareholders have approved a stock option plan pursuant to which the Board has granted stock options to executive officers. The stock option plan provides compensation to participants and an additional incentive to work toward long-term Company performance.

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. The stock option plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact and/or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSX, and closely align the interests of the executive officers with the interests of shareholders. The total number of stock options issued by the Company is low compared to many similar companies.

Summary Compensation Table

"Named Executive Officers" or "NEOs" means the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of the Company, or if the Company does not have a CFO, an individual who acted in a similar capacity, regardless of the amount of compensation of that individual, each of the Company's three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recent financial year and whose total salary and bonus exceeds \$150,000, and any individual who would have satisfied these criteria but for the fact that such individual was not serving as an officer of the Company at the end of the most recently completed financial year.

The following table (presented in accordance with National Instrument Form 51-102F6 *Statement of Executive Compensation* which came into force on March 30, 2004 (the "Old Form 51-102F6")) sets forth all annual and long term compensation for services in all capacities to the Company and its subsidiaries (to the extent required by the Old Form 51-102F6) for the financial years ending before December 31, 2007 and December 31, 2006 in respect of each of the Company's Named Executive Officers.

**Summary Compensation Table
for financial years ending December 31, 2006 and 2007**

NEO Name and Principal Position	Year ⁽¹⁾	Annual Compensation			Long Term Compensation			All Other Compensation (\$)
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Awards		Payouts	
					Securities Under Option/SAR's Granted (#) ⁽²⁾	Shares/Units Subject to Resale Restrictions (\$)	LTIP Payouts (\$)	
Dr. Robert Rennie ⁽³⁾ President, CEO and Interim CFO	2007	191,406 ⁽⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil
	2006	182,291 ⁽⁴⁾	Nil	Nil	250,000	Nil	Nil	Nil
Michael Chen ⁽⁵⁾ Former CFO	2007	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2006	94,750	Nil	Nil	Nil	Nil	Nil	Nil

- (1) Fiscal years ending December 31.
 (2) The Company does not have Stock Appreciation Rights.
 (3) CEO from March 1, 2005 to present, President from June 21, 2006 to present, Interim CFO from December 1, 2006 to present.
 (4) Paid to Dr. Rennie pursuant to an employment contract dated February 17, 2005 (see "Termination of Employment, Changes in Responsibility and Employment Contracts").
 (5) CFO from October 12, 2004 to November 30, 2006.

The following table (presented in accordance with National Instrument Form 51-102F6 ("*Statement of Executive Compensation*" which came into force on December 31, 2008 (the "*New Form 51-102F6*")) sets forth all annual and long term compensation for services in all capacities to the Company for the most recently completed financial year of the Company (to the extent required by the New Form 51-102F6) in respect of each Named Executive Officer.

**Summary Compensation Table
for financial year ending on December 31, 2008**

Name and Principal Position	Year ⁽¹⁾	Salary (\$)	Non-Equity Incentive Plan Compensation (\$)		Total Compensation (\$)
			Annual Incentive Plans	Long-term Incentive Plans	
Dr. Robert Rennie President, CEO and Interim CFO	2008	200,972 ⁽²⁾	Nil	Nil	200,972

- (1) Fiscal year ending December 31.
 (2) Paid to Dr. Rennie pursuant to an employment contract dated February 17, 2005 (see "Termination of Employment, Changes in Responsibility and Employment Contracts").

The Company did not grant compensation to the Named Executive Officer in the form of option-based awards, share-based awards, non-equity incentive plan compensation or under any pension plan or other compensation during the last financial year ended December 31, 2008.

Option-Based Awards – Stock Option Plan

The Company has a "fixed" stock option plan (the "*Plan*"). Pursuant to the Plan, up to 8,000,000 options may be granted which would represent 13.26% of the current issued capital of the Company. As at the date of this Information Circular, the Company has issued a total of 5,635,000 options pursuant to the Plan, of which there are options outstanding to purchase a total of 3,720,000 Shares, or approximately 6.16% of the current issued and outstanding Shares. As of the date of this Information Circular, all of the currently outstanding options are out of the money.

The Plan provides that:

1. The maximum number of shares which may be issuable pursuant to options granted under the Plan is 8,000,000 shares. The number of shares reserved for issuance under the Plan:
 - (a) in aggregate shall not exceed 20% of the total number of issued and outstanding shares on the grant date on a non-diluted basis; and
 - (b) to any one optionee within a 12 month period shall not exceed 5% of the total number of issued and outstanding shares on the grant date on a non-diluted basis.
2. The number of Shares which may be issuable under the Plan within a one-year period:

- (a) in aggregate shall not exceed 20% of the total number of issued and outstanding Shares on the Grant Date on a non-diluted basis;
 - (b) to any one Optionee, shall not exceed 5% of the total number of issued and outstanding Shares on the Grant Date on a non-diluted basis, within a one year period;
 - (c) to any one Consultant shall not exceed 2% in the aggregate of the total number of issued and outstanding Shares on the Grant Date on a non-diluted basis; and
 - (d) to Insiders as a group shall not exceed 10% of the total number of issued and outstanding Shares on the Grant Date on a non-diluted basis, within a one year period.
3. The exercise price of an option may not be set at less than the closing market price of the Company's Shares on the trading day immediately preceding the day on which the option grant is announced.
 4. The options are not assignable by an optionee.
 5. If an Optionee shall cease to be an Eligible Person, any outstanding options (whether or not such options are vested) held by such Optionee shall be cancelled on the following basis:
 - (a) If an Optionee ceases to be an Eligible Person due to death or disability, then the vested options held by such Optionee shall be exercisable up to the earlier of the expiry date of such options and 365 days after the date of death or disability.
 - (b) If an Optionee ceases to be an Eligible Person as a result of termination for cause, the vested options held by such Optionee shall be cancelled as of the date of termination.
 6. Subject to the discretion of the board, if an Optionee ceases to be an Eligible Person other than for cause, the vested options held by such Optionee shall be exercisable up to the earlier of the expiry date of such options and the date which is 90 days (30 days if the Optionee was engaged in investor relations activities) after the Optionee ceases to be an Eligible Person.
 7. The Plan does not provide for financial assistance by the Company to any Optionee.
 8. On the occurrence of a takeover bid, the Board of Directors will have the right to accelerate the date on which an option becomes vested and thereby exercisable.

The following table sets forth information concerning all awards outstanding under option-based incentive plans of the Company at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each of the Named Executive Officers.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value ⁽¹⁾ of Unexercised In-The-Money Options (\$)	Number of Shares Or Units Of Shares That Have Not Vested (#)	Market or Payout Value ⁽¹⁾ Of Share-Based Awards That Have Not Vested (\$)
Dr. Robert Rennie	500,000	\$1.80	March 1, 2010	N/A	Nil	N/A
President, CEO and Interim CFO	250,000	\$1.03	July 4, 2011	N/A	83,333	Nil

⁽¹⁾ Value is calculated by multiplying the number of securities which may be acquired on exercise of the option by the difference, if any, between the market value of the securities underlying the options at exercise or financial year-end, respectively, and the exercise of base price of the options. The closing price for the Company's shares on December 31, 2008 was \$0.22.

Option-Based Awards: Value vested or earned during the year

The value vested or earned during the most recently completed financial year of option based awards granted to Named Executive Officers are as follows:

Name	Option-Based Awards - Value Vested During The Year (\$)	Share-Based Awards - Value Vested During The Year (\$)	Non-Equity Incentive Plan Compensation - Value Earned During The Year (\$)
Dr. Robert Rennie President, CEO and Interim CFO	Nil ⁽¹⁾	Nil	Nil

⁽¹⁾ Value is calculated by multiplying the number of securities which may be acquired on exercise of the option by the difference, if any, between the market value of the securities underlying the options at exercise or financial year-end, respectively, and the exercise of base price of the options. The closing price for the Company's shares on December 31, 2008 was \$0.22.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

Termination of Employment, Changes in Responsibility and Employment Contracts

The Company and its subsidiaries have no employment contracts with any Named Executive Officers except as follows:

Under an employment agreement effective March 1, 2005, Dr. Robert Rennie agreed to an initial salary of \$175,000 per annum for his services in the capacity of Chief Executive Officer, with provision for an annual bonus of up to 20% of annual salary and an initial allocation of stock options. The bonus is based upon the Company meeting key criteria each year, as mutually agreed between Dr. Rennie and the Board of Directors, including meeting business growth targets, meeting budget requirements, obtaining government approvals, and meeting other key corporate milestones. By an amending letter agreement dated January 8, 2008, Dr. Rennie's employment agreement was changed to include a change in control provision. On a "change of control" of the Company Dr. Rennie may, on three months' notice, and the Company may, without notice, terminate Dr. Rennie's employment by notice in writing, whereupon Dr. Rennie will be entitled to a severance payment equal to 24 months' salary plus payout of accrued vacation plus earned bonuses, if any, in the year in which the notice is given. In addition, all options under the Company's Stock Option Plan held by Dr. Rennie will vest immediately and may be exercised in accordance with their terms as of the date of delivery of the written notice. A change of control is defined as (i) any transaction or series of transactions in which all shareholders of the Company are legally entitled to participate and pursuant to which shares of the Company carrying the right to vote (the "Voting Shares") representing more than 50% of the total outstanding Voting Shares are purchased by a person not controlled by, in control of or under common control with the Company immediately prior to such transaction, or (ii) the merger or combination of the Company with another entity (other than a merger or combination in which holders of Voting Shares immediately before the merger or combination own, immediately after the merger or combination, voting securities of the surviving or acquiring entity or a parent company of such surviving or acquiring entity possessing more than 50% of the voting power of the surviving or acquiring entity or parent party) resulting in the exchange of the outstanding Voting Shares for cash, securities or other property.

Estimated Incremental Payment on Change of Control

Under the terms of Dr. Rennie's employment agreement, as of December 31, 2008 Dr. Rennie would be entitled to receive on a change of control \$401,944, or 24 months' salary, the estimated incremental payment upon termination.

Performance Graph

The following performance graph illustrates the Company's five year (to December 31, 2008) cumulative total shareholder return (assuming reinvestment of dividends, if any, on each dividend payment date) on a \$100 investment on January 1, 2004 in the Company's Shares compared to the return on a comparable investment on the S&P/TSX Composite Index. The share trading data is as reported by the Toronto Stock Exchange ("TSX").



Compensation of Directors

The following table sets forth all amounts of compensation provided to directors who are not Named Executive Officers for the Company's most recently completed financial year. Mr. Wu Sihai, who was a director until his resignation on June 24, 2008, did not receive any fees and was not awarded options during the Company's most recently completed financial year.

Name	Fees Earned (\$)	Option-Based Awards (\$) ⁽²⁾	Total (\$)
Steven Dean	\$84,000 ⁽¹⁾	Nil	\$84,000
John Van Brunt	\$60,000	Nil	\$60,000
Robert Atkinson	\$10,000	Nil	\$10,000
W. David Black	\$10,000	Nil	\$10,000
Ruston Goepel	\$10,000	Nil	\$10,000

(1) Paid to Sirocco Advisory Services Limited, a company owned by an associate of Mr. Dean.

(2) Please see Incentive Plan Awards, below, for details of stock option grants to directors who are not Named Executive Officers. Value is calculated by multiplying the number of securities which may be acquired on exercise of the option by the difference, if any, between the market value of the securities underlying the options at exercise or financial year-end, respectively, and the exercise of base price of the options. The closing price for the Company's shares on December 31, 2008 was \$0.22.

As described in the preceding table, the Directors are compensated for acting in their capacity as Directors, for committee participation, involvement in special assignments and for services as consultant or expert.

The Company has a stock option plan for the granting of incentive stock options to the officers, employees and Directors. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the Directors of the Company and to more closely align the personal interests of such persons to that of the shareholders.

Option-Based Awards

The following table sets forth information concerning all awards outstanding under option-based plans of the Company at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each of the directors of the Company who were not Named Executive Officers, during the last financial year ended December 31, 2008:

Director Name	Option-Based Awards			
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options ⁽¹⁾ (\$)
Steven Dean	400,000	\$0.90	June 26, 2013	N/A
John Van Brunt	100,000	\$0.90	June 26, 2013	N/A
Robert Atkinson	100,000	\$0.90	June 26, 2013	N/A
W. David Black	100,000	\$0.90	June 26, 2013	N/A
Ruston Goepel	100,000	\$0.90	June 26, 2013	N/A
Total:	800,000			N/A

(1) The Company has no in-the-money options.

Option-Based Awards - Value Vested Or Earned During The Year

The value vested or earned during the most recently completed financial year of incentive plan awards granted to Directors who are not Named Executive Officers are as follows:

Director Name	Option-Based Awards - Value Vested During The Year ⁽¹⁾ (\$)
Steven Dean	NII
John Van Brunt	NII
Robert Atkinson	NII
W. David Black	NII
Ruston Goepel	NII

⁽¹⁾ This amount is the dollar value that would have been realized computed by obtaining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date. A total of 66,667 of the options issued to Mr. Wu Sihai, a former director of the Company, vested on June 27, 2008, when the closing price of the Company's shares was \$0.88 on the TSX, and were exercised by Mr. Wu Sihai on July 24, 2008, when the closing price of the Company's shares was \$0.71. The exercise price of these options was \$0.63 per share therefore the value of the options, based on the formula set out in this footnote, was \$16,666.75 on the date of vesting and \$5,333.36 on the date of exercise.

Securities Authorized for Issuance under Equity Compensation Plans

The following table summarizes relevant information as of December 31, 2008 with respect to compensation plans under which equity securities are authorized for issuance.

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)) (c)
Equity compensation plans approved by securityholders	3,720,000	\$1.37	2,365,000

INDEBTEDNESS TO COMPANY OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Information Circular, there was no indebtedness outstanding of any current or former Director, executive officer or employee of the Company or any of its subsidiaries which is owing to the Company or any of its subsidiaries, or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a Director or executive officer of the Company, no proposed nominee for election as a Director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or any of its subsidiaries; or
- (ii) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries,

in relation to a securities purchase program or other program.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

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

APPOINTMENT OF AUDITORS

PricewaterhouseCoopers LLP, Chartered Accountants, of Vancouver, British Columbia are the auditors of the Company. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as the auditors of the Company to hold office for the ensuing year at remuneration to be fixed by the directors.

MANAGEMENT CONTRACTS

No management functions of the Company are performed to any substantial degree by a person other than the directors or executive officers of the Company. Please see "Executive Compensation – Termination of Employment, Changes in Responsibility and Employment Contracts" above for a summary of the management contracts of the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of directors and the approval of the shareholder rights plan.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Effective June 30, 2005, National Instrument 58-101 Disclosure of Corporate Governance Practices ("*NI 58-101*") was adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. The corporate governance practices adopted by the Company are set out in the attached Schedule "A".

AUDIT COMMITTEE INFORMATION

Information regarding the Company's Audit Committee, together with a copy of the Audit Committee's charter, is contained in the Company's Annual Information Form dated March 31, 2009 (the "*AIF*") on page 14 and Schedule "A" to the AIF. A copy of the AIF is available under the Company's profile on SEDAR at www.sedar.com.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

SHAREHOLDER RIGHTS PLAN

The Company is a party to a shareholder rights plan agreement (the "*Rights Plan*") with Computershare Investor Services Inc. as rights agent, dated November 14, 2008. The Rights Plan was adopted: (i) to give adequate time for Shareholders to properly assess a take-over bid without undue pressure; (ii) to provide the Board time to consider value-enhancing alternatives to a take-over bid and to allow competing bids to emerge; and (iii) to ensure that Shareholders of the Company are provided equal treatment under a take-over bid. The Rights Plan is not intended to prevent take-over bids that treat Shareholders fairly and was not adopted in response to any proposal to acquire control of the Company.

Under the Rights Plan, those bids that meet certain requirements intended to protect the interests of all Shareholders are deemed to be "Permitted Bids". Permitted Bids must be made by way of a take-over circular prepared in compliance with applicable securities laws and, among other conditions, must remain open for sixty days. In the event a take-over bid does not meet the Permitted Bid requirements or a person otherwise acquires 20% or more of the outstanding Shares (an "Acquiror"), subject to certain exemptions, the rights will entitle Shareholders, other than any Acquiror, to purchase additional Shares at a substantial discount to the market value at the time. As a result, the investment of any Acquiror will be greatly diluted if a substantial portion of the rights are exercised.

A summary of the Rights Plan is set forth in Schedule "B" to this Management Information Circular. This summary is qualified in its entirety by reference to the text of the Rights Plan, which is available upon request from the Company at Suite 3083, 595 Burrard Street, Bentall III, Box 49298, Vancouver, B.C. V7X 1L3, telephone (604) 689-5564 or fax (604) 682-2802, or a copy of the Rights Plan may be obtained from the Company's public disclosure documents found on SEDAR at www.sedar.com. Capitalized terms used in this summary without express definition have the meanings ascribed thereto in the Rights Plan.

Shareholder Approval

Accordingly, the shareholders of the Company will be asked at the Meeting to approve an ordinary resolution (the "*Rights Plan Resolution*") in substantially the following form:

"RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. The shareholder rights plan (the "*Rights Plan*") as set forth in the shareholder rights plan agreement dated as of November 14, 2008 between the Company and Computershare Investor Services Inc., and the issuance of the rights issued pursuant to such Rights Plan, be and the same are hereby approved,

ratified and confirmed;

2. Any officer of the Company be and is hereby authorized and directed to negotiate, finalize, execute and deliver any and all such further agreements, documents, authorizations, elections or other instruments and to do all such further acts and things as such officer in his sole discretion may determine in order to complete and give effect to the foregoing resolution and the transactions contemplated by the Rights Plan, such determination to be conclusively evidenced by such officer's execution and delivery of any such agreement, document, authorization, election or other instrument or the taking of any such action; and
3. Despite the foregoing, the directors may revoke this resolution without further approval of the shareholders at any time."

The form of the proposed resolution set forth above is subject to such amendments as management may propose at the Meeting but which do not materially affect the substance of the proposed resolution.

The directors of the Company recommend that the Shareholders approve the Rights Plan. It is intended that all proxies received will be voted in favour of the Rights Plan Resolution, unless a proxy contains instructions to vote against such resolution. Greater than 50% of the votes of Shareholders present in person or by proxy are required to approve the Rights Plan Resolution. If the Rights Plan Resolution is not approved, the Rights Plan will terminate and the rights issued under it will be void.

AMENDMENT TO ARTICLES OF THE COMPANY

The Board of Directors recommends that the Articles of the Company be changed to provide for a rotating Board of Directors with a three year term. Under the proposed amendment, the Board of Directors would be divided into three classes of directors, Class I, II and III. For directors elected at this meeting, the term for Class I directors would expire at the Company's Annual General meeting in 2010, the term for Class II directors would expire at the Company's Annual General Meeting in 2011, and the term for Class III directors would expire at the Company's Annual General Meeting in 2012. For subsequent meetings directors would be replaced on the three year rotating basis. The text of the special resolution is as follows:

"RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. The Articles of the Company be amended by deleting Article 14.8 in its entirety and replacing it with the following Article 14.8, and by adding the following Article 14.12:

'14.8 Additional Directors

Notwithstanding Articles 13.1 and 13.2, between annual general meetings or unanimous resolutions contemplated by Article 10.2, the directors may appoint one or more additional directors, but the number of additional directors appointed under this Article 14.8 must not at any time exceed one-third of the number of the current directors who were elected or appointed as directors other than under this Article 14.8.

Any director so appointed ceases to hold office immediately before the next election or appointment of directors under Article 14.1(1), but is eligible for re-election or re-appointment, and so long as he is an additional director the number of directors will be increased accordingly.

14.12 Class I, II and III Directors

Unless otherwise determined by special resolution, there will be three classes of directors, to be respectively designated as Class I, Class II and Class III, and the terms of office of the directors initially classified will be as follows:

That of Class I shall expire at the general meeting to be held in 2010;
That of Class II shall expire at the general meeting to be held in 2011; and
That of Class III shall expire at the general meeting to be held in 2012.

At each general meeting after such initial classification, directors to replace those whose terms expire at such general meeting will be elected to hold office until the third successive annual general meeting. Notwithstanding the foregoing, every director will hold office until his successor is elected. Any director whose office has expired will be eligible for re-election."

The directors of the Company recommend that the Shareholders approve the proposed amendment to the Company's Articles. It is intended that all proxies received will be voted in favour of the amendment, unless a proxy contains instructions to vote against such resolution. Pursuant to the Article 11.2 of the Articles of the Company, the majority of votes required to pass a special resolution at a meeting of shareholders is two-thirds of the votes cast on the resolution.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company at Suite 3083, 595 Burrard Street, Vancouver, BC, V7X 1L3 (Telephone: 604-689-5564) to request copies of the Company's financial statements and MD&A.

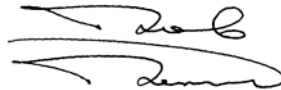
Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year, which financial statements and MD&A are filed on SEDAR.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby on such matter in accordance with their best judgment.

DATED this 24th day of March, 2009.

BY ORDER OF THE BOARD



Dr. Robert J. Rennie,
President & Chief Executive Officer

SCHEDULE "A"

CORPORATE GOVERNANCE PRACTICES

The following table addresses the disclosure requirements set out in Form 58-101F1 Corporate Governance Disclosure:

<i>Corporate Governance Disclosure Requirement</i>	<i>The Company's Approach</i>
<p>1. Board of Directors –</p> <p>(a) Disclose identity of directors who are independent.</p>	<p>The Company's four independent directors are Robert Atkinson, John Van Brunt, W. David Black and Ruston Goepel.</p>
<p>(b) Disclose identity of directors who are not independent and describe the basis for that determination.</p>	<p>The Company's non-independent directors are Steven Dean (Chairman of the Board) and Robert Rennie (President, CEO and interim CFO).</p>
<p>(c) Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the Board of Directors (the board) does to facilitate its exercise of independent judgment in carrying out its responsibilities.</p>	<p>A majority of the directors are independent.</p>
<p>(d) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.</p>	<p>The following directors are presently also directors of the following other reporting issuers:</p> <ul style="list-style-type: none"> • Steven Dean: Amerigo Resources Ltd., Infinito Gold Ltd. and Candente Resource Corp. • Robert Rennie: N/A. • Robert Atkinson: Quest Capital Corp., Lumex Capital Corp. and Hansa Resources Limited. • John Van Brunt: URALCHEM, OJSC. • W. David Black: Quest Capital Corp., Southwestern Resources Corp. and Zincore Metals Inc. • Ruston Goepel: Amerigo Resources Ltd., TELUS Corporation, Auto Canada Income Fund, and Baytex Energy Trust.
<p>(e) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.</p>	<p>The Company holds meetings of the full Board as required, at which the opinion of the independent directors is sought and duly acted upon for all material matters related to the Company. The independent directors meet as needed after regularly scheduled meetings when non-independent directors and members of management are not in attendance, and also meet regularly as members of the Audit and Compensation Committees, and a portion of those meetings generally are without non-independent directors and members of management in attendance.</p>

Corporate Governance Disclosure Requirement	The Company's Approach
<p>(f) Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the board has neither a chair that is independent nor a lead director that is independent, describe what the board does to provide leadership for its independent directors.</p>	<p>Steven Dean, the Company's Chairman of the Board, is not an independent director. Mr. Dean chairs the meetings of the Board and actively seeks out the views of independent directors on all board matters. In addition, the independent directors know each other well and communicate with each other on a regular basis. Since the Board itself and the independent directors are a relatively small group, the formality of appointing a lead director has not been considered necessary.</p>
<p>(g) Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year</p>	<p>The Company has held 5 Board meetings (4 in 2008 and 1 in 2009) since the beginning of its most recently completed financial year. The attendance record for its six directors is: Steven Dean 5/5, Robert Rennie 5/5, Robert Atkinson 5/5, W. David Black 4/5, John Van Brunt 5/5, Ruston Goepel 5/5, Wu Sihai 1/1 (not reappointed as a director, effective June 24, 2008)</p>

Corporate Governance Disclosure Requirement	The Company's Approach
<p>2. Board Mandate – Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.</p>	<p>The Board does not have a written mandate, but assumes responsibility for stewardship of the corporation, including overseeing all of the operation of the business, supervising management and setting milestones for the Company. The Board reviews the statements of responsibilities for the Company including, but not limited to, the Corporate Governance Charter and the Code of Ethics for Financial Managers.</p> <p>The Board approves all significant decisions that affect the Company and its subsidiaries and sets specific milestones towards which management directs their efforts.</p> <p>The Board and senior management are responsible for identifying the principal risks of the Company's business and for ensuring these risks are effectively monitored and mitigated to the extent practicable.</p> <p>The President and CEO is responsible for developing a long-term strategic plan for the Company. The Board is responsible for approving the strategic plan and annual operating plans recommended by management. Board consideration and approval is also required for all material contracts and business transactions and all debt and equity financing proposals. The Board is responsible for senior executive recruitment and the Compensation Committee for senior executive compensation.</p> <p>The Board delegates to management, through the President and CEO, responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing the Company's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. Management also furnishes recommendations to the Board respecting corporate objectives, long-term strategic plans and annual operating plans.</p> <p>The Board appoints senior management. The Board approves all of the Company's major communications, including annual and quarterly reports and press releases.</p> <p>Project budgets are brought before the Board for approval on a regular basis. The Board's direction with respect to these budgets is communicated back to project staff.</p> <p>The Board as a whole is responsible for developing the Company's approach to corporate governance.</p> <p>The number of scheduled board meetings varies with circumstances. The Chairman and President and CEO establish the agenda at each Board meeting, and request the recommendation of each director for items to be included in the agenda. Each director has the ability to raise subjects that are not on the agenda at any board meeting. Meeting agendas and other materials to be reviewed and/or discussed for action by the Board are distributed to directors in time for review prior to each meeting.</p> <p>Board members have full and free access to senior management and employees of the Company.</p>

Corporate Governance Disclosure Requirement	The Company's Approach
3. Position Description –	
(a) Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.	The Board has not developed written position descriptions for the chair and the chair of each board committee. The Chair of the Compensation Committee is responsible for calling the meetings of the Committee, establishing meeting agenda with input from management, and supervising the conduct of the meetings. The chair of the Audit Committee has a clear mandate from the Board to carry out his responsibilities.
(b) Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.	The Board, the Chairman and President and CEO have not, to date, developed formal, documented position descriptions for the Board and management defining the limits of management's responsibilities. The Board annually approves the operating and capital budgets and strategic plan, and the President and CEO is required to ensure the Company operates within those guidelines. Material departures must be approved by the Board. The Board is of the view that the respective corporate governance roles of the board and management, as represented by the Chairman and President and CEO, are clear, and that the limits to management's responsibility and authority are well-defined.
4. Orientation and Continuing Education –	
(a) Briefly describe what measures the board takes to orient new directors regarding <ul style="list-style-type: none"> i. The role of the board, its committees and its directors, and ii. The nature and operation of the issuer's business 	The Company does not have a formal orientation and education program for new directors. However, new directors are provided with relevant materials with respect to the Company, and spend a considerable amount of time being oriented on relevant corporate issues by the President and CEO.
(b) Briefly describe what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.	The Board currently does not provide continuing education for its directors. By using a Board composed of experienced professionals with a wide range of financial, legal, exploration and mining expertise, the Company ensures that the Board operates effectively and efficiently.

Corporate Governance Disclosure Requirement	The Company's Approach
5. Ethical Business Conduct –	
<p>(a) Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code:</p> <ul style="list-style-type: none"> i. Disclose how a person or company may obtain a copy of the code; ii. Describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code; and iii. Provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code. 	<p>The Company has a written Code of Ethical Conduct for Financial Managers and a Whistleblower Policy. Copies are posted under the Company's profile at www.sedar.com and on the Company's website, www.spur-ventures.com, and may be requested by contacting Spur Ventures Inc., at Suite 3083 – 595 Burrard Street, Bentall III, PO Box 49298, Vancouver, BC V7X 1L3, attention Ms. Sarah Drader, (Telephone: (604) 681-2801).</p> <p>The Board monitors compliance with the code through the services of WhistleblowerSecurity and management. Toll free numbers to WhistleblowerSecurity are posted at the Company's plant.</p>
<p>(b) Describe any steps the board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.</p>	<p>Directors with an interest in a material transaction are required to declare their interest and abstain from voting on such transactions.</p> <p>A thorough discussion of the documentation related to a material transaction is required to be reviewed by the Board, particularly independent directors.</p>
<p>(c) Describe any other steps that board takes to encourage and promote a culture of ethical business conduct.</p>	<p>The Board seeks directors who have solid track records in spheres ranging from legal and financial to exploration and mining in order to ensure a culture of ethical business conduct.</p>
6. Nomination of Directors -	
<p>(a) Describe the process by which the board identifies new candidates for board nomination</p>	<p>Management and the full Board draw on all relevant sources in the search for new directors. All of the Company's directors are involved in the process after a potential candidate is chosen.</p>
<p>(b) Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.</p>	<p>The Corporate Governance committee performs the functions of the Nominating Committee and consists of three independent directors (John Van Brunt, David Black and Ruston Goepel.)</p>

Corporate Governance Disclosure Requirement	The Company's Approach
<p>(c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.</p>	<p>The Corporate Governance Committee has the mandate to:</p> <ul style="list-style-type: none"> • Identify individuals qualified to become Board members • Recommend candidates to fill Board vacancies and newly created director positions • Assess the effectiveness of the Board as a whole and individual Board members • Provide an orientation program for new recruits to the Board, and provide education to all Board members • Recommend the composition of committees of the Board <p>In recommending candidates to the Board or committees of the Board, the Corporate Governance Committee considers such factors as it deems appropriate, including potential conflicts of interest, professional experience, personal character, diversity, outside commitments (including service on other boards or committees) and particular areas of expertise.</p> <p>The Corporate Governance Committee also provides, with the assistance of management, suitable programs for the orientation of new Board members and the continuing education of incumbent directors, which include, among other things, reviewing background material, strategic plans of the Company and meeting with Senior Management.</p>
<p>7. Compensation -</p>	
<p>(a) Describe the process by which the board determines the compensation for the issuer's directors and officers.</p>	<p>The Compensation Committee reviews the adequacy and form of compensation and compares it to other companies of similar size and stage of development. There is no minimum share ownership requirement for directors. Directors' compensation is a combination of annual retainer and stock options. The Company's compensation committee reviews the amounts and effectiveness of such compensation.</p>
<p>(b) Disclose whether or not the board has a compensation committee composed entirely of independent directors.</p>	<p>The board has a Compensation Committee composed of two independent directors and one non-independent director. The members of this committee are John Van Brunt (Chairman), Robert Atkinson and Steven Dean. This committee is responsible for determining the compensation to be paid to the Company's Board of Directors and executive officers and for reviewing the corporate goals and objectives of the executive officers.</p>
<p>(c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.</p>	<p>The Compensation Committee's primary responsibility is to make recommendations for approval by the Board of Directors on an ongoing basis with respect to the appointment and remuneration of directors and senior officers. The Committee also evaluates the performance of the Company's senior executive officers and reviews the design and competitiveness of the Company's compensation plans. The Compensation Committee meets as required to review and set remuneration.</p>

Corporate Governance Disclosure Requirement	The Company's Approach
<p>(d) If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.</p>	<p>The Company has felt no need to retain any compensation consultants or advisors at any time since the beginning of the Company's most recently completed financial year.</p>
<p>8. Other Board Committees –</p>	
<p>If the board has standing committees other than the audit and compensation committees, identify the committees and describe their function.</p>	<p>The board has a Corporate Governance Committee, whose functions are described above.</p>
<p>9. Assessments –</p>	
<p>Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees and its individual directors are performing effectively.</p>	<p>The Audit Committee, as part of their annual review, assesses the effectiveness of the board and its independence. The Audit Committee assesses the adequacy of the information provided, the regular nature of the communication between the board and management and reviews whether management is following the mandated strategic direction as set out in the board's direction and management milestones.</p> <p>The board assesses management's effectiveness in attaining the Company's corporate objectives, budgets and milestones.</p>

SCHEDULE B
SUMMARY OF SPUR SHAREHOLDER RIGHTS PLAN
(the "Rights Plan")

1. Summary of the Principal Terms of the Rights Plan

This summary is qualified in its entirety by reference to the text of the Rights Plan, which is available upon request from the Company, at Suite 3083, 595 Burrard Street, Bentall III, Box 49298, Vancouver, B.C. V7X 1L3, telephone (604) 689-5564 or fax (604) 682-2802, or a copy of the Rights Plan may be obtained from the Company's public disclosure documents found on SEDAR at www.sedar.com. Capitalized terms used in this summary are defined in the Rights Plan and, notwithstanding any summary of such terms herein, all such terms have the meanings ascribed to them in the Rights Plan.

2. Issue of Rights

The Company issued one right (a "Right") in respect of each Share outstanding at the close of business on November 14, 2008 (the "Record Time"). The Company will issue Rights on the same basis for each Share issued after the Record Time but prior to the earlier of the Separation Time and the Expiration Time (both defined below).

3. Rights Certificates and Transferability

Before the Separation Time, the Rights will be evidenced by the certificates for the Shares and will not be transferable separate from the Shares. From and after the Separation Time, the Rights will be evidenced by separate Rights Certificates which will be transferable separate from and independent of the Shares.

4. Exercise of Rights

Rights are not exercisable before the Separation Time. After the Separation Time and before the Expiration Time, each Right entitles the holder to acquire one Share for the Exercise Price of \$100 (subject to certain anti-dilution adjustments). This Exercise Price is expected to be in excess of the estimated maximum value per Share during the term of the Rights Plan. Upon the occurrence of a Flip-In Event (defined below) prior to the Expiration Time, each Right (other than any Right held by an Acquiring Person which will become null and void as a result of such Flip-In Event) may be exercised to purchase that number of Shares which have an aggregate Market Price equal to twice the Exercise Price of the Rights for a price equal to the Exercise Price. Effectively, this means a Shareholder of the Company (other than the Acquiring Person) can acquire additional Shares from treasury at half their Market Price.

5. Acquiring Person

Subject to certain exceptions as set forth in the Rights Plan, an Acquiring Person is a person who owns or acquires the Beneficial Ownership of 20% or more of the outstanding Shares, other than a person that is a Grandfathered Person under the terms of the Rights Plan.

6. Beneficial Owner / Beneficial Ownership

At any given date a person is deemed the "Beneficial Owner" of, and to have "Beneficial Ownership" of, and to "Beneficially Own" any securities of which such person or any of such person's Affiliates or Associates is the owner at law or in equity, and any securities of the Company of which such person or any of such person's Affiliates or Associates has the right to acquire or become the owner at law or in equity, whether such right is exercisable immediately or after the passage of time and whether or not on condition or the happening of any contingency or the making of any payment, upon the exercise of any conversion right, exchange right or purchase right attaching to convertible securities, or pursuant to any agreement, arrangement, pledge or understanding. However, under the Rights Plan a person is deemed not to have Beneficial Ownership of securities in certain circumstances, including:

- (a) securities that are the subject of a Permitted Lock-up Agreement to deposit or tender such securities pursuant to a take-over bid unless or until those securities have been accepted unconditionally for payment or exchange or have been taken up and paid for;
- (b) the person (including an investment manager, trust company, pension fund administrator, statutory body, crown agent or agency, trustee or nondiscretionary client accounts of registered brokers or dealers) is

engaged in the management of mutual funds, investment funds or other specified activities for others, as long as that person:

- (i) holds those Shares in the ordinary course of its business for the account of others; and
 - (ii) is not making a take-over bid or acting jointly or in concert with a person who is making a takeover bid, and did not acquire and does not hold the securities for the purpose of influencing or effecting a change of control (other than in specified circumstances); or
- (c) the person is a registered holder of securities as a result of carrying on the business of or acting as a nominee of a securities depository.

7. **Separation Time**

Subject to postponement by the Board of Directors, the Separation Time will generally occur at the close of business on the tenth Trading Day after the earliest of:

- (a) the first date of public announcement that a person has become an Acquiring Person;
- (b) the date of the commencement or announcement of the intent of a person to commence a take-over bid (other than a Permitted Bid or Competing Bid); and
- (c) the date on which a Permitted Bid or Competing Bid ceases to qualify as such; or
- (d) such later date as determined by the Board of Directors acting in good faith.

However, if a take-over bid expires, is cancelled or is withdrawn prior to the Separation Time, or the Board of Directors waives the application of the Rights Plan to a Flip-In Event in accordance with the terms of the Rights Plan, then the Separation Time will be deemed not to have occurred.

8. **Expiration Time**

The Rights and the Rights Plan will terminate and expire on the earlier of:

- (a) the time at which the right to exercise Rights is terminated under the terms of the Rights Plan;
- (b) if the Rights Plan is not approved by the requisite majority of Shareholders at the meeting of Shareholders scheduled for May 12, 2009 ("Meeting"); and
- (c) if the Rights Plan is approved by the requisite majority of Shareholders at the Meeting, then the Rights Plan will expire at the close of the third next annual meeting of Shareholders of the Company unless its continuation is again ratified by Shareholders at such meeting.

9. **Flip-In Event**

A Flip-In Event occurs when a person becomes an Acquiring Person. Upon the occurrence of a Flip-In Event, any Rights that are beneficially owned by an Acquiring Person and any of its Associates, Affiliates and persons acting jointly or in concert and Rights held by a transferee of any of the foregoing, will become null and void. An Acquiring Person's investment in the Company will be greatly diluted if a substantial portion of the Rights are exercised after a Flip-In Event occurs.

10. **Permitted Bid**

A Permitted Bid is a take-over bid made by a person (an "Offeror") pursuant to a take-over bid circular that complies with the following conditions:

- (a) the bid is made to all registered holders of Shares (other than the Offeror), and for all outstanding Shares (other than the Shares held by the Offeror);
- (b) the bid contains an irrevocable and unqualified condition that no Shares will be taken up or paid for under the bid for at least 60 days following the commencement of the bid, and that no Shares will be taken up or paid for unless at such date more than 50% of the outstanding Shares held by Independent Shareholders have been deposited pursuant to the bid and not withdrawn;
- (c) the bid contains an irrevocable and unqualified condition that the Shares may be deposited to and withdrawn from the bid at any time before such Shares are taken up and paid for; and
- (d) the bid contains an irrevocable and unqualified condition that if, on the date specified for take-up and

payment, the condition in paragraph (b) above is satisfied, the Offeror will make a public announcement of that fact and the bid will remain open for an additional period of at least 10 business days to permit the remaining Shareholders to tender their Shares.

11. Competing Permitted Bid

A Competing Permitted Bid is a take-over bid that:

- (a) is made while another Permitted Bid is outstanding; and
- (b) satisfies all the requirements of a Permitted Bid, except that such Competing Permitted Bid contains an irrevocable and unqualified condition that Shares deposited to the Competing Permitted Bid may only be taken up on the later of 35 days after the Competing Permitted Bid was made and 60 days after the date on which the earliest Permitted Bid or Competing Permitted Bid that preceded such Competing Permitted Bid was made, and then only if at such date more than 50% of the outstanding Shares held by Independent Shareholders have been deposited pursuant to such bid and not withdrawn.

12. Redemption of Rights

The Rights may be redeemed by the Board of Directors at a redemption price of \$0.00001 per Right at any time before a Flip-In Event occurs, provided that if shareholder approval is required pursuant to the terms of the Rights Plan in order for the Board of Directors to waive the operation of the Plan, then shareholder approval will also be required in such circumstances to redeem the Rights. In addition, the Rights will be redeemed automatically in the event of a successful Permitted Bid, Competing Bid or a bid for which the Board of Directors has waived the operation of the Rights Plan.

13. Waiver

The Board of Directors, acting in good faith, may waive the application of the Flip-In provisions of the Rights Plan to any prospective Flip-In Event which would occur by reason of a take-over bid made by a take-over bid circular to all registered holders of Shares. However, if the Board of Directors waives the Rights Plan with respect to such a take-over bid, it will be deemed to have waived the Rights Plan with respect to any other take-over bid made by take-over bid circular to all registered holders of Shares before the expiry of the bid in respect of which the waiver was granted. The Board of Directors may also waive the "Flip-In" provisions of the Rights Plan in respect of any Flip-In Event provided that the Board of Directors has determined that the Acquiring Person became an Acquiring Person through inadvertence and has reduced its ownership to such a level that it is no longer an Acquiring Person. Other waivers of the "Flip-In" provisions of the Rights Plan will require prior approval of the Shareholders of the Company.

14. Term of the Rights Plan

If ratified by the Company's shareholders at the May 12, 2009 annual general meeting of shareholders, the Rights Plan will remain in existence until the termination of the Company's annual general meeting in 2012, unless extended upon reconfirmation by shareholders at that meeting. The Rights Plan must then be reconfirmed by shareholders at every third annual meeting of the Company.

15. Amending Power

If the Rights Plan is ratified by the Company's shareholders at the May 12, 2009 annual general meeting of shareholders, except for minor amendments to correct typographical errors and amendments to maintain the validity of the Rights Plan as a result of a change of law, Shareholder approval is required for amendments to the Rights Plan.

16. Rights Agent

Computershare Investor Services Inc.

17. Rightsholder not a Shareholder

Until a Right is exercised, the holder thereof as such will have no rights as a Shareholder of the Company.