

INTER-CITIC MINERALS INC.

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Canada L3R 0C9
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MANAGEMENT INFORMATION CIRCULAR AS AT APRIL 11, 2008

SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY AND ON BEHALF OF THE MANAGEMENT OF INTER-CITIC MINERALS INC. (“the **Corporation**”) for use at the annual and special meeting (“**Meeting**”) of shareholders (“**Shareholders**”) of the Corporation (the “**Meeting**”) to be held on Thursday May 29th, 2008, at The TSX Broadcast Centre-Gallery, The Exchange Tower, 130 King Street W., Toronto, Ontario, at 4:30 p.m., and any adjournments thereof, for the purposes set forth in the attached notice of annual and special meeting (“**Notice of Meeting**”). Except where otherwise indicated, the information contained herein is stated as of April 11th, 2008.

All costs of this solicitation will be borne by the Corporation. In addition to the solicitation of proxies by mail, directors (“**Directors**”), officers and some regular employees of the Corporation may solicit proxies personally, by telephone or telegraph, but will not receive compensation for so doing.

APPOINTMENT OF PROXYHOLDER

The persons named as proxyholders in the accompanying form of proxy were designated by the management of the Corporation (“**Management Proxyholder**”). **A Shareholder has the right to appoint a person other than the Management Proxyholder to represent the shareholder at the Meeting (“Alternate Proxyholder”) and may do so by inserting such other person’s name in the space indicated or by completing another proper form of proxy.** A person appointed as proxyholder need not be a Shareholder. All completed proxy forms must be deposited with Computershare Investor Services, Proxy Department, 9th Floor – 100 University Avenue, Toronto Ontario M5J 2Y1, not less than forty-eight (48) hours, excluding Saturdays, Sundays, and holidays, before the time of the meeting.

REVOCAION OF PROXY

Every proxy may be revoked by an instrument in writing

- (a) executed by the Shareholder or by the Shareholder’s attorney authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer, or attorney, of the corporation; and
- (b) delivered either to the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting or any adjournment of it, at which the proxy is to be used, or to the chairman of the Meeting on the day of the Meeting or any adjournment thereof,

or in any other manner provided by law.

NON-REGISTERED HOLDERS OF THE CORPORATION’S SHARES

Only registered holders of common shares of the Corporations (the “**Shares**”), or duly appointed proxyholders, are permitted to vote at the Meeting. Most Shareholders are “non-registered” shareholders because the Shares they own are not registered in their names but instead are registered in the name of the brokerage firm, bank or trust company through which they purchased their Shares. A person is not a registered Shareholder (a “**Non-Registered Holder**”) in respect of Shares which are held either (i) in the name of an intermediary (an “**Intermediary**”) (including banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIF’s, RESP’s and similar plans) that the Non-Registered Holder deals with in respect of the Shares, or (ii) in the name of a

clearing agency (such as The Canadian Depository for Securities Limited), of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about them to the Corporation are referred to as “**NOBOs**”. Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to as “**OBOs**”.

In accordance with the requirements of National Instrument 54-101 *Proxy Solicitation*, the Corporation has distributed copies of the Notice of Meeting, this management information circular (“**Management Information Circular**”) and the proxy (collectively, the “**Meeting Materials**”) to the clearing agencies and intermediaries for onward distribution to Non-Registered Holders. Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them.

By choosing to send the Meeting Materials to the NOBOs directly, the Corporation (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to the NOBOs, and (ii) executing their proper voting instructions.

The Meeting Materials are being sent to both registered Shareholders and Non-Registered Holders. If you are a Non-Registered Holder, and the Corporation or its agent has sent the Meeting Materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding securities on your behalf.

Meeting materials sent to NOBOs directly are accompanied by a request for voting instructions (a “**VIF**”). This form is used instead of a proxy. By returning a VIF in accordance with the instructions noted on it, a Non-Registered Holder is able to instruct the registered Shareholder how to vote on behalf of the Non-Registered Holder. The VIF should be completed and returned in accordance with the specific instructions noted on the VIF.

Intermediaries are required to forward the Meeting Materials to OBOs unless the particular Non-Registered Holder has waived their right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, OBOs who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder, but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the applicable form of proxy and submit it to Computershare Investor Services, Proxy Department, 9th Floor – 100 University Avenue, Toronto Ontario M5J 2Y1, with respect to the Shares beneficially owned by such Non-Registered Holder, in accordance with the instructions elsewhere in this Management Information Circular; or
- (b) More typically, be given a form of proxy which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute authority and instructions (often called a “proxy authorization form”) which the Intermediary must follow. Typically, the Non-Registered Holder will be given a page of instructions which contains a removable label containing a bar-code or other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case the purpose of this procedure is to permit the Non-Registered Holder to direct the voting of the Shares which such Non-Registered Holder beneficially owns.

A Non-Registered Holder may revoke a proxy authorization form (voting instructions) or a waiver of the right to receive Meeting Materials and to vote given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary is not required to act on a revocation of proxy authorization form (voting instructions) or

of a waiver of the right to receive materials and to vote that is not received by the Intermediary at least seven days prior to the Meeting.

Should a Non-Registered Holder who receives a form of proxy (including a VIF or proxy authorization form) wish to vote at the Meeting in person, the Non-Registered Holder should strike out the persons named in the proxy and insert the Non-Registered Holder's name in the blank space provided.

Please return your voting instructions as specified in the applicable form of proxy. Non-Registered Holders should carefully follow the instructions set out in the applicable form of proxy, including those regarding when and where the form is to be delivered.

EXERCISE OF DISCRETION BY PROXYHOLDER

Shares represented by properly executed proxies will be voted or withheld from voting in accordance with the instructions of the Shareholders on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matters to be acted upon, the Shares will be voted accordingly. Where there is no choice specified, Shares represented by properly executed proxies in favour of persons designated in the printed portion of the enclosed form of proxy will be voted for each of the matters to be voted on by Shareholders as described in this Management Information Circular. In the absence of any direction as to how to vote the Shares, an Alternate Proxyholder has discretion to vote them as he or she chooses.

The enclosed form of proxy confers discretionary authority upon the proxyholder with respect to amendments or variations to matters identified in the Notice of Meeting and other matters that may properly come before the Meeting. At present, the management of the Corporation ("**Management**") knows of no such amendments, variations or other matters. However, if any other matters which at present are not known to management of the Corporation should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgement of the proxyholders.

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

No (i) director or executive officer of the Corporation who has held such position at any time since the Corporation's last financial year, (ii) proposed nominee for election as a director of the Corporation or (iii) associate or affiliate of a person in (i) or (ii) has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Corporation consists of 98,500,000 Shares. On April 11, 2008 there were 82,204,155 Shares issued and outstanding. Each Share carries the right to one vote.

The directors have fixed April 21, 2008, as the record date for the Meeting. Registered holders of Shares at the close of business on April 21, 2008, shall be entitled to attend the Meeting and vote thereat on the basis of one vote for each Share held, except to the extent that a registered Shareholder has transferred the ownership of any Shares and the transferee of those Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Shares, and demands, not later than 10 days before the Meeting, that his or her name be included in the Shareholder list before the Meeting, in which case the transferee shall be entitled to vote his or her Shares at the Meeting.

To the knowledge of the Directors or executive officers of the Corporation, there are no beneficial owners or persons exercising control or direction over Shares carrying more than 10% of the outstanding voting rights.

MATTERS TO BE ACTED UPON AT THE MEETING

1. ELECTION OF DIRECTORS

Under the Articles of the Corporation, the number of Directors can range from a minimum of three (3) to a maximum of fifteen (15) and Directors are empowered to determine, from time to time, by resolution, the number of Directors to be elected at the annual meeting of Shareholders within this range.

At the Corporation's last annual meeting of Shareholders held on April 12, 2007, nine individuals were elected as Directors.

In January, 2008, the Corporation accepted the resignation of Abe Schwartz. In February, 2008, pursuant to the Articles of the Corporation, the Board appointed Michael Doggett as an additional Director to hold office for a term expiring at the date of the Meeting. Peter Tang, Scott C. Dorey and Rick Van Nieuwenhuysse, current Directors, will not be standing for re-election as Directors at the Meeting. The number of Directors to be elected at the Meeting has been fixed by resolution of the Board at nine (9).

Each Director will hold office until the next annual meeting, unless his office is earlier vacated. Management does not contemplate that any of the nominees will be unable to serve as a Director. In the event that prior to the Meeting any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the proxy as nominee to vote the Shares represented by proxy for the election of any other person or persons as Directors.

The table below sets out the names of the Management nominees and their province or state and country of residence; the period or periods during which each Director has served as a Director; their positions and offices in the Corporation; the number of Shares which each beneficially owns or over which control or direction is exercised and principal occupations. Five (5) of the nominees for Director are residents of Canada.

Name and Jurisdiction of Residence	Director/ Officer Since	Position(s) with Corporation	Principal Occupation, Name and Principal Business of Employer	Approximate Number of Common Shares Beneficially Owned Directly or Indirectly or Over Which Control or Direction is Exercised as at the Date Hereof
Donald W. Brown ^{[1][2][3]} Ontario, Canada	October 2006	Director	Managing Director, Catalyst Strategies Inc., of Toronto, an investment holding and consulting company	5,000
Mark R. Frederick ^{[2][3]} Ontario, Canada	March 2000	Director and Chairman of the Board	Barrister & Solicitor, Miller Thomson LLP, a law firm, of Toronto	Nil
Adrian Pedro K.H. Ho ^[2] Hong Kong, China	May 2004	Director	Investment Banker, Kuentai Investors Limited, of Hong Kong	Nil
Carlos K. H. Ho ^{[1][3][4]} Hong Kong, China	December 2002	Director	Assistant to the Managing Director, Chairman's Office, Henderson (China Investment Co. Ltd., Henderson Land Group, a real estate and utilities conglomerate.	Nil

James J. Moore ^[4] ^[5] Ontario, Canada	May 1997	Director, President and CEO	President, CEO and Director of Inter-Citic Minerals Inc., of Toronto	207,711
Michael Doggett British Columbia, Canada	February 2008	Director	Mineral Economics Consultant	Nil
Peter Joynt Ontario, Canada	Not applicable	Not applicable	Owner of Balsam Capital Inc., a consulting company	Nil
Malcolm Swallow Ontario Canada	Not applicable	Not applicable	Principal, Swallow Services Limited, a mining, project and managerial services company.	Nil
Zhang Hongyi China	Not applicable	Not applicable	Vice Chairman, China Development Institute (Shenzhen) and Director – Bank of East Asia (China)	Nil

- [1] Member of Audit Committee.
- [2] Member of Governance and Nominating Committee.
- [3] Member of Compensation Committee.
- [4] Director of Bay Roberts Resources Ltd., a subsidiary of the Corporation.
- [5] Director of Inter-Citic Holdings Ltd., a subsidiary of the Corporation.

NOTES:

- (a) The information as to the shareholdings has been furnished by the respective nominees.
- (b) Each of the above nominees is now a Director and was so elected at the last Annual Meeting, other than Michael Doggett, who was appointed in February 2008, and Peter Joynt, Malcolm Swallow and Zhang Hongyi, who are nominees for election in 2008.

2. APPOINTMENT OF AUDITORS

Management is recommending that Shareholders vote for the appointment of PricewaterhouseCoopers, Chartered Accountants, 145 King Street West, Toronto, Ontario M5H 1V8 as auditors for the Corporation and to authorise the Directors to fix their remuneration.

3. SHAREHOLDER RIGHTS PLAN

On October 26, 2007, the Board adopted a Shareholder Rights Plan (the “**Rights Plan**”). The Rights Plan was adopted to ensure the fair treatment of Shareholders in connection with any take-over bid for Shares. The Rights Plan seeks to provide Shareholders with adequate time to properly assess a take-over bid without undue pressure. It also provides the Board with more time to fully consider an unsolicited take-over bid and, if applicable, to explore other alternatives to maximize Shareholder value. The Rights Plan became effective on October 26, 2007 upon adoption by the Board and was effective for a period of six months to April 26, 2008. The Rights Plan was not adopted in response to any proposal to acquire control of the Corporation.

The Rights Plan is not intended to prevent take-over bids that treat Shareholders fairly. 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 bid circular prepared in compliance with applicable securities laws and, among other conditions, must remain open for 60 days. In the event a take-over bid does not meet the Permitted Bid Requirements of the Rights Plan, the rights will entitle shareholders, other than any shareholder or shareholders making the take-over bid, to purchase additional Shares at a substantial discount to the market price of the Shares at that time.

The Rights Plan has been approved by the Toronto Stock Exchange and must be ratified by the Shareholders. If approved by the Shareholders, the Rights Plan will have an initial term of three years.

At the Meeting, the Shareholders will be asked to consider and vote to approve the adoption of the Rights Plan adopted on October 26, 2007 the Board, a summary of which is set forth in Schedule “A” attached hereto. **This summary is qualified in its entirety by reference to the text of the Rights Plan, which is available upon request from the Secretary of the Corporation at 60 Columbia Way, Suite 501, Markham, Ontario, L3R 0C9. Alternatively, the Rights Plan may be obtained from the Corporation’s public disclosure documents found on SEDAR at www.sedar.com.** Capitalized terms used in the summary without express definition have the meanings ascribed thereto in the Rights Plan.

It is intended that all proxies received will be voted in favour of the adoption of the Rights Plan, unless a proxy contains instructions to vote against the Rights Plan. The Rights Plan will continue in effect only if it is approved by greater than 50% of the votes cast by Shareholders present in person or by proxy, without giving effect to any votes cast (i) by any Shareholder that, directly or indirectly, on its own or in concert with others, holds or exercises control over more than 20% of the outstanding voting shares of the Corporation, and (ii) by the associates, affiliates and insiders of any Shareholders referred to in (i) above. The text of the resolution approving the Rights Plan (the “Rights Plan Resolution”) is set forth in Schedule “B” attached hereto. If the Rights Plan is not approved, the Rights Plan will be rescinded or cancelled immediately after the Meeting.

4. OTHER MATTERS

As of the date of this Management Information Circular, Management knows of no other matters to be acted upon at this Meeting. However, should any other matters properly come before the Meeting, the Shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Shares represented by the proxy.

STATEMENT OF EXECUTIVE COMPENSATION

For the purposes of this section:

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

“**Chief Financial Officer**” or “**CFO**” means each individual who served as chief financial officer of the Corporation or acted in a similar capacity during the most recently completed financial year.

“**executive officer**” of the Corporation means an individual who at any time during the year was the chairman or a vice-chairman of the Board of Directors, where such person performed the functions of such office on a full-time basis, the president, any vice-president in charge of a principal business unit such as sales, finance or production, or any officer of the Corporation or of a subsidiary or other person who performed a policy-making function in respect of the Corporation.

“**LTIP**” or “long term incentive plan” means a plan providing compensation intended to motivate performance over a period greater than one financial year, but does not include option or SAR plans or plans for compensation through shares or units that are subject to restrictions on resale.

“**SAR**” or “**stock appreciation right**” means a right granted by the Corporation or any of its subsidiaries, as compensation for services rendered or otherwise in connection with office or employment, to receive a payment of cash or an issue or transfer of securities based wholly or in part on changes in the trading price of its securities.

The following table provides a summary of the compensation paid to the CEO, the CFO and the Corporation’s three next most highly compensated executive officers who earned over \$150,000 in total salary and bonus (the “**Named Executive Officers**”) during the three most recently completed financial years, for services rendered to the Corporation or a subsidiary of the Corporation.

A. SUMMARY COMPENSATION TABLE

Name and Principal Position	Annual Compensation				Payouts			
	Year	Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Awards	Shares or Units subject to resale restrictions (\$)	LTIP Payouts (\$)	All Other Compensation (\$)
	(b)	(c)	(d)	(e)	Securities Under Options /SARs Granted (#)	(g)	(h)	(i)
James J. Moore President & CEO	2007	\$208,375	\$135,000	Nil	385,000	Nil	Nil	Nil
	2006	\$188,250	\$220,000	Nil	Nil	Nil	Nil	Nil
	2005	\$180,000	Nil	Nil	Nil	Nil	Nil	Nil
Lou Pasubio, C.A. Vice-President, Finance & CFO	2007	\$177,460	\$60,000	Nil	100,000	Nil	Nil	Nil
	2006	\$160,000	\$39,000	Nil	110,000	Nil	Nil	Nil
	2005	\$160,000	Nil	Nil	Nil	Nil	Nil	Nil

B. OPTION/SAR GRANTS DURING THE MOST RECENTLY COMPLETED FINANCIAL YEAR

Name	Securities Under Options/SARs Granted	% of Total Options /SARs Granted to Employees in Financial Year	Exercise Or Base Price (\$/Security)	Market Value of Securities Underlying Options/SARs on the Date of Grant (\$/Security)	Expiration Date
(a)	(b)	(c)	(d)	(e)	(f)
James J. Moore	285,000/Nil	49%	\$0.88	\$0.79	December 12, 2011
James J. Moore	100,000/Nil	17%	\$1.45	\$1.45	April 13, 2012
Lou Pasubio, C.A.	100,000/Nil	17%	\$1.45	\$1.45	April 13, 2012

C. AGGREGATED OPTION/SAR EXERCISES DURING THE MOST RECENTLY COMPLETED FINANCIAL YEAR AND FINANCIAL YEAR-END OPTION/SAR VALUES

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$)	Unexercised Options/SARs at FY-End (#) Exercisable/Unexercisable	Value of Unexercised in-the-Money Options/SARs at FY-End (\$) Exercisable/Unexercisable
(a)	(b)	(c)	(d)	(e)
James J. Moore	Nil	Nil	1,135,000 /Nil	\$1,037,000/Nil
Lou Pasubio, C.A.	Nil	Nil	610,000/Nil	\$525,300/Nil

All exercisable options are for Shares issuable upon the exercise of stock options in accordance with the Corporation’s Stock Option Plan (defined below).

EMPLOYMENT CONTRACTS

Except as discussed below, the Corporation does not currently have any compensatory plans or arrangements with respect to compensation of the Named Executive Officers as a result of the resignation, retirement or other termination of employment or from a change of control of the Corporation, or any other employment contracts with the Named Executive Officers.

The Corporation entered into a written employment contract with James Moore (“**Moore Employment Agreement**”), the President and Chief Executive Officer of the Corporation, on November 1, 2006 which entitles Mr. Moore to a monthly base salary of \$17,364 (\$208,375 per annum) and annual increases in compensation of ten percent (10%) of previous year’s compensation. Mr. Moore is also entitled to receive an annual incentive bonus in an amount of not less than twenty percent (20%) and not greater than one hundred and fifty percent (150%) of his base annual salary, with the performance criteria and the amount of such bonus to be determined by the Compensation Committee and approved by the Board. The Corporation has further agreed to provide a term life insurance policy in an amount of \$1,000,000 payable to Mr. Moore’s spouse or designate. The Moore Employment Agreement provides that in the event of termination without cause, Mr. Moore shall be entitled to receive from the Corporation a severance payment equal to twelve (12) times his base monthly salary plus an amount equal to his base monthly salary multiplied each year of service (to a maximum of twenty-four (24) times the base monthly salary). He is also entitled to a proportionate portion of his incentive bonus. The Moore Employment Agreement further provides that if there is a change in control of the Corporation resulting in the resignation of Mr. Moore, he shall be entitled to receive a lump sum equal to twenty-four (24) times his base monthly salary. Upon Mr. Moore’s termination by the Corporation without cause, all vested options then held by Mr. Moore may be exercised until the earlier of the date of expiry of the options and the first anniversary of the termination of employment. Upon Mr. Moore’s death, all unvested options vest within two (2) years of the date of death and his personal representatives may exercise vested options until the earlier of the date of expiry of the options and the second anniversary of the date of death.

The Corporation entered into a written employment contract with Lou Pasubio (“**Pasubio Employment Agreement**”), the Chief Financial Officer of the Corporation, on February 27, 2008 which entitles Mr. Pasubio to an annual base salary of \$205,000 and annual increases in compensation of five percent (5%) of previous year’s compensation. Mr. Pasubio is also entitled to receive an annual incentive bonus in an amount of not less than ten percent (10%) and not greater than one hundred percent (100%) of his base annual salary, with the performance criteria and the amount of such bonus to be determined by the CEO in consultation with and approval of the Compensation Committee and approved by the Board. The Pasubio Employment Agreement provides that in the event of termination without cause, Mr. Pasubio shall be entitled to: (i) a proportionate bonus equal to the average of

all prior annual incentive bonuses paid to Mr. Pasubio divided by the number of full months elapsed in the applicable year prior to the date of employment termination; and (ii) a severance payment equal to Mr. Pasubio's base monthly salary multiplied each year of service (to a minimum of twelve (12) months and a maximum of twenty-four (24) times the base monthly salary). The Pasubio Employment Agreement further provides that if there is a change in control of the Corporation resulting in the resignation of Mr. Pasubio, he shall be entitled to receive a lump sum equal to twenty-four (24) times his base monthly salary. Upon Mr. Pasubio's termination by the Corporation without cause, all vested options then held by Mr. Pasubio may be exercised until the earlier of the date of expiry of the options and the first anniversary of the termination of employment. Upon Mr. Pasubio's death, all unvested options vest within two (2) years of the date of death and his personal representatives may exercise vested options until the earlier of the date of expiry of the options and the second anniversary of the date of death.

COMPENSATION OF DIRECTORS

During the fiscal year ended November 30, 2007 the Corporation did not pay any fees to Directors. The Corporation paid \$17,153 to Carlos K. H. Ho and \$12,960 to Peter Tang for consulting services.

The Corporation paid \$86,876 in legal fees to Miller Thomson LLP, a law firm of which Mark R. Frederick, a Director, is a partner, for legal services rendered in the Corporation's last financial year in respect of general corporate matters. The legal fees charged were based on commercially acceptable hourly rates and time charges based on the work performed. At December 31, 2007 there was a net payable of Nil (\$0).

Directors are entitled to reimbursement for out-of-pocket expenses incurred in connection with attending meetings of the Board of the Corporation, and any committee thereof, and are eligible for participation in the Corporation's Stock Option Plan. An aggregate of 685,000 stock options were granted to Directors during the fiscal year ended November 30, 2007. Certain particulars of these options are set out below:

Name	Securities Under Options Granted	Percent of Total Options Granted to Employees in Financial Year	Exercise Or Base Price (\$/Security)	Market Value of Securities Underlying Options on the Date of Grant (\$/Security)	Expiration Date
(a)	(b)	(c)	(d)	(e)	(f)
James Moore	285,000	41.6%	\$0.88	\$0.79	December 12, 2011
James Moore	100,000	14.6%	\$1.45	\$1.45	April 13, 2012
Adrian Ho	100,000	14.6%	\$1.45	\$1.45	April 13, 2009
Carlos Ho	100,000	14.6%	\$1.45	\$1.45	April 13, 2009
Donald Brown	100,000	14.6%	\$1.45	\$1.45	April 13, 2009

STOCK OPTION PLAN

The Corporation has a common share-purchase option plan (the "Stock Option Plan") for directors, officers, employees and consultants of the Corporation. Stock options, which are typically granted in such numbers as to reflect the level of responsibility of the particular optionee and his or her contribution to the business and activities of the Corporation, typically vest immediately and have a five-year term. Except in specified circumstances, options are not assignable and terminate upon the optionee ceasing to be employed by or associated with the Corporation.

As at November 30, 2007 options to purchase an aggregate of 4,130,000 Shares are outstanding under the Corporation's Stock Option Plan, as follows:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options	Weighted Average Exercise Price	Number of Securities Remaining for Future Issuance
	(a)	(b)	(c)
Stock Option Plan (previously approved by Shareholders) ^[1]	4,130,000	\$1.02	2,552,991

[1] The Corporation has no equity compensation plan other than its Stock Option Plan.

MANAGEMENT CONTRACTS

The management functions of the Corporation are not performed by parties other than the Directors and executive officers of the Corporation, and the Corporation is not a party to a management contract with anyone other than Directors or executive officers of the Corporation.

REPORT ON EXECUTIVE COMPENSATION

Composition of the Compensation Committee

Messrs. Mark R. Frederick, Carlos K. H. Lo and Donald W. Brown are members of the Compensation Committee (the "**Committee**") of the Board of the Corporation. Abe Schwartz resigned from the Compensation Committee in January, 2008, and the Board appointed Donald W. Brown to fill the vacancy. The Committee reviews and provides recommendations to the Board with respect to compensation policies relating to the executive officers of the Corporation and its subsidiaries. None of the members of the Committee are, or have been, officers or employees of the Corporation.

The Corporation's executive compensation is reviewed by the Committee and recommendations are made to the Board for approval. The Committee is responsible for reviewing the structure and competitiveness of the Corporation's compensation program.

Components of Compensation

The compensation of the executive officers currently consists of a base salary, options and a performance related bonus. The Committee reviews executive compensation, considers the performance of each executive officer, both on an individual basis and with respect to the Corporation's performance, and makes recommendations to the Board for approval. The components of the Corporation's compensation policy have been designed to attract and retain highly qualified people and align their interests with those of the Shareholders.

Compensation of Chief Executive Officer

Mr. James J. Moore has been employed by the Corporation since May, 1997 as President and Chief Executive Officer. Mr. Moore was paid an annual base salary of \$208,375 and a bonus in the amount of \$135,000 in 2007 and owns directly and indirectly, or exercises control over, 131,111 Shares of the Corporation. The Committee considered the following factors in determining the compensation of the CEO: (i) performance of the Corporation's stock; (ii) success of the Corporation's mineral exploration projects; (iii) the compensation of CEOs in similar size companies in the same industry; and (iv) such other factors as the Committee deemed appropriate.

Submitted by the Compensation and Corporate Governance Committee of the Board.

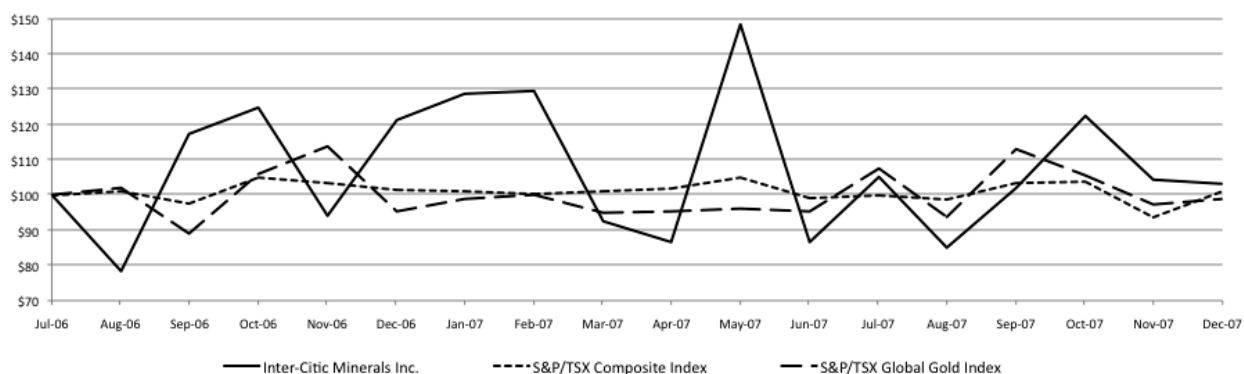
Mark R. Frederick, (Chairman, Compensation Committee)

Carlos K. H. Ho

Don W. Brown

PERFORMANCE GRAPH

The following chart compares the total cumulative investment return for \$100 invested in Shares with the total cumulative shareholder return of the S&P/TSX Composite Index and the total cumulative return of the TSX Global Gold Index for the year ended November 30, 2007 (the fiscal year-end of the Corporation):



INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as set out below, to the knowledge of the directors and officers of the Corporation, no director or executive officer of the Corporation or any subsidiary of the Corporation, no person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, no director or officer of any such person or company, no proposed director of the Corporation and no associate or affiliate of the any of the foregoing has or had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's last financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

REPORT ON CORPORATE GOVERNANCE

The Canadian Securities Administrators have adopted National Instrument 58-101 *Disclosure of Corporate Governance Practices* (the "NI 58-101") and National Policy 58-201 *Corporate Governance Guidelines* (the "NP 58-201"), both of which came into force as of June 30, 2005 and effectively replaced the corporate governance guidelines and disclosure policies of the Toronto Stock Exchange. NI 58-101 requires issuers such as the Corporation to disclose the corporate governance practices that they have adopted, while the NP 58-201 provide guidance on corporate governance practices. In this regard, a brief description of the Corporation's system of corporate governance, with reference to the items set out in the NI 58-101 and NP 58-101 is set forth below.

The Board and Management recognize that effective corporate governance is important to the direction and operation of the Corporation in a manner which ultimately enhances shareholder value. As a result, the Corporation has developed and implemented, and continues to develop, implement and refine formal policies and procedures which reflect its ongoing commitment to good corporate governance. The Corporation believes that the corporate governance practices and procedures described below are appropriate for a company such as the Corporation.

Board of Directors

The Board is currently composed of nine Directors, seven of the Directors are independent and two are not independent. The Board is responsible for determining whether or not each Director is an independent director. To do this, the Board analyzes all the relationships of the Directors with the Corporation and its subsidiaries. Based on the definition of independence in NI 58-101 and the Board's analysis of the relationships between the Corporation and the Directors, the Corporation has determined that Messrs. Brown, Doggett, Dorey, Adrian Ho, Carlos Ho, Van Nieuwenhuysse and Tang are all independent directors of the Corporation. Mr. Moore is not an independent director since he is employed as the President and C.E.O. of the Corporation. Mark Frederick, the Chair of the Board, is not an independent director as he is a partner in the law firm of Miller Thomson LLP, which provides legal services to the Corporation. Independence of the Board from Management is achieved with seven of the nine current and nominated directors being outside and independent directors.

The independent directors do not hold regularly scheduled meeting at which non-independent directors and members of management are not in attendance. To facilitate open and candid discussion among its independent directors, the Board had appointed Abe Schwartz, an independent director, to act as "lead director". The role of the lead director is to provide leadership for the independent directors of the Corporation. Abe Schwartz resigned in January 2008 as a director. The Board has not yet appointed a replacement to act as lead director.

The Board adopted a mandate on May 18, 2006. The text of the Board's mandate is set out in Schedule "C" attached hereto.

Meetings Held and Attendance of Directors at Meetings

Director	Board of Directors (3 Meetings)*	Audit Committee (7 Meetings)	Governance and Nominating Committee (1 Meeting)	Compensation Committee (1 Meeting)
Donald W. Brown	3	7	1	1
Scott C Dorey	2	N/A	N/A	N/A
Mark R. Frederick	3	N/A	1	1
Adrian Pedro K.H .Ho	3	N/A	1	N/A
Carols K. H. Ho	3	7	N/A	1
James J. Moore	3	N/A	N/A	N/A
Peter Tang	3	6	N/A	N/A
Abe Schwartz	3	N/A	N/A	N/A
Rick Van Nieuwenhuysse	0	N/A	N/A	N/A
Total Attendance Rate	85%	95.2%	100%	100%

*** NOTE: Much of the business of the Board is conducted through written unanimous resolutions of the Board.**

Position Descriptions

The Board has developed written position descriptions for the chair. The Board has also developed a written position description for the CEO.

Directorships

The following Directors currently serve on the board of the reporting issuer(s) listed below:

Name	Reporting Issuers for which Director currently sits on Board
Rick Van Nieuwenhuysse	NovaGold Resources Inc., Alexco Resource Corp., Etruscan Resources Incorporated., Ivana Ventures Inc.
Michael Doggett	Minco Gold Corporation, Mugor Resources Inc.

Orientation and Continuing Education

The Corporation has not historically provided an orientation or education program for new and continuing directors, but instead provides necessary education (through management and outside professional advisers) on specific issues as they arise. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Corporation's business will be necessary and relevant to each new director.

Ethical Business Conduct

In 2006 the Board adopted a written code of business conduct and ethics (the "**Code**") for the members of the Board, the officers and the employees. In adopting the Code, the Board and the Corporation has reaffirmed its commitment to conduct its business in compliance with applicable laws and regulations and in accordance with the highest ethical principles. This commitment helps to ensure the Corporation's reputation for honesty, quality and integrity. The Corporation requires that all employees respect and obey all applicable laws. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

Directors and officers are expected to act in a manner that avoids even the appearance of conflict between their personal interests and those of the Corporation. The Directors and officers owe a duty to the Corporation to advance its legitimate interests when the opportunity to do so arises. The Corporation's policy is to compete aggressively and successfully in today's competitive business climate in compliance with all applicable laws in all the markets in which it operates. The Board reviews compliance with the Code on a semi-annual basis.

A person or company may obtain a copy of the Code by writing to the Secretary of the Corporation at 60 Columbia Way, Suite 501, Markham, Ontario, L3R 0C9.

Nomination of Directors

The Board considers the appropriate size of the board each year when it considers the number of Directors to recommend to Shareholders for election at the annual meeting, taking into account the number of members required to carry out its duties effectively and to maintain a diversity of views and experience.

The governance and nominating committee ("**Governance and Nominating Committee**") determines the identity of new nominees and makes recommendations to the Board. New candidates for board nomination are identified through referrals, business relationships with Directors and company executives, and direct contact with leaders

within the industry. New nominees must have a track record in business management, special expertise in an area of strategic interest to the company, the ability to devote the time required and a willingness to serve.

Compensation

The Corporation has adopted a policy to compensate its executives in a manner keeping with current industry practice for companies of similar size and stature sufficient to attract and retain well qualified and experienced individuals but not to pay excessively. The Board has determined that the Directors and Named Executive Officers should be compensated in a form and amount which is appropriate for comparative organizations, having regard for such matters as time commitment, responsibility and trends in director and executive compensation. The Board administers the Corporation's executive compensation policy with advice from the compensation committee (the "**Compensation Committee**"). The Corporation's compensation policy is based on cash compensation and incentive stock options.

For further information regarding the compensation paid to Directors and Named Executive Officers, please see the disclosure under the heading "Statement of Executive Compensation".

Board Committees

The committees of the Board include the audit committee (the "**Audit Committee**"), the Governance and Nominating Committee and the Compensation Committee.

The Board and the Audit Committee adopted the Audit Committee charter (the "**Audit Committee Charter**") in March 16, 2005. As part of the annual audit process, including the preparation of the management discussion and analysis of financial conditions and results of operations contained in the annual report to Shareholders, the Audit Committee receives recommendations from management and the auditor appointed by the shareholders. The Committee examines the recommendations and advises the Board concerning activities that should be taken. The current members of the Audit Committee are Messrs. Brown, C. K. H. Ho, and Peter Tang, who are independent directors. Further disclosure regarding the Audit Committee is set for the below under the heading "Audit Committee".

The Governance and Nominating Committee is responsible for the review and recommendation of corporate governance practices generally, and with specific reference to NI 58-101. It is also responsible for the identification and evaluation of prospective members of the Board. Members of the Governance and Nominating Committee are Messrs. Frederick, Adrian Pedro K. H. Ho and Donald Brown. Adrian Pedro K. H. Ho and Donald Brown are independent directors.

The Compensation Committee is responsible for recommending to the Board the compensation of the Directors and executive officers of the Corporation. The members of the Compensation Committee are Messrs. Frederick, Carlos K. H. Ho, and Donald Brown. Carlos K. H. Ho and Donald Brown are independent directors.

Assessments

Currently, the Board takes responsibility for monitoring and assessing its effectiveness and the performance of individual directors, its committees, including reviewing the Board's decision-making process and quality and adequacy of information provided by management.

AUDIT COMMITTEE

Overview

The Audit Committee of the Corporation's Board is principally responsible for:

- recommending to the Corporation's Board the external auditor to be nominated for election by the Shareholders at each annual general meeting and negotiating the compensation of such external auditor;

- overseeing the work of the external auditor;
- reviewing the Corporation’s annual and interim financial statements, management discussion and analysis (“**MD&A**”) and press releases regarding earnings before they are reviewed and approved by the Board and publicly disseminated by the Corporation; and
- reviewing the Corporation’s financial reporting procedures to ensure adequate procedures are in place for the Corporation’s public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph.

The Audit Committee’s Charter

As mentioned earlier, the Corporation’s Board has adopted the Audit Committee Charter which sets out the Committee’s mandate, organization, powers and responsibilities. The complete Charter is attached as Schedule “D” to this Management Information Circular.

Composition of the Audit Committee

The Audit Committee consists of three Directors. The following table sets out their names and whether they are ‘independent’ and ‘financially literate’.

Name of Member	Independent^[1]	Financially Literate^[2]
Donald W. Brown	Yes	Yes
Carlos K. H. Ho	Yes	Yes
Peter Tang	Yes	Yes

(1) To be considered to be independent, a member of the Audit Committee must not have any direct or indirect ‘material relationship’ with the Corporation. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member’s independent judgment.

(2) To be considered financially literate, a member of the Audit Committee must have 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 reasonably be expected to be raised by the Corporation’s financial statements.

Relevant Education and Experience

In addition to each member’s general business experience, the education and experience of each Audit Committee member relevant to the performance of his responsibilities as an Audit Committee member is as follows:

Donald W. Brown was a Partner at KPMG from 1977 to 1998. He served as the managing partner of four locations and lead partner in Entrepreneurial Services practices from 1986 to 1991. Prior to leaving public accounting in 1998, he was Practice Leader for the Industrial Products and Automotive Industries sector of the KPMG Greater Toronto Area Manufacturing, Retail & Distribution Group. He is currently the Managing Director of Catalyst Strategies Inc., a private investment and consulting company, and serves as Chief Financial Officer for a privately-owned group of investment and real estate companies. Mr. Brown has wide-ranging experience in manufacturing, distribution, financial services, real estate and construction, technology, and various service businesses. These have been primarily privately-owned Canadian operations, ranging in size from start-up to volumes of hundreds of millions of dollars. Mr. Brown holds a Bachelor of Commerce degree from the University of Toronto (1969) and qualified as a Chartered Accountant in 1972 and a Certified Financial Planner in 1998.

Carlos K. H. Ho has a B.S. in Business Administration from Boston University (1998). He is Assistant to the Managing Director of Henderson (China) Investment Limited, which is a member of the Hong Kong based Henderson Land Group. Henderson Land Group also includes five entities that are listed on the Main Board of

The Stock Exchange of Hong Kong Limited, namely, Henderson Land Development Company Limited, Henderson Investment Limited, The Hong Kong and China Gas Company Limited, Miramar Hotel and Investment Company, Limited and Hong Kong Ferry (Holdings) Company Limited. Henderson Land Development Company Limited and The Hong Kong and China Gas Company Limited are also constituent stocks in the Hang Seng Index. Mr. Ho is also Director and Compliance Officer of Kuentai Securities Co. Ltd., a member of the Hong Kong Stock Exchange, where he is responsible for the operations of the company. Mr. Ho has extensive experience in the fund management sector in both the US and Hong Kong.

Peter Tang has been a controller with SSAB Swedish Steel Ltd. (formerly Q & T Plate Sales Ltd.) since 1989 and as a company director since 1998. SSAB Canada is a member of the SSAB Svenskt Stål AB Group in Sweden and is the biggest Nordic manufacturer of heavy steel plate. The distribution network covers more than forty countries. Mr. Tang also has fifteen years of experience as an accountant working in public practice in London, England and Vancouver, British Columbia. He graduated from the University of London, England with a Bachelor of Science degree and postgraduate diploma in Accounting and Business Economics from Middlesex Business School in England. He is a Fellow member of the Association of Chartered Certified Accountants (U.K.) and a member of the Certified General Accountants of British Columbia. Mr. Tang has been a director with Inter-Citic Minerals Inc. since 1993.

Audit Committee Oversight

Since the commencement of the Corporation’s most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in section III.B “Powers and Responsibilities – Performance & Completion by Auditor of its Work” of the Audit Committee Charter.

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Corporation by its external auditor during the last two financial years.

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
November 30, 2007	\$75,000	Nil	Nil	\$20,000
November 30, 2006	\$70,200	Nil	Nil	\$60,000

(1) The aggregate fees billed for audit services.

(2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation’s financial statements and are not disclosed in the ‘Audit Fees’ column.

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

(4) The aggregate fees billed for professional services other than those listed in the other three columns.

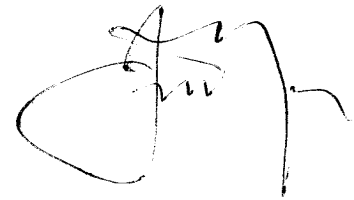
ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found at SEDAR at www.sedar.com. Shareholders wishing to obtain copies of the Corporation’s financial statements and MD&A, may make such a request in writing to the Corporation at 60 Columbia Way, Suite 501, Markham, Ontario L3R 0C9. Financial information relating to the Corporation is provided in the Corporation’s comparative financial statements and MD&A for its most recently completed financial year.

APPROVAL

The contents and sending of this Management Information Circular have been approved by the Directors of the Corporation.

Dated at Toronto, Ontario this 11th day of April, 2008.

A handwritten signature in black ink, appearing to read 'J. Moore', written over a horizontal line.

James J. Moore - President

SCHEDULE "A"

SUMMARY OF SHAREHOLDERS RIGHTS PLAN

1. **Definitions**

Capitalized terms used in this summary without express definition have the meanings set out in the Rights Plan.

2. **Issue of Rights**

The Corporation issued one right (a "**Right**") in respect of each Common Share outstanding at the close of business on the date the Plan was adopted (the "**Record Time**"). The Corporation will issue Rights on the same basis for each Common 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 Common Shares and will not be transferable separate from the Common 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 Common 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 Common Share for the Exercise Price of \$50 (subject to certain anti-dilution adjustments). This Exercise Price is expected to be in excess of the estimated maximum value of the Common Shares 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 Common 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 Corporation (other than the Acquiring Person) can acquire additional Common Shares from treasury at half their Market Price.

5. **Definition of "Acquiring Person"**

Subject to certain exceptions, an Acquiring Person is a person who is the Beneficial Owner (defined below) of 20% or more of the outstanding Common Shares.

6. **Definition of "Beneficial Ownership"**

A person is a Beneficial Owner if such person or its affiliates or associates or any other person acting jointly or in concert owns the securities at law or in equity, and has the right to acquire (immediately or within 60 days) the securities upon the exercise of any convertible securities or pursuant to any agreement, arrangement or understanding.

However, a person is not a Beneficial Owner under the Rights Plan where:

- (a) The securities have been deposited or tendered pursuant to a take-over bid, unless those securities have been accepted unconditionally for payment or exchange or have been taken up and paid for;
- (b) Such person (including a fund manager, trust company, pension fund administrator, trustee or nondiscretionary client accounts of registered brokers or dealers) is engaged in the management of mutual funds or investment funds for others, as long as that person:

- (i) holds those Common Shares in the ordinary course of its business for the account of others;
- (ii) holds not more than 30% of the Common Shares (in the case of a pension fund administrator); and
- (iii) is not making a take-over bid or acting jointly or in concert with a person who is making a takeover bid; or
- (iv) such 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. **Definition of “Separation Time”**

Separation Time occurs on the tenth trading day after the earlier 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) or such later date as determined by the Board; and
- (c) the date on which a Permitted Bid or Competing Bid ceases to qualify as such or such later date as determined by the Board.

8. **Definition of “Expiration Time”**

Expiration Time occurs on the date being the earlier of

- (a) the time at which the right to exercise Rights is terminated under the terms of the Rights Plan; and
- (b) the date immediately after the Corporation’s annual meeting of Shareholders to be held in 2011.

9. **Definition of a “Flip-In Event”**

A Flip-In Event occurs when a person becomes an Acquiring Person, provided however, that the Flip-In Event shall be deemed to occur at the close of business on the tenth day (or such later date as the Board may determine) after the first date of public announcement that a person has become an Acquiring Person. Upon the occurrence of a Flip-In Event, any Rights that are beneficially owned by an Acquiring Person or any of its related parties to whom the Acquiring Person has transferred its Rights, will become null and void and the Acquiring Person’s investment in the Corporation will be greatly diluted if a substantial portion of the Rights are exercised after a Flip-In Event occurs.

10. **Definition of “Permitted Bid”**

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

- (a) The bid is made to all registered holders of Common Shares (other than Common Shares held by the Offeror), and for all Common Shares (other than the Common Shares held by the Offeror);
- (b) The Offeror agrees that no Common 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 Common Shares will be taken up or paid for unless at such date more than 50% of the outstanding Common Shares held by Shareholders other than the Offeror and certain related parties have been deposited pursuant to the bid and not withdrawn;

- (c) The Offeror agrees that the Common Shares may be deposited to and withdrawn from the take-over bid at any time before such Common Shares are taken up and paid for; and
- (d) If, on the date specified for take-up and payment, the condition in paragraph (b) above is satisfied, the bid shall remain open for an additional period of at least 10 business days to permit the remaining Shareholders to tender their Common Shares.

11. **Definition of “Competing Bid”**

A Competing Bid is a take-over bid that:

- (a) is made while another Permitted Bid is in existence; and
- (b) satisfies all the requirements of a Permitted Bid except that the Common Shares under a Competing Bid may be taken up on the later of 35 days after the Competing Bid was made and 60 days after the earliest date on which any other Permitted Bid or Competing Bid that was then in existence was made, and at such date more than 50% of the outstanding Common Shares held by Shareholders other than the Offeror and certain related parties have been deposited pursuant to the bid and not withdrawn.

12. **Redemption of Rights**

The Rights may be redeemed by the Board at its option with the prior approval of the Shareholders at any time before a Flip-In Event occurs at a redemption price of \$0.00001 per Right. 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 has waived the operation of the Rights Plan.

13. **Waiver**

The Board, 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 Common Shares. However, if the Board waives the Rights Plan with respect to a particular 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 Common Shares before the expiry of that first bid. Other waivers of the “Flip-In” provisions of the Rights Plan will require prior approval of the Shareholders of the Corporation. The Board may also waive the “Flip-In” provisions of the Rights Plan in respect of any Flip-In Event provided that the Board 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.

14. **Term of the Rights Plan**

Unless otherwise terminated, the Rights Plan will expire on the date immediately after the Corporation’s annual meeting of Shareholders to be held in 2011.

15. **Amending Power**

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 Corporation.

SCHEDULE “B”

SHAREHOLDER RIGHTS PLAN RESOLUTION

“Be it resolved that:

- (a) The shareholder rights plan agreement between the Corporation and Computershare Investor Services Inc. dated October 26, 2007 (the “Rights Plan”), is hereby approved.
- (b) Any one officer or director of the Corporation be and is hereby authorized and directed for and on behalf and in the name of the Corporation to execute, whether under the corporate seal of the Corporation or otherwise, and deliver all such documents and instruments, and to do or cause to be done all such other acts and things, as may be necessary or desirable to give effect to the Rights Plan.”

SCHEDULE “C”

MANDATE OF THE BOARD OF DIRECTORS

1. ACCOUNTABILITY

The Board is responsible to shareholders.

2. ROLE

The role of the Board is to focus on governance and stewardship. Its role is to review corporate direction (strategy), assign responsibility to management for achievement of that direction, establish executive limitations, and monitor performance against those objectives. In fulfilling this role, the Board will regularly review management’s strategic plans so that they continue to be responsive to the changing business environment in which the Corporation operates.

Directors shall exercise their business judgment in a manner consistent with their fiduciary duties. In particular, directors are required to act honestly and in good faith, with a view to the best interests of the Corporation and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

3. RESPONSIBILITIES

The Board discharges its responsibility for supervising the management of the business and affairs of the Corporation by delegating the day-to-day management of the Corporation to senior officers. The Board relies on senior officers to keep it apprised of all significant developments affecting the Corporation and its operations.

The Board discharges its responsibilities directly and through delegation to its Committees.

The Board’s responsibilities shall include:

(a) Define Shareholder Expectations for Corporate Performance Through Effective Communication with Shareholders

- Satisfy itself that there is effective communication between the Board and the Corporation’s shareholders, other stakeholders, and the public.
- Determine, from time to time, the appropriate criteria against which to evaluate performance, and set corporate strategic goals and objectives within this context.

(b) Establish Strategic Goals, Performance Objectives and Operational Policies

The Board will review and approve broad strategic corporate objectives and establish corporate values against which corporate performance will be measured. In this regard, the Board will:

- Approve long-term strategies.
- Review and approve management’s strategic and operational plans so that they are consistent with long-term goals.
- Approve strategic and operational policies within which management will operate.
- Set targets against which to measure corporate and executive performance.
- Satisfy itself that a portion of executive compensation is linked appropriately to corporate performance.

- Satisfy itself that a process is in place with respect to the appointment, development, evaluation and succession of senior management.
- Adopting a strategic planning process pursuant to which management develops and proposes, and the Board reviews and approves, significant corporate strategies and objectives, taking into account the opportunities and risks of the business.
- Reviewing and approving all major acquisitions, dispositions and investments and all significant financings and other significant matters outside the ordinary course of the Corporation's business.

(c) Delegate Management Authority to the Officers

- Delegate to the Chairman and President the authority to manage and supervise the business of the Corporation, decisions regarding the Corporation's ordinary course of business and operations that are not specifically reserved to the Board.
- Through the actions of the Board and its individual directors and through Board's interaction with and expectations of senior officer, promoting a culture of integrity throughout the Corporation consistent with the Corporation's Code of Business Conduct and Ethics, taking appropriate steps to, to the extent feasible, satisfy itself as to the integrity of the CEO and other executive officers of the Corporation, and that the CEO and other executive officers create a culture of integrity throughout the Corporation.
- Determine what, if any, executive limitations may be required in the exercise of the authority delegated to management.
- Ensuring that the Board receives from senior officers the information and input required to enable the Board to effectively perform its duties.

(d) Monitor Corporate Performance

- Understand, assess and monitor the principal risks of all aspects of the business in which the Corporation is engaged.
- Monitor corporate performance against both short-term and long-term strategic plans and annual performance targets, and monitor compliance with Board policies and the effectiveness of risk management practices.

(e) Financial and Risk Matters

- Overseeing the reliability and integrity of accounting principles and practices followed by management, of the financial statements and other publicly reported financial information, and of the disclosure principles and practices followed by management.
- Overseeing the integrity of the Corporation's internal controls and management information systems by adopting appropriate internal and external audit and control systems.
- Reviewing and discussing with management the processes utilized by management with respect to risk assessment and risk management, including for the identification by management of the principal risk of the business of the Corporation, including financial risks, and the implementation by management of appropriate systems to deal with such risks.

(f) Develop Board Processes

- Develop procedures relating to the conduct of the Board's business and the fulfillment of the Board's responsibilities.

SCHEDULE “D”

CHARTER FOR THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF INTER-CITIC MINERALS INC.

I. MANDATE

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Inter-Citic Minerals Inc. (the “Company”) shall assist the Board in fulfilling its financial oversight responsibilities. The Committee’s primary duties and responsibilities under this mandate are to serve as an independent and objective party to monitor:

1. The quality and integrity of the Company’s financial statements and other financial information;
2. The compliance of such statements and information with legal and regulatory requirements;
3. The qualifications and independence of the Company’s independent external auditor (the “Auditor”); and
4. The performance of the Company’s internal accounting procedures and Auditor.

II. STRUCTURE AND OPERATIONS

A. Composition

The Committee shall be comprised of three or more members.

B. Qualifications

Each member of the Committee must be a member of the Board.

A majority of the members of the Committee shall not be officers or employees of the Company or of an affiliate of the Company.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement.

C. Appointment and Removal

In accordance with the Articles of the Company, the members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

D. Chair

Unless the Board shall select a Chair, the members of the Committee shall designate a Chair by the majority vote of all of the members of the Committee. The Chair shall call, set the agendas for and chair all meetings of the Committee.

E. Sub-Committees

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that a decision of such subcommittee to grant a pre-approval shall be presented to the full Committee at its next scheduled meeting.

F. Meetings

The Committee shall meet at least quarterly in each fiscal year, or more frequently as circumstances dictate. The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee feels it is necessary or appropriate, at every other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board or the shareholders of the Company.

At each meeting, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements in a manner consistent with Section III of this Charter.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

III. DUTIES

A. Introduction

The following functions shall be the common recurring duties of the Committee in carrying out its purposes outlined in Section I of this Charter. These duties should serve as a guide with the understanding that the Committee may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern which the Committee in its sole discretion deems appropriate for study or investigation by the Committee.

The Committee shall be given full access to the Company's internal accounting staff, managers, other staff and Auditor as necessary to carry out these duties. While acting within the scope of its stated purpose, the Committee shall have all the authority of, but shall remain subject to, the Board.

B. Powers and Responsibilities

The Committee will have the following responsibilities and, in order to perform and discharge these responsibilities, will be vested with the powers and authorities set forth below, namely, the Committee shall:

Independence of Auditor

1. Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor and obtain a formal written confirmation from the Auditor.
2. Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.
3. Require the Auditor to report directly to the Committee.

4. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Company.

Performance & Completion by Auditor of its Work

5. Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.
6. Review annually the performance of the Auditor and recommend the appointment by the Board of a new, or re-election by the Company's shareholders of the existing, Auditor.
7. Review and make recommendations to the Board on the compensation of the Auditor.
8. Pre-approve all auditing services and permitted non-audit services to be performed for the Company by the Auditor unless such non-audit services:
 - (a) which are not pre-approved, are reasonably expected not to constitute, in the aggregate, more than 5% of the total amount of revenues paid by the Company to the Auditor during the fiscal year in which the non-audit services are provided;
 - (b) were not recognized by the Company at the time of the engagement to be nonaudit services; and
 - (c) are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

Preparation of Financial Statements

9. Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies, if any.
10. Discuss with management and the Auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.
11. Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
12. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
13. Discuss with the Auditor the matters required to be discussed relating to the conduct of any audit, in particular:
 - (a) The adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the Auditor, internal auditor or management.
 - (b) The management inquiry letter provided by the Auditor and the Company's response to that letter.

- (c) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

Public Disclosure by the Company

- 14. Review the Company's annual and quarterly financial statements, management discussion and analysis (MD&A), annual information form, and earnings press releases before the Board approves and the Company publicly discloses this information.
- 15. Review the Company's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review with management of the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assessing the adequacy of those procedures.
- 16. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process of the Company's financial statements about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

Communications to the Company

- 17. Review Company procedures which govern the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters.
- 18. Review Company procedures for confidential, anonymous submissions by employees of the Company of concerns regarding questionable accounting or auditing matters and ensure communication of these procedures to the Company's employees by the Company and/or Board.
- 19. Once established, periodically review and reassess the adequacy of communication procedures to ensure that the procedures continue to effectively provide for anonymous, confidential submissions by employees of the Company and govern the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, and auditing matters.

Manner of Carrying Out its Mandate

- 20. Consult with the Auditor, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- 21. Request any officer or employee of the Company or the Company's outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
- 22. Meet with management, any internal auditor and the Auditor in separate executive sessions at least quarterly, if deemed necessary by the Committee.
- 23. Have the authority, to the extent it deems necessary or appropriate, to retain special independent legal, accounting or other consultants to advise the Committee and set and pay the compensation for any such advisors retained by the Committee.
- 24. Make regular reports at least quarterly to the Board.
- 25. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- 26. Annually review the Committee's own performance.

27. Provide an open avenue of communication among the Auditor, the Company's financial and senior management and the Board.
28. Not delegate these responsibilities other than to one or more independent members of the Committee the authority to pre-approve, which the Committee must ratify at its next meeting, non-audit services to be provided by the Auditor.

C. Limitation of Audit Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Auditor.