



MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This Management Information Circular ("Circular") is furnished to the holders of common shares ("shareholders") of the NGEx Resources Inc. (the "Corporation") in connection with the solicitation of proxies by the management of for use at the annual meeting (the "Meeting") of shareholders of the Corporation to be held at the time and place and for the purposes set out in the accompanying Notice of Meeting. References in this Circular to the Meeting include any adjournment or adjournments.

While it is expected that the solicitation will be made by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Corporation. All costs of this solicitation will be borne by the Corporation.

Unless otherwise stated, the information contained in this Circular is as of May 12, 2010. All dollar amounts referenced, unless otherwise indicated, are expressed in Canadian dollars, which is the Corporation's reporting currency.

APPOINTMENT AND VOTING OF PROXIES

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. **A shareholder desiring to appoint some other person, who need not be a shareholder, to represent such shareholder at the Meeting, may do so by inserting such person's name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy at the office of the Corporation's transfer agent indicated on the enclosed envelope no later than 10:00 a.m. (Pacific Time) on June 11, 2010, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned Meeting.**

A shareholder forwarding the enclosed proxy may indicate the manner in which the appointed proxy holder is to vote with respect to any specific item by checking the appropriate space. If the shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The shares represented by the proxy submitted by a shareholder will be voted or withheld from voting in accordance with the directions, if any, given in the proxy.

REVOCAION OF PROXIES

A proxy given pursuant to this solicitation may be revoked by an instrument in writing executed by a shareholder or by a shareholder's attorney authorized in writing (or, if the shareholder is a corporation, by a duly authorized officer or attorney) and deposited either at the registered office of the Corporation (NGEx Resources Inc., c/o Suite 2610, 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X1, Attention: Corporate Secretary) at any time up to and including the last business day before the day of the Meeting or with the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening or in any other manner permitted by law. A revocation of a proxy does not affect any matter on which a vote has been taken before the revocation.

EXERCISE OF DISCRETION

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. **In the absence of such direction, such shares will be voted in favour of the passing of all the resolutions described below. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting.** At the time of printing of this Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.

VOTING BY NON-REGISTERED SHAREHOLDERS

Only registered shareholders of Corporation or the persons they appoint as their proxies are permitted to vote at the Meeting. Most shareholders of the Corporation are “non-registered” shareholders (“**Non-Registered Shareholders**”) because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Shareholder deals with in respect of the shares of the Corporation (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Corporation will have distributed copies of the Notice of Meeting, this Circular and the form of proxy (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

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

- (i) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “voting instruction form”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form; or
- (ii) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with NGEX Resources Inc., c/o CIBC Mellon Trust Company, Attention: Proxy Dept., P.O. Box 721, Agincourt, Ontario, M1S 0A1.

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

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

RECORD DATE

Shareholders registered as at May 10, 2010 (the “**Record Date**”) are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the notes to the Proxy.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No director or executive officer of the Corporation, nor any person who has held such a position since the beginning of the last completed financial year end of the Corporation, nor any nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of common shares of which 146,901,649 common shares (“**Common Shares**”) are issued and outstanding as at the date hereof. Each Common Share is entitled to one vote.

The following table sets forth the only persons who, to the knowledge of the directors and senior officers of the Corporation, beneficially own or exercise control or direction over those shares carrying 10% or more of the voting rights attached to the Common Shares of the Corporation:

Name and Address	Number of Shares	Percentage
Lorito Holdings S.à.r.l. ("Lorito") ⁽¹⁾ Luxembourg	5,615,400	3.8%
Zebra Holdings and Investments S.à.r.l. ("Zebra") ⁽¹⁾ Luxembourg	15,411,841	10.5%

⁽¹⁾ Lorito and Zebra, who report their security holdings as joint actors, are private corporations owned by a trust whose settlor was the late Adolf H. Lundin. Together, Lorito and Zebra hold a total of 21,027,241 Common Shares, which represents 14.3% of the current outstanding Common Shares of the Corporation.

BUSINESS OF THE MEETING

Financial Statements

On November 17, 2009, the Corporation filed notice pursuant to section 4.8 of National Instrument 51-201 of the Corporation's intention to change its financial year end from March 31 to December 31 in each calendar year. As a result, the audited consolidated financial statements of the Corporation for the transition year ended December 31, 2009, have been provided to shareholders separately and are available on SEDAR at www.sedar.com under the Corporation's profile.

Election of Directors

Nominees

At the meeting, the five persons named below will be proposed for election as director of the Corporation (the "Nominees"). **Unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote FOR the election of each of the Nominees.** Management does not contemplate that any Nominee will be unable to serve as a director, but if that should occur for any reason before the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the enclosed form of proxy to vote the proxy for the election of any other person or persons in place of any Nominee or Nominees unable to serve. Each director elected will hold office until the close of the first annual meeting of shareholders of the Corporation following his election or until his successor is duly elected or appointed, unless his office is earlier vacated in accordance with the By-laws of the Corporation.

In the following table sets forth the name, province/state and country of residence, principal occupation, date they first became a director of the Corporation and the number of Common Shares beneficially owned by each Nominee. The statement as to the Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by the Nominees is in each instance based upon information furnished by the Nominee concerned.

Name and Province and Country of Residence	Positions with the Corporation	Security Holding (on a non-diluted basis)	Principal Occupation within the Preceding Five Years and, if applicable, Term as Director
Lukas H. Lundin British Columbia, Canada	Non-Executive Chairman of the Board	513,040	<ul style="list-style-type: none"> Chairman, Lundin Mining Corporation; Director and Officer of a number of publicly traded resource-based companies Director since June 23, 1995
Wojtek A. Wodzicki British Columbia, Canada	President and CEO	57,250	<ul style="list-style-type: none"> President and Chief Executive Officer of the Corporation since April 17, 2009; President and Chief Executive Officer of Sanu Resources Ltd. from April 12, 2007 to April 16, 2009; VP Strategic Partnerships, Lundin Mining Corporation from March 2007 to April 2009; General Manager of Exploration for Teck Cominco Ltd. from 2001 to 2007 Director since April 17, 2009
William A. Rand British Columbia, Canada		144,098	<ul style="list-style-type: none"> President and Director of Rand Edgar Investment Corp.; Director of a number of publicly traded companies Director since June 23, 1995
Paul K. Conibear British Columbia, Canada		381,928 ⁽¹⁾	<ul style="list-style-type: none"> Sr. Vice President, Corporate Development, Lundin Mining Corporation; July 2007 to October 2009, Sr. Vice President-Projects, Lundin Mining Corporation; from November 2002 to July 2007, President & CEO of Tenke Mining Corp.; from June 2007 to October 2007, President & CEO of Suramina Resources Inc.; Director since April 17, 2009

Name and Province and Country of Residence	Positions with the Corporation	Security Holding (on a non-diluted basis)	Principal Occupation within the Preceding Five Years and, if applicable, Term as Director
Michael D. Winn Laguna Beach, CA USA		815,812 ⁽²⁾	<ul style="list-style-type: none"> • President of Terrasearch Inc. • Director since August 20, 2009

⁽¹⁾ A further 91,585 common shares are owned by Mr. Conibear's spouse and dependent child. This amount includes 10,878 common shares that are held in a Registered Education Savings Plan.

⁽²⁾ An additional 915,877 common shares are owned by private corporations owned and controlled by Mr. Winn; namely, MDW & Associates LLC, as to 386,233 common shares, and Terrasearch Inc. as to 529,644 common shares.

Each of the above nominees was elected to his current term of office by a vote of shareholders of the Corporation at a meeting the notice of which was accompanied by a management information circular, with the exception of Mr. Michael D. Winn. Except as otherwise described above, the nominees have held the principal occupation described above during the five preceding years or have previously disclosed their principal occupations during the five preceding years in a prior management information circular.

The principal occupation, business or employment of Mr. Winn within the past five years is disclosed in the following brief biography. Mr. Winn is currently President of Terrasearch Inc. ("Terrasearch"), a consulting company that provides investment analysis and financial services to companies operating in the oil & gas mining, and energy sectors. Prior to forming Terrasearch in 1997, Mr. Winn spent four years as an analyst for a Southern California based brokerage firm where he was responsible for the evaluation of emerging oil and gas and mining companies. Mr. Winn has worked in the oil and gas industry since 1983 and the mining industry since 1992, and is also a director of several companies operating in Canada, Latin America, Europe and Africa. Mr. Winn has completed graduate course work in accounting and finance and received a B.S. in geology from the University of Southern California.

The Board of Directors does not have an executive committee. There are presently three committees of the Board; namely, the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. The following table sets out the members of such Committees:

Audit Committee	Compensation Committee	Corporate Governance and Nominating Committee
William A. Rand (Chair)	Lukas H. Lundin (Chair)	Michael D. Winn (Chair)
Michael D. Winn	William A. Rand	Paul K. Conibear
Paul K. Conibear	Paul K. Conibear	William A. Rand

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders

Except as otherwise disclosed, none of the directors or executive officer of the Corporation is, at the date of this Circular, or was, within the 10 years before the date of this Circular, a director, executive officer or chief financial officer of any company (including the Corporation) that:

- (i) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officers; or
- (ii) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

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

Mr. William A. Rand is currently and was a director of New West Energy Services Inc. (formerly, "Lexacal Investment Corp.") (TSX-V) when, on September 5, 2006, a cease trade order was issued against that company by the British Columbia Securities Commission for failure to file its financial statements within the prescribed time. The default was rectified and the order was rescinded on November 9, 2006.

Penalties or Sanctions

None of the directors or executive officers of the Corporation have been subject to:

- (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or have entered into a settlement agreement with a securities regulatory authority; or
- (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Bankruptcies

None of the directors or executive officers of the Corporation, or to its knowledge, any shareholder holding a sufficient number of securities of the Corporation to affect materially control of the Corporation:

- (i) is, as at the date of this Circular or has been within the 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (ii) has, within the ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of such director, executive officer or shareholder.

Appointment and Remuneration of Auditors

The Common Shares represented by the proxies solicited in respect of the Meeting on any ballot that may be called for, unless authority to do so is withheld, will be voted for the appointment of the firm of PricewaterhouseCoopers LLP, Chartered Accountants, Vancouver, British Columbia, as auditors of the Corporation, and to authorize the Board to fix the remuneration to be paid to the auditors. PricewaterhouseCoopers LLP have served as auditors of the Corporation for more than ten years.

The disclosure required by Form 52-110F1 of National Instrument 52-110, *Audit Committees*, including the text of the Audit Committee's charter and the fees paid to the Corporation's external auditor, can be found in the Corporation's Annual Information Form dated March 31, 2010 as filed on SEDAR at www.sedar.com.

STATEMENT OF EXECUTIVE COMPENSATION

This Compensation Discussion and Analysis describes the compensation philosophy, objectives and practices for the Corporation's Named Executive Officers as identified in the "Summary Compensation Table" below. For the purposes of this disclosure, "Named Executive Officer" means: (a) each Chief Executive Officer, (b) each Chief Financial Officer, (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year. During the transition year ended December 31, 2009, the Corporation had five Named Executive Officers (each a "NEO", and collectively, the "NEOs").

COMPENSATION DISCUSSION AND ANALYSIS

Overview of Compensation Philosophy

Historically (since 1983), the Corporation has been a natural resource exploration and development company engaged in the acquisition, exploration and development of natural resource properties, either on its own or in conjunction with joint venture partners.

The Corporation completed a business combination with Suramina Resources Ltd. (“Suramina”) on April 17, 2009 and a business combination with Sanu Resources Inc. (“Sanu”) on August 20, 2009. These transactions resulted in the following changes to senior management:

- Wojtek A. Wodzicki replaced Richard Bailes as President and Chief Executive Officer; and
- Jan Christoffersen resigned as Vice President Exploration of the Corporation.

After completion of the Suramina and Sanu business combinations, the Compensation Committee reviewed the compensation of its NEOs to ensure that each was being compensated in accordance with the objectives of the Corporation’s compensation program which are to:

- provide competitive compensation that attracts and retains talented employees
- align compensation with shareholder interests
- pay for performance
- support the Corporation’s vision, mission and values; and
- be flexible to recognize the needs of the Corporation in different business environments.

Role of the Compensation Committee

The Compensation Committee, the majority of which is composed of independent directors, is responsible for implementing and overseeing the Corporation’s compensation policies and programs as approved by the Board. The Compensation Committee’s responsibilities include:

- recommending to the Board compensation policies and guidelines;
- ensuring that the Company has in place programs to attract and develop executive officers of the highest caliber and a process to provide for the orderly succession of executive officers; and
- reviewing and approving corporate goals and objectives relevant to the compensation of executive officers and, in light of those goals and objectives, recommending to the Board the annual salary, bonus and other benefits, direct and indirect, of executive officers.

Role of Management in Determining Compensation

The accountability for decisions on executive remuneration is clearly within the mandate of the Compensation Committee, but management has a key role in helping support the committee in fulfilling its obligations. For example, the CEO and other senior executives make recommendations to the Compensation Committee regarding executive officer base salary adjustments, stock-based grants and discretionary bonuses. The Compensation Committee reviews the basis for these recommendations and can exercise its discretion in modifying any of the recommendations prior to making its recommendations to the Board. The CEO does not make a recommendation to the Compensation Committee with respect to his own remuneration package.

Elements of NEO Compensation

NEO compensation for the transition year ended December 31, 2009, was comprised of three components; namely, base salary, equity compensation in the form of stock options, and discretionary performance-based bonuses. An NEO’s base salary is intended to remunerate the NEO for discharging job responsibilities and reflects the executive’s performance over time. Base salaries are used as a measure to compare to and remain competitive with compensation offered by competitors and as the base to determine other elements of compensation and benefits. The stock option component of an NEO’s compensation, which includes a vesting element to ensure retention, serves to both motivate the executive toward increasing share value and to enable the executive to share in the future success of the Corporation. Discretionary performance-based bonuses are considered from time to time to reward those who have achieved exceptional performance. Other benefits do not form a significant part of the remuneration package of any of our NEOs.

A number of factors are considered by the Compensation Committee and the Board when determining NEO compensation, including:

- the Corporation’s financial position
- the NEO’s individual contribution to the benefit of the Corporation
- the long-term interests of the Corporation and its shareholders
- assessment of each NEO’s individual performance; and
- the NEO’s responsibilities, length of service and levels of compensation provided by industry competitors

Base Salary

To ensure that the Corporation will continue to attract and retain qualified and experienced executives, base salaries are reviewed and, if appropriate, adjusted annually. The Corporation endeavours to pay the salaries of its NEOs at the mid-range level of comparable companies while providing greater upside based on performance-based compensation components such as discretionary performance-based bonuses and stock options. There will, however, be occasions when the Corporation pays above or below this level depending on the individual skills and experience of the executive.

Stock Options

The Corporation has no long-term incentive plan in place and therefore there were no awards made under any long-term incentive plan to the NEOs during the nine month period ended December 31, 2009. A “long-term incentive plan” is a plan providing for compensation intended to motivate performance over a period of greater than one financial year, other than a plan for options, SARs (stock appreciation rights) or compensation through shares or units that are subject to restrictions on resale.

The Corporation provides long-term incentives through share option grants pursuant to its 10% rolling incentive share option plan (the “Share Option Plan”) established in August 2008. Incentive stock options are considered to be an effective vehicle for deepening a sense of ownership amongst executives and increasing alignment with the interests of shareholders.

The purpose of the Share Option Plan is to promote the interests of the Corporation by:

- providing its directors, senior officers, employees, management company employees and consultants (the “Eligible Persons”) with additional incentive;
- encouraging stock ownership by such Eligible Persons;
- increasing proprietary interest of Eligible Persons in the success of the Corporation;
- encouraging Eligible Persons to remain with the Corporation or its affiliates; and
- attracting new employees, directors and officers.

All NEOs are eligible to participate in the Share Option Plan. Reference is made to the heading “Equity Compensation Plan” for a description of the Share Option Plan.

2009 Approach

Following completion of the Suramina business combination on April 17, 2009, the Board appointed Mr. Wojtek A. Wodzicki as President and Chief Executive Officer and determined that his annual salary would be set at \$275,000. In setting Mr. Wodzicki’s base salary, the Board took into consideration a number of factors, in addition to those set out above, including compensation paid by corporations of a comparable size within the mineral exploration industry and the Corporation’s expanded operations base to include Argentina, Chile and Peru, after giving effect to the Suramina business combination.

Following completion of the Sanu business combination on August 20, 2009, the Board, on the recommendation of the Compensation Committee, awarded NEOs an aggregate of 750,000 incentive stock options on December 1, 2009 pursuant to the Plan. These grants were made following a review of the stock option holdings of the combined senior management team following the Suramina and Sanu business combinations. The Corporation believes that it is important to ensure that there is consistency between the option holdings of executive officers taking into account their skills, experience and service with the Corporation or its predecessor companies. These options were priced at a slight premium to market and are subject to vesting as to 25% 6 months from the date of grant, 25% 12 months from the date of grant, 25% 18 months from the date of grant and 25% 24 months from the date of grant.

The Corporation’s current management team has been brought together by way of the two business combinations with Suramina and Sanu concluded during the fiscal period ended December 31, 2009. The Corporation’s compensation decisions in 2009 have been taken to ensure that the newly combined management team is compensated consistently and fairly and are in keeping with the Corporation’s compensation philosophy.

SUMMARY COMPENSATION TABLE

The following table sets forth a summary of the total compensation paid to, or earned by the Corporation's NEO's during the two most recently completed financial years.

Name and Principal Position	Fiscal Period ⁽¹⁾ (a)	Base Salary (\$) (b)	Option-based Awards ⁽²⁾ (\$) (c)	Non-equity Incentive Plan Compensation (\$)	All Other Compensation (\$) (e)	Total Compensation (\$) (f)
				Annual Incentive Plans (\$) (d)		
Wojtek A. Wodzicki ⁽³⁾ President and Chief Executive Officer	December 31/09	194,792	291,407	Nil	Nil	486,199
	March 31/09	Nil	Nil	Nil	Nil	Nil
Wanda Lee ⁽⁴⁾ Chief Financial Officer	December 31/09	Nil	53,189	Nil	Nil	53,189
	March 31/09	Nil	16,762	Nil	Nil	16,762
Richard J. Bailes ⁽⁵⁾ (former President and Chief Executive Officer)	December 31/09	8,529	Nil	Nil	172,800	181,329
	March 31/09	172,800	119,725	Nil	Nil	292,525
Jan Christoffersen ⁽⁶⁾ (former Vice President Exploration)	December 31/09	7,108	Nil	Nil	144,000	151,108
	March 31/09	144,000	95,780	Nil	Nil	239,780
J. Patricio Jones ⁽⁷⁾ (President, Desarrollo de Prospectos Mineros S.A.)	December 31/09	118,980	76,675	Nil	7,175	202,830
	March 31/09	Nil	Nil	Nil	Nil	Nil

⁽¹⁾ On November 17, 2009, the Corporation filed notice pursuant to section 4.8 of National Instrument 51-102 that the Corporation had determined to change its financial year end from March 31 to December 31 in each calendar year. Accordingly, amounts shown reflect the 12 months ended March 31, 2009 and the 9 month transition year ended December 31, 2009.

⁽²⁾ The value of the stock option grants has been determined using the Black-Scholes models on the date of grant and is consistent with the determinations used for financial statement purposes. The key assumptions used for this determination can be found in the notes to the 2009 consolidated financial statements. The amount presented in the table represents the fair value of the vested and unvested portion of the options granted in the period. For accounting purposes, the fair value of the award is amortized over the applicable vesting period. It should be recognized that the actual future value will be based on the difference between the market value at time of exercise and the exercise price. Therefore, the value attributed to the stock options under the Black-Scholes model does not necessarily correspond to the actual future value that will be realized. Included in the amounts shown is the incremental fair value of options cancelled during the transitional financial year ended December 31, 2009, i.e., 400,000 options held by Mr. Bailes and 300,000 options held by Mr. Christoffersen.

⁽³⁾ Mr. Wodzicki was appointed President and Chief Executive Officer of the Corporation on April 17, 2009. In accordance with the terms of Mr. Wodzicki's employment contract, Mr. Wodzicki was granted an incentive stock option on December 1, 2009 entitling him to purchase up to 500,000 common shares of the Corporation at a price of \$0.70 per share, subject to vesting as previously disclosed. As at December 31, 2009, 25% of Mr. Wodzicki's options had vested.

⁽⁴⁾ Ms. Wanda Lee is an employee of Namdo Management Services Ltd. ("Namdo"). Namdo is a private corporation owned by Mr. Lukas H. Lundin, a director of the Corporation. The Corporation paid Namdo the sum of \$434,225, plus reimbursement of expenses at cost for the transition year ended December 31, 2009. Namdo has approximately 18 employees, including Ms. Lee, and provides office facilities, administration and financial services to a number of public companies. Approximately \$64,125 or 15% of the fees paid to Namdo are attributable to the salary paid by Namdo to Ms. Lee, Chief Financial Officer of the Corporation.

⁽⁵⁾ Richard J. Bailes resigned as President and CEO of the Corporation on April 17, 2009. Pursuant to his employment agreement, Mr. Bailes received \$172,800, being the equivalent of one year's salary, as a severance payment.

⁽⁶⁾ Jan Christoffersen resigned as Vice President Exploration of the Corporation on April 17, 2009. Pursuant to his employment agreement, Mr. Christoffersen received \$144,000, being the equivalent of one year's salary, as a severance payment.

⁽⁷⁾ Mr. J. Patricio Jones became a director of the Corporation on completion of the business combination with Suramina Resources Inc. ("Suramina") on April 17, 2009. At that time, Mr. Jones was also a director and President and an employee of Desarrollo de Prospectos Mineros S.A. ("Deprominsa") which, following completion of the Suramina business combination, became a subsidiary of the Corporation. Accordingly, amounts reflected in columns (a) and (f) represent amounts paid to Mr. Jones by Deprominsa during the period April 17 to December 31, 2009. On April 30, 2010, following the termination of Mr. Jones' employment with Deprominsa, he resigned as a director and President of Deprominsa.

⁽⁸⁾ Other than as set out above, perquisites have not been included as they do not reach the prescribed threshold of the lesser of \$50,000 and 10% of total salary for the financial year.

Employment Agreements

Wojtek A. Wodzicki – Employment Agreement

Mr. Wodzicki acts as the Corporation’s President and Chief Executive Officer pursuant to an employment agreement with the Corporation dated effective April 17, 2009 (the “Wodzicki Agreement”). The Wodzicki Agreement automatically renews each year unless terminated by the Corporation (without cause) on 60 days written notice or by Mr. Wodzicki (voluntarily) on 90 days written notice. Mr. Wodzicki’s annual base salary is \$275,000, exclusive of bonuses and benefits. Mr. Wodzicki receives standard benefits available to all other employees of the Corporation, including medical, basic life insurance, long-term disability and extended health care and dental care coverage.

INCENTIVE PLAN AWARDS

Outstanding Option-based Awards

The following table sets forth the outstanding option-based awards held by the NEOs at the end of the most recently completed financial year:

Option-based Awards				
Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-money Options (\$)⁽¹⁾
Wojtek A. Wodzicki	143,125	1.66	Apr 12/12	Nil
President and	143,125	0.53	Oct 09/11	35,781
Chief Executive Officer	500,000	0.70	Dec 01/14	40,000
Wanda Lee	90,000	2.25	May 01/10	Nil
Chief Financial Officer	35,000	1.19	Apr 09/11	Nil
	60,328	1.30	July 05/10	Nil
	42,937	2.80	July 18/12	Nil
	100,000	0.70	Dec 01/14	8,000
Richard J. Bailes⁽²⁾ (former President and Chief Executive Officer)	Nil	N/A	N/A	N/A
Jan Christoffersen⁽³⁾ (former Vice President Exploration)	Nil	N/A	N/A	N/A
J. Patricio Jones⁽⁴⁾ (President, Desarrollo de Prospectos Mineros S.A.)	113,115	1.30	July 05/10	Nil
	75,410	1.80	Oct 01/10	Nil
	150,000	0.70	Dec 01/14	12,000

⁽¹⁾ Calculated using the closing price of the common shares on the TSX Exchange on December 31, 2009 of \$0.78 and subtracting the exercise price of in-the-money stock options. These stock options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the common shares on the date of exercise.

⁽²⁾ Richard J. Bailes resigned as President and CEO of the Corporation on April 17, 2009. Mr. Bailes held options to acquire 400,000 common shares of the Corporation at the time of his resignation. These options were subsequently cancelled on September 30, 2009 unexercised in whole.

⁽³⁾ Jan Christoffersen resigned as Vice President Exploration of the Corporation on April 17, 2009. Mr. Christoffersen held options to acquire 300,000 common shares of the Corporation at the time of his resignation. These options were subsequently cancelled on May 17, 2009 unexercised in whole.

⁽⁴⁾ On April 30, 2010, following the termination of Mr. Jones’ employment with Deprominsa, he resigned as a director and President of Deprominsa.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed financial year by each NEO:

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)
Wojtek A. Wodzicki President and Chief Executive Officer	Nil
Wanda Lee Chief Financial Officer	Nil
Richard J. Bailes ⁽²⁾ (former President and Chief Executive Officer)	Nil
Jan Christoffersen ⁽³⁾ (former Vice President Exploration)	Nil
J. Patricio Jones ⁽⁴⁾ (President, Desarrollo de Prospectos Mineros S.A.)	Nil

⁽¹⁾ Calculated using the closing price of the common shares on the TSX Exchange on the dates on which stock options vested during the financial year ended December 31, 2009, and subtracting the exercise price of in-the-money stock options.

⁽²⁾ Richard J. Bailes resigned as President and CEO of the Corporation on April 17, 2009.

⁽³⁾ Jan Christoffersen resigned as Vice President Exploration of the Corporation on April 17, 2009.

⁽⁴⁾ On April 30, 2010, following the termination of Mr. Jones' employment with Deprominsa, Mr. Jones resigned as a director and President of Deprominsa.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Corporation and its subsidiaries have not entered into any compensatory plan or arrangement in respect of compensation received or that may be received by any of the NEOs during the Corporation's most recently completed or current financial year to compensate such executive officers in the event of the termination of employment (resignation, retirement, change of control) or in the event of a change in responsibilities following a change in control, where in respect of the NEOs the value of such compensation exceeds \$100,000, other than as set follows.

Wojtek A. Wodzicki – President and Chief Executive Officer

Pursuant to the terms of an Employment Agreement dated April 17, 2009, Mr. Wodzicki was engaged as President and Chief Executive Officer of the Corporation at an annual salary of \$275,000. Pursuant to the terms of Mr. Wodzicki's employment agreement, the Corporation may terminate Mr. Wodzicki's employment without notice or payment in lieu of notice for cause. Upon the termination of Mr. Wodzicki's employment for cause Mr. Wodzicki would not be entitled to any severance payment other than compensation earned by Mr. Wodzicki before the date of termination. In the event Mr. Wodzicki's employment is terminated by the Corporation for any other reason, excepting a change of control, Mr. Wodzicki shall be entitled to receive a severance payment equal to 12 month's salary at the then applicable base salary rate, less statutory deductions. Should there be a change of control of the Corporation, Mr. Wodzicki would be entitled to 18 months' salary at the then applicable base salary rate, less statutory deductions and any of his options that have not vested will vest immediately.

DIRECTOR COMPENSATION

No fees were paid to directors in their capacity as directors of the Corporation or its subsidiaries, in their capacity as members of the Board or of a committee of the Board of its subsidiaries, or as consultants or experts, during the Corporation's most recently completed financial year.

The following table sets forth the details of all compensation provided to the directors, other than NEOs, including option-based awards, during the Corporation's most recently completed financial year:

Name	Fees Earned (\$)	Option-based Awards ⁽¹⁾ (\$)	All Other Compensation (\$)	Total (\$)
Lukas H. Lundin	Nil	52,282	Nil	52,282
William A. Rand	Nil	50,050	Nil	50,050
Paul K. Conibear	Nil	82,174	Nil	82,174
John H. Craig ⁽²⁾	Nil	50,050	Nil	50,050
Lee A. Graber ⁽³⁾	Nil	50,050	Nil	50,050
Michael D. Winn ⁽⁴⁾	Nil	83,369	Nil	83,369

⁽¹⁾ The value of the stock option grants has been determined using the Black-Scholes models on the date of grant and is consistent with the determinations used for financial statement purposes. The key assumptions used for this determination can be found in the notes to the Corporation's consolidated financial statements for the respective periods. It should be recognized that the actual future value will be based on the difference between the market value at time of exercise and the exercise price. Therefore, the value attributed to the stock options under the Black-Scholes model does not necessarily correspond to the actual future value that will be realized.

⁽²⁾ Mr. John H. Craig resigned as a director of the Corporation on January 18, 2010.

⁽³⁾ Mr. Lee A. Graber resigned as a director of the Corporation on January 22, 2010.

⁽⁴⁾ Mr. Michael D. Winn became a director of the Corporation on August 20, 2009.

Outstanding Option-Based Awards

The following table sets forth the outstanding option-based awards held by the directors of the Corporation, other than NEOs, at the end of the most recently completed financial year:

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)
Lukas H. Lundin	30,000	1.70	Aug 16/10	Nil
	100,000	1.19	Apr 09/11	Nil
	150,000	1.30	July 05/10	Nil
	100,000	0.70	Dec 01/14	8,000
William A. Rand	75,410	1.30	July 05/10	Nil
	100,000	0.70	Dec 01/14	8,000
Paul K. Conibear	226,230	1.30	July 05/10	Nil
	85,875	2.80	July 18/12	Nil
	85,875	0.53	Oct 09/11	21,469
	100,000	0.70	Dec 01/14	8,000
John H. Craig ⁽²⁾	30,000	1.70	Aug 16/10	Nil
	100,000	1.19	Apr 09/11	Nil
	75,410	1.30	July 05/10	Nil
	100,000	0.70	Dec 01/14	8,000
Lee A. Graber ⁽³⁾	75,410	1.30	July 05/10	Nil
	100,000	0.70	Dec 01/14	8,000
Michael D. Winn ⁽⁴⁾	114,500	1.23	Nov 09/11	Nil
	85,875	0.53	Oct 09/11	21,469
	100,000	0.70	Dec 01/14	8,000

⁽¹⁾ Calculated using the closing price of the common shares on the TSX Exchange on December 31, 2009 of \$0.78 and subtracting the exercise price of in-the-money stock options. These stock options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the common shares on the date of exercise.

⁽²⁾ Mr. John H. Craig resigned as a director of the Corporation on January 18, 2010.

⁽³⁾ Mr. Lee A. Graber resigned as a director of the Corporation on January 22, 2010.

⁽⁴⁾ Mr. Michael D. Winn became a director of the Corporation on August 20, 2009.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed fiscal year by each director, other than the NEOs:

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾
Lukas H. Lundin	Nil
William A. Rand	Nil
Paul K. Conibear	Nil
John H. Craig ⁽²⁾	Nil
Lee A. Graber ⁽³⁾	Nil
Michael D. Winn ⁽⁴⁾	Nil

⁽¹⁾ Calculated using the closing price of the common shares on the TSX Exchange on the dates on which stock options vested during the financial year ended December 31, 2009, and subtracting the exercise price of in-the-money stock options.

⁽²⁾ Mr. John H. Craig resigned as a director of the Corporation on January 18, 2010.

⁽³⁾ Mr. Lee A. Graber resigned as a director of the Corporation on January 22, 2010.

⁽⁴⁾ Mr. Michael D. Winn became a director of the Corporation on August 20, 2009.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN

The Corporation's Share Option Plan, described herein, has been approved by shareholders at the Annual Meeting held on September 15, 2008, and is the only compensation plan under which equity securities of the Corporation are authorized for issuance.

The information in the following table is as of the fiscal year ended December 31, 2009:

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (CDN\$)	Number of securities remaining available for future issuance under the Plan (excluding securities reflected in column (a))
Equity Compensation Plans approved by securityholders	7,321,289	1.12	9,243,793
Total			

⁽¹⁾ During the fiscal period year ended December 31, 2009, the Corporation granted options to purchase a total of 6,317,899 common shares.

⁽²⁾ During the fiscal period ended December 31, 2009, the Corporation cancelled 1,281,535 stock options.

Share Option Plan

The Corporation's Share Option Plan was prepared in accordance and compliance with the rules and policies of the Toronto Stock Exchange (the "TSX"), and was adopted by the Board on August 12, 2008 (approved by the Corporation's shareholders on September 15, 2008). The Share Option Plan is in the form of a rolling share option plan reserving an aggregate of 10% of the issued and outstanding shares of the Corporation for issuance upon the exercise of options granted thereunder and provides, among other things, that: (i) the aggregate number of Common Shares reserved for issuance pursuant to Options granted to Insiders shall not exceed 10% of the total number of Common Shares then outstanding, which as of December 31, 2009, was 14,685,871 Common Shares; (ii) the aggregate number of Common Shares issued to Insiders pursuant to the exercise of Options, within a one-year period, shall not exceed 10% of the total number of Common Shares then outstanding; (iii) the aggregate number of Common Shares issued to any one Insider and such Insider's Associates pursuant to the exercise of Options, within a one-year period, shall not exceed 5% of the total number of Common Shares then outstanding; and (iv) the aggregate number of Common Shares reserved for issuance to any one person pursuant to the grant of Options shall not exceed 5% of the total number of Common Shares then outstanding.

The Share Option Plan authorizes the Board, or a committee appointed for such purposes, to grant Options to purchase shares to Eligible Persons, to determine the terms, including the limitations, restrictions and conditions, if any, upon such grants, to interpret the Plan and to adopt, amend and rescind such administrative guidelines and other rules relating to the Share Option Plan as it may from time to time deem advisable, subject to required prior approval by any applicable regulatory authority, and without further shareholder approval. The Board will establish the exercise price of an Option at the time each Option is granted provided that such price shall not be less than the closing price of the Common Shares on the TSX (or, if such Common Shares are not then listed and posted for trading on the TSX, on such other stock exchange on which the Common Shares are listed and posted for trading as may be selected by the Board) on the last business day immediately preceding the date of grant of such Option. If there is no trading on that date, the exercise price shall not be less than the weighted average of the bid and ask prices on the five consecutive trading days preceding the date of the grant.

The term of Options granted under the Share Option Plan shall not exceed 10 years from the date of grant. Vesting under the Share Option Plan is at the discretion of the Board. In the event that any Option expires during, or within 48 hours after, a self imposed blackout period on trading securities of the Corporation, such expiry date will become the tenth day following the end of the blackout period. All options granted under the Share Option Plan are not transferable other than by will or the laws of dissent and distribution.

If an Optionee ceases to be an Eligible Person for any reason whatsoever other than for cause or death, each option held by such Optionee will cease to be exercisable 30 days following the termination date (being the date on which such optionee ceases to be an Eligible Person), or such longer period as determined by the Board. If an Eligible Person is dismissed with cause, each Option held by such Optionee shall cease to be exercisable immediately upon the Optionee being given notice of termination. If an Optionee dies, the legal representatives of the Optionee may exercise the Options held by the Optionee within a period after the date of the Optionee's death as determined by the Board, for greater certainty such determination may be made at any time subsequent to the date of grant of the Options, provided that no Option shall remain outstanding for any period which exceeds the earlier of (i) the expiry date of such Option; and (ii) 12 months following the date of death of the Participant, but only to the extent the Options were by their terms exercisable on the date of death.

Subject to the requisite shareholder and regulatory approvals set forth under subparagraphs (a) and (b) below, the Board may from time to time amend or revise the terms of the Share Option Plan or may discontinue the Share Option Plan at any time provided however that no such right may, without the consent of the Optionee, in any manner adversely affect his rights under any Option theretofore granted under the Share Option Plan.

- (a) The Board may, subject to receipt of requisite shareholder and regulatory approval, make the following amendments to the Share Option Plan:
 - (i) any amendment to the number of securities issuable under the Share Option Plan, including, if applicable, an increase to a fixed maximum number of securities or a change from a fixed maximum number of securities to a fixed maximum percentage. A change to a fixed maximum percentage which was previously approved by shareholders will not require additional shareholder approval;
 - (ii) any change to the definition of the eligible participants which would have the potential of broadening or increasing insider participation;
 - (iii) the addition of any form of financial assistance;
 - (iv) any amendment to a financial assistance provision which is more favourable to participants;
 - (v) any addition of a cashless exercise feature, payable in cash or securities which does not provide for a full deduction of the number of underlying securities from the Share Option Plan reserve;
 - (vi) the addition of a deferred or restricted share unit or any other provision which results in participants receiving securities while no cash consideration is received by the Corporation;
 - (vii) a discontinuance of the Share Option Plan; and
 - (viii) any other amendments that may lead to significant or unreasonable dilution in the Corporation's outstanding securities or may provide additional benefits to eligible participants, especially insiders of the Corporation, at the expense of the Corporation and its existing shareholders.

- (b) The Board may, subject to receipt of requisite regulatory approval, where required, in its sole discretion and without further shareholder approval, make all other amendments to the Share Option Plan that are not of the type contemplated in subparagraph (a) above including:
- (i) a change to the vesting provisions of a security or the Share Option Plan;
 - (ii) a change to the termination provisions of a security or the Share Option Plan which does not entail an extension beyond the original expiry date;
 - (iii) a change to the terms of options granted to non-insiders including the option exercise price and the termination date; and
 - (iv) the addition of a cashless exercise feature, payable in cash or securities, which provides for a full deduction of the number of underlying securities from the Share Option Plan reserve.
- (c) Notwithstanding the provisions of subparagraph (b), the Corporation shall additionally obtain requisite shareholder approval in respect of amendment to the Plan that is contemplated pursuant to subparagraph (b) to the extent such approval is required by any applicable laws or regulations.

The Corporation does not provide any financial assistance to participants in order to facilitate the purchase of Common Shares under the Share Option Plan.

As at December 31, 2009, there were options outstanding to acquire up to an aggregate 7,321,289 Common Shares, representing approximately 5.0% of the Corporation's current issued and outstanding share capital, of which 1,091,577 represent Common Shares issuable upon the exercise of Suramina Replacement Options, 1,681,232 represent Common Shares issuable upon the exercise of Sanu Replacement Options and 4,548,500 represent Common Shares issuable upon the exercise of options granted under the Share Option Plan.

Effective April 17, 2009, the Corporation acquired all of the issued and outstanding common shares of Suramina Resources Inc. ("Suramina") by way of Plan of Arrangement under the CBCA, following which Suramina became a wholly-owned subsidiary of the Corporation. Pursuant to this arrangement, all outstanding incentive stock options of Suramina were converted into incentive stock options of the Corporation (the "Suramina Replacement Options"). The Suramina Replacement Options are considered to be outside of the Corporation's Share Option Plan. As at December 31, 2009, there were 1,091,577 Suramina Replacement Options outstanding of which, 1,016,147 expire on July 5, 2010, and have an exercise price of \$1.30, and 75,410 expire on October 1, 2010 and have an exercise price of \$1.80. If a holder of a Suramina Replacement Option ceases to be an eligible person (other than as a result of the death of the holder), such holder's options terminate on the earlier of (i) 30 days after the holder ceases to be an eligible person, and (ii) the original expiry date of the option. If the holder of an option dies while he or she is an eligible person, such holder's options terminate on the earlier of one (1) year after the date of death of the holder and (ii) the original expiry date of the option. Options may not be assigned or transferred, except by will or by the laws of descent and distribution.

Effective August 20, 2009, the Corporation acquired all of the issued and outstanding common shares of Sanu Resources Ltd. ("Sanu") by way of Plan of Arrangement under the CBCA, following which Sanu became a wholly-owned subsidiary of the Corporation. Pursuant to this arrangement, all outstanding incentive stock options of Sanu were converted into incentive stock options of the Corporation (the "Sanu Replacement Options"). The Sanu Replacement Options are considered to be outside of the Corporation's Share Option Plan. As at December 31, 2009, there were 1,681,232 Sanu Replacement Options outstanding of which, 5,725 expired on February 17, 2010 and were exercisable at a price of \$1.05; 347,315 expire on November 9, 2011 and have an exercise price of \$1.23; 229,000 expire on April 12, 2012 and have an exercise price of \$1.66; 289,110 expire on July 18, 2012 and have an exercise price of \$2.80; 45,800 expire on January 17, 2013 and have an exercise price of \$1.37; 71,559 expire on June 23, 2011 and have an exercise price of \$1.63 and 692,723 expire on October 9, 2011 and have an exercise price of \$0.53. If a holder of a Sanu Replacement Option ceases to be an eligible person (other than as a result of the death of the holder), such holder's options terminate on the earlier of (i) 90 days after the holder ceases to be an eligible person, and (ii) the original expiry date of the option. If the holder of an option dies while he or she is an eligible person, such holder's options terminate on the earlier of one (1) year after the date of death of the holder and (ii) the original expiry date of the option. Options may not be assigned or transferred, except by will or by the laws of descent and distribution.

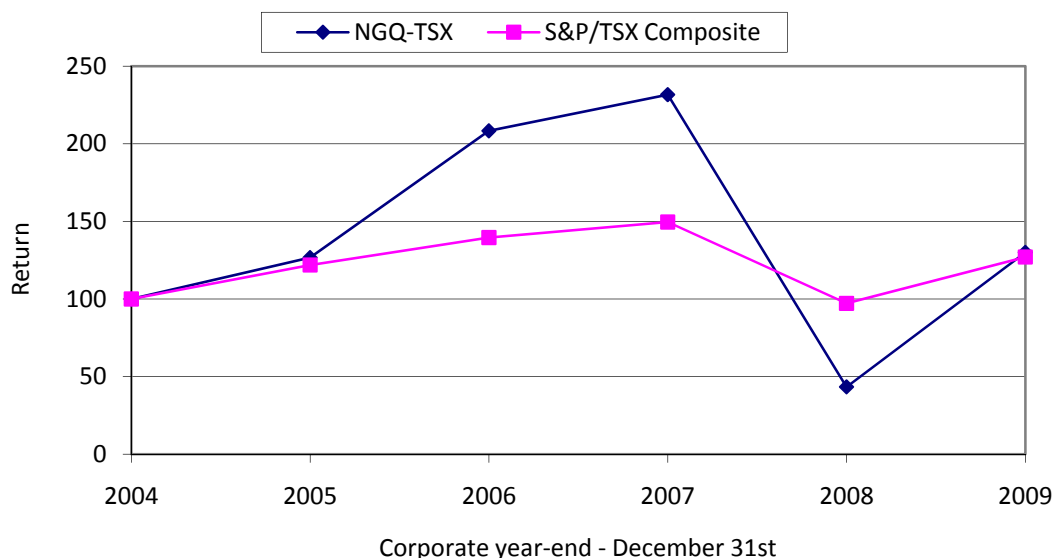
Indebtedness of Directors and Executive Officers

None of the directors or executive officers of the Corporation, proposed nominees for directors, or associates or affiliates of said persons, have been indebted to the Corporation at any time since the beginning of the last completed financial year of the Corporation.

Comparative Shareholder Return Performance Graph

The following graph compares the cumulative total shareholder return for \$100 invested in Common Shares from December 31, 2004 to December 31, 2009 against the cumulative total shareholder return of the S&P/TSX Composite Index for the same period, assuming the reinvestment of all dividends. All currency references in the graph are to Canadian dollars.

Comparison of Five Year Cumulative Total Shareholder Return on the Common Shares of the Corporation and the S&P/TSX Composite Index



	Dec 31/04	Dec 31/05	Dec/06	Dec 31/07	Dec 31/08	Dec 31/09
NGEx	\$100	\$126.67	\$208.33	\$231.67	\$43.33	\$130.00
S&P/TSX Composite	\$100	\$121.91	\$139.60	\$149.60	\$97.20	\$127.03

STATEMENT OF CORPORATE GOVERNANCE PRACTICE

In June 2005, National Policy 58-201 *Corporate Governance Guidelines* (the "Governance Guidelines") and National Instrument 58-101 *Disclosure of Corporate Governance Practices* (the "Governance Disclosure Rule") were adopted by the securities regulatory authorities in Canada. The Governance Guidelines deal with matters such as the constitution and independence of corporate boards, their functions, the effectiveness and education of board members and other items dealing with sound corporate governance practices. The Governance Disclosure Rule requires that, if management of an issuer solicits proxies from its shareholders for the purpose of electing directors, specified disclosure of its corporate governance practices must be included in its management information circular.

The Board recognizes the importance of corporate governance to the effective management of the Corporation and to the protection of its employees and shareholders. The Corporation's approach to significant issues of corporate governance is designed with a view to ensuring that the business and affairs of the Corporation are effectively managed so as to enhance shareholder value. The Board fulfills its mandate directly and through its committees at regularly scheduled meetings or as required. Frequency of meetings may be increased and the nature of the agenda items may be changed depending upon the state of the Corporation's affairs and in light of opportunities or risks which may arise.

The Corporation's corporate governance practices have been, and continue to be, in compliance with applicable Canadian requirements. The Corporation continues to monitor developments in Canada with a view to further revising its governance policies and practices, as appropriate.

Attached as Appendix "A" to this Circular is a description of the Corporation's corporate governance practices which has been prepared by the Corporate Governance and Nominating Committee and approved by the Board.

MANAGEMENT CONTRACTS

Management functions of the Corporation are performed by directors, executive officers or senior officers of the Corporation and not, to any substantial degree, by any other person with whom the Corporation has contracted.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

None of the directors, executive officers or senior officers of the Corporation, proposed nominees for election to the Board of Directors, or associates or affiliates of such persons, have been indebted to the Corporation at any time since the beginning of the last completed fiscal year of the Corporation.

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

Except as disclosed herein and as set out below, since the commencement of the Corporation's most recently completed financial year, no informed person of the Corporation, nominee for director or any associate or affiliate of an informed person or nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

- (a) Effective April 17, 2009, the Corporation acquired all of the issued and outstanding common shares of Suramina by way of Plan of Arrangement under the CBCA, following which Suramina became a wholly-owned subsidiary of the Corporation. Suramina and the Corporation had common directors who recused themselves from any board or management deliberations relating to this transaction.
- (b) Effective August 20, 2009, the Corporation acquired all of the issued and outstanding common shares of Sanu by way of Plan of Arrangement under the CBCA, following which Sanu became a wholly-owned subsidiary of the Corporation. Sanu and the Corporation had common directors who recused themselves from any board or management deliberations relating to this transaction.

OTHER BUSINESS

Other than the matters referred to in the Notice of Meeting, management is not aware of any other matters to come before the Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the shares represented by proxies in favour of management nominees will be voted on such matters as the proxy nominee sees fit.

ADDITIONAL INFORMATION

Additional information regarding the Corporation and its business activities is available on SEDAR at www.sedar.com under the Corporation's profile, and on the Corporation's website at www.ngexresources.com. The Corporation's financial information is provided in the Corporation's consolidated audited financial statements and related management discussion and analysis for its most recently completed financial period, being the 9 months ended December 31, 2009, and may be viewed on SEDAR at the location noted above. Shareholders may also contact the Corporate Secretary of the Corporation by phone at (604) 689-7842 or by email at ngxresources@namdo.com to request copies of these documents which will be provided free of charge.

DIRECTORS' APPROVAL

The contents and the distribution of this Circular have been approved by the Board of Directors of the Corporation.

DATED at Vancouver, British Columbia the 12th day of May, 2010.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Wojtek A. Wodzicki
President and Chief Executive Officer

APPENDIX "A"

NGEx RESOURCES INC.

The following matrix indicates how the Corporation's system of corporate governance aligns with **NATIONAL INSTRUMENT 58-101 – Disclosure of Corporate Governance Practices (the "Governance Disclosure Rule")** and **NATIONAL POLICY 58-201 – Corporate Governance Guidelines (the "Governance Guidelines")**.

Required Disclosure of Corporate Governance Practices		Response
1. Board of Directors		
(a) Disclose the identity of directors who are independent.		The Board is currently comprised of five directors; namely, Messrs. Lukas H. Lundin, William A. Rand, Paul K. Conibear, Michael D. Winn and Wojtek A. Wodzicki. With the assistance of the Corporate Governance and Nominating Committee, the Board has considered the relationship to the Corporation of each of the nominees for election by shareholders and has determined that, three of the five directors; namely, Messrs. Lundin, Rand and Winn are independent for the purposes of Board membership.
(c) Disclose the identity of directors who are not independent and describe the basis for that determination.		Mr. Wodzicki is not considered to be independent as he is President and Chief Executive Officer of the Corporation. Mr. Conibear is not considered to be independent due to the fact that within the last three years he was a senior officer of Suramina Resources Inc., which became a subsidiary of the Corporation in April 2009. As at October 2010, Mr. Conibear will be considered independent.
(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.		A majority of the directors are independent for the purposes of Board membership.
(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.		All of the directors of the Corporation are directors and/or officers of other reporting issuers (see Schedule A for details).
(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.		The Board has functioned, and is of the view that it can continue to function, independently of management, as required. The Board and its committees meet independent of management, where needed, but do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. In addition to the standing Committees of the Board, independent committees are appointed from time to time, when appropriate. At each meeting of the Board a determination is made as to whether an in-camera session, without management present, is required.
(f) Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead 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.		The Board has appointed Mr. Lukas H. Lundin as chair of the board. Mr. Lundin is considered an independent director within the meaning of the Governance Guidelines. The Board has also appointed Mr. William A. Rand as Lead Director. The Lead Director presides over meetings of the directors. The role of the Lead Director is to act as effective leader of the Board, to ensure that the Board's agenda will enable it to successfully carry out its duties, and to provide leadership for the Board's independent directors. The Board has established a formal position description for the Lead Director which includes acting as liaison between the Board and management to ensure that relationships between the Board and management are conducted in a professional and constructive manner. This involves working with the Chief Executive Officer to ensure that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that the Corporation is building a healthy governance culture.
(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.		See Schedule B for details.

<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>A copy of the Board’s written mandate, which sets out the responsibilities and duties of the directors, is attached as Schedule D.</p>
<p>3. Position Descriptions</p>		
<p>(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.</p>		<p>The Board has developed written position descriptions for the chair and the chair of each board committee, as well as for the lead director.</p>
<p>(b) Disclose whether or not the board and the CEO have developed a written description for the CEO. If the board and the CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.</p>		<p>The Board has developed a written position description for the CEO and has defined the extent and limits of management’s responsibility generally and specifically, those responsibilities of the CEO.</p>
<p>4. Orientation and Continuing Education</p>		
<p>(a) Briefly describe what measures the board takes to orient new directors regarding: the role of the board, its committees and its directors; and the nature and operation of the issuer’s business.</p>		<p>The Corporate Governance and Nominating Committee is responsible for ensuring that new directors are provided with an orientation package that includes, among other things, information about the duties and obligations of directors (including copies of the Board mandate, committee charters and corporate policies), the business and operations of the Corporation and documents from recent Board meetings. Directors have full access to officers and employees of the Corporation and may arrange meetings either directly or through the President and CEO. Management provides briefings to directors with respect to the business and operations of the Corporation at every scheduled Board meeting.</p>
<p>(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.</p>		<p>All directors are expected to pursue educational opportunities as appropriate to enable them to perform their duties as directors. The Corporation will make available appropriate funding to directors to attend seminars or conferences relevant to their position as directors of the Corporation. The Corporation’s outside legal counsel also provides directors and senior officers with summary updates of any developments relating to the duties and responsibilities of directors and officers and corporate governance matters.</p>
<p>5. Ethical Business Conduct</p>		
<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>		<p>The Corporation has a written Code of Business Conduct and Ethics (the “Code”) for directors, officers and employees of the Corporation and its subsidiaries.</p>
<p>(i) disclose how a person or company may obtain a copy of the code;</p>		<p>The Code is available on the Corporation’s website and has been filed on and is accessible through SEDAR at www.sedar.com.</p>
<p>(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</p>		<p>Directors, officers or employees who have concerns or questions about violations of laws, rules or regulations, or of the Code, are required to report them to the Corporate Secretary or to the Chair of the Corporation’s Audit Committee. Following receipt of any complaints, the Corporate Secretary or Chair of the Audit Committee, as the case may be, will investigate each matter so reported and report to the Audit Committee. The Audit Committee will have primary authority and responsibility for the enforcement of this Code, subject to the supervision of the Board of Directors. The Corporation encourages all directors, officers, and employees to report promptly any suspected violation of the Code to the Corporate Secretary or Chair of the Audit Committee.</p>
<p>(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>		<p>The Board has not granted any waiver of the Code in favour of a director or NEO during 2009 and, accordingly, no material change report has been required.</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.		Directors with an interest in a material transaction are required to declare their interest and abstain from voting on such transactions. A thorough discussion of the documentation related to a material transaction is required for review by the Board, particularly independent directors.
(c) Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.		The Audit Committee has also established a Policy and Procedures for the Receipt, Retention and Treatment of Complaints Regarding Accounting or Auditing Matters (Whistleblower Policy) to encourage employees, officers and directors to raise concerns regarding accounting, internal controls or auditing matters, on a confidential basis free from discrimination, retaliation or harassment.
6. Nomination of Directors		
(a) Describe the process by which the board identifies new candidates for board nomination.		The Board has established a Corporate Governance and Nominating Committee, which has the primary responsibility for identifying prospective Board members. The Committee coordinates the search for qualified candidates with input from management and other Board members, giving careful consideration to the competencies and skills that the Board as a whole should possess, and the skills and experience of existing Board members. Other factors are considered which may include the ability of the individual candidate to contribute on an overall basis, the ability of the individual to contribute sufficient time and resources to the Board, as well as the individual's direct experience with public companies in general and mining companies, in particular. The Committee will recommend a nominee and seek full Board endorsement of the selected candidate.
(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.		The Corporate Governance and Nominating Committee is comprised of three directors, the majority of whom are independent within the meaning of the Governance Guidelines. As at October 2010, Mr. Conibear will be considered independent and the Corporate Governance and Nominating Committee will be then comprised entirely of independent directors.
(c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.		The Corporate Governance and Nominating Committee has the primary responsibility for identifying prospective Board members, to establish criteria for Board committee membership, to recommend composition of the Board and its committees and, as circumstances arise, assess directors' performance. (See "Other Board Committees" for a full description of the responsibilities and operation of the Corporate Governance and Nominating Committee.)
7. Compensation		
(a) Describe the process by which the board determines the compensation for the issuer's directors and officers.		Reference is made to the disclosure contained in the Circular to which this Appendix A is attached under the section entitled "Compensation Discussion and Analysis".
(b) Disclose whether or not the board has a compensation committee composed entirely of independent directors. Describe what steps the board takes to ensure an objective process for determining such compensation.		The Compensation Committee is comprised of three directors, a majority of whom are independent directors within the meaning of the Governance Guidelines. As at October 2010, Mr. Conibear will be considered independent and the Compensation Committee will be then comprised entirely of independent directors.
(c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.		Reference is made to the disclosure contained in the Circular to which this Appendix A is attached under the heading "Role of the Compensation Committee" in the section entitled "Compensation Disclosure and Analysis".
(d) If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.		The Corporation has not retained a compensation consultant or advisor at any time since the beginning of the issuer's most recently completed financial year to assist in determining compensation for any of the issuer's directors and officers.

<p>8. Other Board Committees – If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.</p>	<p>In addition to the Audit Committee and the Compensation Committee, the Board has established the Corporate Governance and Nominating Committee.</p> <p>The Corporate Governance and Nominating Committee is responsible for developing and monitoring the Corporation’s approach to corporate governance issues and has primary responsibility for identifying prospective Board members. The Committee, among other things, oversees the effective functioning of the Board and oversees the relationship between the Board and management. The Corporate Governance and Nominating Committee has been mandated to annually review and make recommendations to the Board with respect to: (i) the size and composition of the Board; (ii) the appropriateness of the committees of the Board; and (iii) the contribution of individual directors. The Committee is required to meet at least annually and to report to the Board following its meetings. The Committee has the authority to to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties.</p>
<p>9. Assessments – 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 Corporate Governance and Nominating Committee is responsible for reviewing director performance and the appropriate skills and characteristics required of Board members in the context of the current make up of the Board and identifying any perceived needs on an annual basis.</p>

SCHEDULE A – OTHER DIRECTORSHIPS

Several of the directors of the Corporation serve as directors of other reporting issuers. Currently, the following directors serve on the boards of directors of other public companies as listed below:

Director	Public Company Board Membership
Lukas H. Lundin	Atacama Minerals Corp. (TSX-V), Denison Mines Corp. (TSX/NYSE Amex); Fortress Minerals Corp. (TSX-V); Red Back Mining Inc. (TSX), Lundin Petroleum AB (OMX-Nordic), Lundin Mining Corporation (TSX/OMX-Nordic); BlackPearl Resources Inc. (formerly, Pearl Exploration and Production Ltd.) (TSX-V); Vostok Nafta Investment Ltd. (OMX-Nordic); (OMX-Nordic); Lucara Diamond Corp. (TSX-V)
Wojtek A. Wodzicki	Lara Exploration Ltd. (TSX-V)
William A. Rand	Dome Ventures Corporation (TSX-V), Denison Mines Corp. (TSX/NYSE Amex); New West Energy Services Inc. (TSX-V), Lundin Mining Corporation (TSX/OMX-Nordic), Lundin Petroleum AB (OMX-Nordic), Vostok Nafta Investment Ltd. (OMX-Nordic);
Michael D. Winn	Alexco Resource Corp. (TSX), Eurasian Minerals Inc. (TSX-V), Inca Pacific Resources Inc. (TSX-V), Iron Creek Capital Corp. (TSX-V), Lara Exploration Ltd. (TSX-V), Reservoir Capital Corp. (TSX-V), Sprott Resource Corp. (TSX), TransAtlantic Petroleum Corp. (TSX)
Paul K. Conibear	Lucara Diamond Corp. (TSX-V); Dagilev Capital Corp. (TSX-V); Atacama Minerals Corp. (TSX-V);

Legend:

TSX = Toronto Stock Exchange
 TSX-V = TSX Venture Exchange
 NYSE Amex (previously, American Stock Exchange)
 OMX-Nordic = OMX Nordic Stock Exchange

SCHEDULE B – BOARD AND COMMITTEE MEETINGS ATTENDANCE

The Board meets a minimum of four times per year, including every quarter and following the annual meeting of the Corporation's shareholders. Typically, each committee of the Board meets at least once a year with the exception of the Audit Committee meeting which meets a minimum of four times per year. The following table provides details regarding director attendance at Board and committee meetings held during the 12 month period ended December 31, 2009.

Directors	Board Committees							
	Board		Audit		Compensation		Corporate Governance/ Nominating	
	# of meetings attended	Total # of meetings ⁽¹⁾	# of meetings attended	Total # of meetings ⁽¹⁾	# of meetings attended	Total # of meetings ⁽¹⁾	# of meetings attended	Total # of meetings ⁽¹⁾
Lukas H. Lundin	7	8	0	0	1	1	0	0
Wojtek A. Wodzicki	5	5	0	0	0	0	0	0
Lee A. Graber	5	5	3	3	0	0	1	1
William A. Rand	8	8	5	5	1	1	1	1
John H. Craig	7	8	0	0	1	1	1	1
J. Patricio Jones	2	5	0	0	0	0	0	0
Michael D. Winn	1	1	0	0	0	0	0	0
Paul K. Conibear	5	5	2	3	0	0	0	0

Notes:

⁽¹⁾ Represents number of meetings the Director was eligible to attend.

SCHEDULE C – COMPOSITION OF THE AUDIT COMMITTEE

Below are the details of each audit committee member, including his name, whether he is independent and financially literate as such terms are defined in National Instrument 52-110 and his education and experience as it relates to the performance of his or her duties as an audit committee member.

Member Name	Independent	Financially Literate	Education and Experience Relevant to Performance of Audit Committee Duties
William A. Rand (Chair)	Yes	Yes	The relevant education and experience of Audit Committee members is disclosed in the Corporation's Annual Information Form dated March 31, 2010.
Michael D. Winn	Yes	Yes	
Paul K. Conibear	No ⁽¹⁾	Yes	

(1) Mr. Conibear is not considered to be independent due to the fact that within the last three years he was a senior officer of Suramina Resources Inc., which became a subsidiary of the Corporation in April 2009. As at October 2010, Mr. Conibear will be considered independent.

SCHEDULE D

NGEx RESOURCES INC. (the "Corporation")

MANDATE FOR THE BOARD OF DIRECTORS (as adopted by the Board on June 15, 2006 and ratified on May 12, 2010)

The directors of the Corporation are elected by the shareholders and are responsible for the stewardship of the business and affairs of the Corporation. The Board seeks to discharge this responsibility by reviewing, discussing and approving the Corporation's strategic planning and organizational structure and supervising management to oversee that the long-term operational and financial goals and organizational structure enhance and preserve the business of the Corporation and the underlying value of the Corporation.

DUTIES OF DIRECTORS

The Board discharges its responsibility for overseeing the management of the Corporation's business by delegating to the Corporation's senior officers the responsibility for day-to-day management of the Corporation. The Board discharges its responsibilities both directly and through its standing committees; namely, the Audit Committee, the Corporate Governance and Nominating Committee and the Compensation Committee. In addition to these regular committees, the Board may appoint ad hoc committees periodically to address issues of a more short-term nature. The Board's primary roles are overseeing corporate performance and providing quality, depth and continuity of management to meet the Corporation's strategic objectives. Other principal duties include, but are not limited to, the following categories:

Appointment of Management

1. The Board is responsible for approving the appointment of the Chief Executive Officer and other senior officers of the Corporation. The Compensation Committee is responsible for approving the compensation of the Chief Executive Officer and the other executive officers, senior management and key personnel of the Corporation.
2. The Board from time to time delegates to senior management the authority to enter into transactions, such as financial transactions, subject to specified limits. Investments and other expenditures above the specified limits, and material transactions outside the ordinary course of business are reviewed by and are subject to the prior approval of the Board.
3. The Board oversees that succession planning programs are in place, including the appointment and monitoring of senior management. The Board is responsible for approving succession plans for the Chief Executive Officer and the other officers of the Corporation.

Board Organization

4. The Board will respond to recommendations received from the Corporate Governance and Nominating Committee, but retains responsibility for managing its own affairs by giving its approval for its composition and size, the selection of the Chair of the Board, candidates nominated for election to the Board, committee appointments and committee mandates.
5. The Board may delegate to Board committees matters the Board is responsible for, including the approval of compensation matters relating to the Board, the conduct of performance evaluations and oversight of internal controls systems, but the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.

Strategic Planning

6. The Board has oversight responsibility to participate directly, and through its committees, in developing, reviewing and approving the business objectives and goals of the Corporation.
7. The Board is responsible for reviewing the business, financial and strategic plans by which it is proposed that the Corporation may reach those goals.

8. The Board is responsible for providing input to management on emerging trends and issues and on strategic plans, objectives and goals that management develops.

9. The Board will consider alternate strategies in response to possible change of control transactions or take-over bids with a view to maximizing value for shareholders.

Monitoring of Financial Performance and Other Financial Reporting Matters

10. The Board is responsible for enhancing congruence between shareholder expectations, corporate objectives and management performance.

11. The Board is responsible for:

- (a) monitoring the Corporation's progress toward its strategic and operational goals, and to revise its direction to management in light of changing circumstances affecting the Corporation; and
- (b) taking action when Corporation performance falls short of its goals, or when other special circumstances warrant.

12. The Board is responsible for reviewing and approving the annual consolidated audited financial statements, the interim consolidated financial statements, and the notes and Management's Discussion and Analysis accompanying such financial statements, as well as the Corporation's Annual Information Form and Management Information Circular.

13. The Board is responsible for reviewing and approving material transactions outside the ordinary course of business and those matters which the Board is required to approve under the Corporation's governing statute, including the payment of dividends, the issuance, purchase and redemption of securities, acquisitions and dispositions of material assets and material expenditures.

Risk Management

14. The Board is responsible for the identification of the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to effectively monitor and manage those risks with a view to the long-term viability of the Corporation and achieving a proper balance between the risks incurred and the potential return to the Corporation's shareholders.

Environmental Oversight

15. The Board is responsible for ensuring the implementation of appropriate environmental stewardship and health and safety management systems, which are sufficient within the terms and practices of the mining industry, to ensure compliance with applicable laws.

Policies and Procedures

16. The Board is responsible for:

- (a) approving and monitoring compliance with all significant policies and procedures by which the Corporation is operated; and
- (b) approving policies and procedures designed to ensure that the Corporation operates at all times within applicable laws and regulations and in accordance with ethical and moral standards.

17. The Board shall enforce its policy respecting confidential treatment of the Corporation's proprietary information and the confidentiality of Board deliberations.

Communications and Reporting

18. The Board will review from time to time as circumstances warrant the Corporation's corporate disclosure procedures to address communications with shareholders, employees, financial analysts, governments and regulatory authorities, the media and the communities in which the business of the Corporation is conducted.

19. The Board is responsible for:
- (a) overseeing the accurate reporting of the financial performance of the Corporation to shareholders, other security holders and regulators on a timely and regular basis;
 - (b) overseeing that the financial results are reported fairly and in accordance with generally accepted accounting standards and related legal disclosure requirements;
 - (c) taking steps to enhance the timely disclosure of any other developments that have a significant and material impact on the Corporation;
 - (d) reporting annually to shareholders on its stewardship for the preceding year; and
 - (e) overseeing the Corporation's implementation of systems to accommodate feedback from shareholders.