

**NORONT RESOURCES LTD.  
15 Toronto Street  
Toronto, Ontario  
M5C 2E3**

**INFORMATION CIRCULAR  
MANAGEMENT SOLICITATION**

**SOLICITATION OF PROXIES**

**This Information Circular (the “Circular”) is furnished in connection with the solicitation of proxies by and on behalf of the management (the “Management”) of Noront Resources Ltd. (the “Corporation”) for use at the Annual General and Special Meeting of Shareholders (the “Meeting”) of the Corporation to be held at the hour of 10:30 in the forenoon, at The Board of Trade, 1 First Canadian Place, Ketchum Room, 3<sup>rd</sup> floor Toronto, Ontario in the forenoon (Toronto time), on Tuesday, the 30<sup>th</sup> day of October, 2007, for the purposes set out in the accompanying Notice of Meeting. The cost of solicitation will be borne by the Corporation.**

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally by the directors and/or officers of the Corporation at nominal cost. Arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the common shares (“**Common Shares**”) held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation.

**APPOINTMENT AND REVOCATION OF PROXIES**

The persons named in the enclosed form of proxy are officers or directors of the Corporation (the “**Management Designees**”). **A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION, TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO** by inserting such other person's name in the blank space provided in the form of proxy and depositing the completed proxy with the Transfer Agent of the Corporation, **Computershare Trust Company of Canada, 1000 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1**. A proxy can be executed by the shareholder or his attorney duly authorized in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

In addition to any other manner permitted by law, the proxy may be revoked before it is exercised by instrument in writing executed and delivered in the same manner as the proxy at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used or delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time of voting and upon either such occurrence, the proxy is revoked.

Please note that Shareholders who receive their Meeting Materials (as defined in the “Advice to Beneficial Shareholders” section below) from ADP Proxy Services (“**ADP**”) must return the proxy forms, once voted, to ADP for the proxy to be dealt with.

**DEPOSIT OF PROXY**

By resolution of the Directors duly passed, **ALL PROXIES TO BE USED AT THE MEETING MUST BE DEPOSITED NOT LATER THAN 4:00 P.M. ON THE LAST BUSINESS DAY PRECEDING THE DAY OF THE MEETING, BEING TUESDAY, OCTOBER 29, 2007, OR ANY ADJOURNMENT THEREOF, WITH THE CORPORATION OR ITS AGENT, COMPUTERSHARE TRUST COMPANY OF CANADA**, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time for voting. A return envelope has been included with this material.

## ADVICE TO BENEFICIAL SHAREHOLDERS

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, common shares owned by a person are registered either (a) in the name of an intermediary (an “**Intermediary**”) that the non-registered holder deals with in respect of the common shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered savings plans, registered retirement income funds, registered education savings plans and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“**CDS**”)) of which the Intermediary is a participant (a “**non-registered holder**”). In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Circular and the accompanying Notice of Meeting together with the form of proxy (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to non-registered holders of Common Shares. Intermediaries are required to forward the Meeting Materials to non-registered holders unless a non-registered holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to non-registered holders. Generally, non-registered holders who have not waived the right to receive Meeting Materials will either:

- a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number and class of securities beneficially owned by the non-registered holder but which is not otherwise completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the non-registered holder when submitting the proxy. In this case, the non-registered holder who wishes to vote by proxy should otherwise properly complete the form of proxy and deliver it as specified; or
- b) be given a form of proxy which is not signed by the Intermediary and which, when properly completed and signed by the non-registered holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “**Voting Instruction Form**”) which the Intermediary must follow. Typically the non-registered holder will also be given a page of instructions which contains a removable label containing a bar code and other information. In order for the form of proxy to validly constitute a Voting Instruction Form, the non-registered holder must remove the label from the instructions and affix it to the Voting Instruction Form, properly complete and sign the Voting Instruction Form and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit non-registered holders to direct the voting of the Common Shares they beneficially own. Should a non-registered holder who receives either form of proxy wish to vote at the Meeting in person, the non-registered holder should strike out the persons named in the form of proxy and insert the non-registered holder’s name in the blank space provided. Non-registered holders should carefully follow the instructions of their Intermediary including those regarding when and where the form of proxy or Voting Instruction Form is to be delivered.

All references to shareholders in this Circular and the accompanying instrument of proxy and Notice of Meeting are to Shareholders of record unless specifically stated otherwise.

## EXERCISE OF DISCRETION BY PROXIES

The persons named in the enclosed form of proxy for use at the Meeting will vote the shares in respect of which they are appointed in accordance with the directions of the shareholders appointing them. **IN THE ABSENCE OF SUCH DIRECTIONS, SUCH SHARES SHALL BE VOTED "FOR":**

- (a) election of the directors as nominated by Management;
- (b) appointment of Moore Stephens Cooper Molyneux LLP, Chartered Accounts, as audit ors of the Corporation for the ensuing year and authorizing the directors to fix their remuneration;
- (c) ratifying the new by-laws of the Corporation;
- (d) approving a new stock option plan; and
- (e) to transact such further and other business as may properly come before the said Meeting or any adjournment of adjournments thereof.

**ALL AS MORE PARTICULARLY DESCRIBED IN THIS CIRCULAR.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to any amendment, variation or other matters to come before the meeting other than the matters referred to in the Notice of Meeting. **HOWEVER, IF ANY SUCH AMENDMENTS, VARIATIONS OR OTHER MATTERS WHICH ARE NOT NOW KNOWN TO THE MANAGEMENT DESIGNEES SHOULD PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXIES HEREBY SOLICITED WILL BE VOTED THEREON IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSON OR PERSONS VOTING SUCH PROXIES.**

**EFFECTIVE DATE**

The effective date of this Circular is September 24, 2007.

**VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

Each shareholder of record will be entitled to one (1) vote for each Common Share held at the Meeting.

Holders of record of the Common Shares of the Corporation on September 24, 2007 (the "**Record Date**") will be entitled either to attend and vote at the Meeting in person shares held by them or, provided a completed and executed proxy shall have been delivered to the Corporation as described herein, to attend and vote thereat by proxy the shares held by them. However, if a holder of Common Shares of the Corporation has transferred any shares after the Record Date and the transferee of such shares establishes ownership thereof and makes a written demand, not later than ten (10) days before the Meeting, to be included in the list of shareholders entitle to vote at the Meeting, the transferee will be entitled to vote such shares.

The authorized capital of the Corporation presently consists of an unlimited number of Common Shares, of which [96,182,607] Common Shares are issued and outstanding as fully paid and non-assessable as of the Record Date. The Common Shares of the Corporation are listed on the TSX Venture Exchange (the "**TSXV**"), as a Tier 2 company, under the symbol "NOT".

To the knowledge of the directors and executive officers of the Corporation, there are no parties who beneficially own, directly or indirectly, or exercise control or direction over 10% or more of any class of securities of the Corporation.

**INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

None of the directors or executive officers of the Corporation, no proposed nominee for election as a director of the Corporation, none of the persons who have been directors or executive officers of the Corporation since the commencement of the Corporation's last completed financial year, and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors and the appointment of officers except as disclosed herein.

## EXECUTIVE COMPENSATION

The information contained below is provided as required under Form 51-102F6 for Venture Issuers, as such term is defined in National Instrument 51-102.

### Summary Compensation Table

The following table contains information about the compensation paid to, earned by and payable to, the Corporation's Chief Executive Officer, Richard Nemis, for the fiscal years ended April 30, 2007, April 30, 2006 and April 30, 2005 and its Chief Financial Officer, Robert D.B. Suttie, for the fiscal year ended April 30, 2007. In accordance with the Form, the Corporation does not have any other "Named Executive Officers" given that no executive officer receives total salary and bonus in excess of \$150,000. Specific aspects of compensation payable to the Named Executive Officers of the Corporation are dealt with in further detail in subsequent tables.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Annual Compensation</u>			<u>Long-Term Compensation</u>				
		<u>Salary (\$)</u>	<u>Bonus (\$)</u>	<u>Other Annual Compensation (\$)</u>	<u>Awards</u>		<u>Payouts</u>		<u>All Other Compensation (\$)</u>
					<u>Securities under Options Granted #<sup>(1)</sup></u>	<u>Shares or Units Subject to Resale Restrictions #</u>	<u>LTIP Payouts (\$)</u>		
Richard Nemis	2007	<b>60,000</b>	Nil	Nil	300,000	Nil	Nil	Nil	Nil
President &	2006	60,000	15,000	Nil	Nil	Nil	Nil	Nil	Nil
C.E.O.	2005	55,000	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Robert D.B. Suttie C.F.O. <sup>(2)</sup>	2007	<b>4,988</b>	Nil	Nil	75,000	Nil	Nil	Nil	Nil

(1) Granted pursuant to the Corporation's Stock Option Plan (please see heading "Stock Option Plan").

(2) Mr. Suttie was appointed as Chief Financial Officer on January 8, 2007. Prior to that, the Corporation did not have a Chief Financial Officer.

### Long-Term Incentive Plans

The Corporation has no long-term incentive plans.

## Options and SARs

As at the Effective Date, the Corporation has 2,805,000 stock options outstanding and has a Stock Option Plan. Reference is made to the heading "Stock Option Plan" for particulars.

### Option Grants in 2007

The following table provides details on stock options granted to the Corporation's Named Executive Officers in the fiscal year ended April 30, 2007 under the terms of the Stock Option Plan:

<u>Name</u>	<u>Securities Under Options Granted (#)</u>	<u>% of Total Options Granted to Employees in Financial Year</u>	<u>Exercise Price (\$)</u>	<u>Market Value of Securities Underlying Options on the Date of Grant (\$)</u>	<u>Expiration Date</u>
Richard Nemis	300,000	22.64%	\$0.75	\$0.90	December 8, 2011
Robert D. B. Suttie	75,000	5.66%	\$0.70	\$0.69	January 8, 2012

### Options Exercised and Aggregates Remaining

The following table provides detailed information regarding options exercised by the Named Executive Officers during the fiscal year ended April 30, 2007. In addition, details on remaining options held are provided.

<u>Name</u>	<u>Securities Acquired on Exercise (#)</u>	<u>Aggregate Value Realized(\$)</u>	<u>Unexercised Options at April 30, 2007</u>		<u>Value of Unexercised in-the-Money Options at April 30, 2007<sup>(1)</sup></u>	
			<u>Exercisable (#)</u>	<u>Unexercisable (#)</u>	<u>Exercisable (\$)</u>	<u>Unexercisable (\$)</u>
Richard Nemis	Nil	Nil	1,100,000	Nil	800,000	Nil
Robert D.B. Suttie	Nil	Nil	75,000	Nil	Nil	Nil

(1) Based upon the closing price of the Corporation's Common Shares on April 30, 2007, of \$0.54.

## Other Compensation Matters

There were no other long-term incentive awards made to the Named Executive Officers of the Corporation during the fiscal year ending April 30, 2007. There are no pension plan benefits in place for the Named Executive Officers and none of the Named Executive Officers, senior officers or directors of the Corporation is indebted to the Corporation.

## Employment Contracts

The Corporation has entered into an employment agreement with its President and Chief Executive Officer, dated June 1, 2004 (the "Agreement"), pursuant to which Mr. Nemis he will be paid a salary of \$5,000 per month for an initial

term of five years, subject to a review by the Corporation on an annual basis. The Agreement can be renewed for subsequent five year terms. The Agreement provides that if the Agreement is terminated by the Company, Mr. Nemis will be entitled to be paid the balance of the remuneration otherwise payable for the balance of the current term plus an additional payment \$100,000 reduced by \$15,000 for each completed year of the term starting in year 2. Commencing April 30, 2006, Mr. Nemis was also entitled to receive an additional payment of \$25,000 per annum.

The Corporation has entered into a consulting agreement with Mr. Robert D.B. Suttie pursuant to which he provides services to the Corporation as Chief Financial Officer based on \$150 per hour billed monthly, reimbursements of expenses incurred in the performance of his duties, and the issuance of 75,000 stock options He is to review quarterly and all financials prepared or publicly disseminated during his term, prepare MD&A, reports and disclosures on a periodic basis as required.

The Corporation has no other compensatory plan or arrangement with respect to the Named Executive Officers that results or will result from the resignation, retirement or any other termination of employment of any such officer's employment with the Corporation, from a change of control of the Corporation or a change in the responsibilities of a Named Executive Officer following a change-in-control.

### Compensation of Directors

The directors of the Corporation received no cash compensation for their services in such capacity. Directors of the Corporation who are not executive officers may receive compensation for serving in their capacity as such or such other compensation as determined by the directors. All directors of the Corporation are reimbursed for out-of-pocket expenses incurred in connection with the performance of their duties. For details of the stock options granted to directors, please see the heading "Stock Option Plan".

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information as of April 30, 2007 with respect to compensation plans under which equity securities of the Corporation are authorized for issuance.

<u>Plan Category</u>	<u>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</u>	<u>Weighted-average exercise price of outstanding options, warrants and rights</u>	<u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</u>
Equity compensation plans approved by security holders	2,895,000	\$0.44	525,584
Equity compensation plans not approved by security holders	Nil	Nil	Nil
<b>Total</b>	<b>2,895,000</b>	<b>\$0.44</b>	<b>525,584</b>

### STOCK OPTION PLAN

On September 15, 2003, the Corporation adopted a Stock Option Plan (the "Old Plan"), which was ratified by shareholders on October 30, 2003. The Old Plan replaced a former plan that had been approved On October 30, 1998.

The purpose of the Old Plan was to encourage Common Share ownership in the Corporation by directors, officers, key employees and consultants of the Corporation from time to time. The Old Plan provides that eligible persons thereunder include any director, employee (full-time or part-time), senior officer or consultant of the Corporation or any subsidiary thereof. A consultant means an individual (including an individual whose services are contracted through a personal holding company) with whom the Corporation or a subsidiary has a contract for substantial services. The Old Plan allows the Corporation to attract new officers and directors by allowing it to offer stock options as inducements to join the Corporation. Under the Old Plan, at the time of granting of options the aggregate number of Common Shares to be delivered upon the exercise of options to any person granted options thereunder may not exceed five percent (5%) of the number of outstanding Common Shares of the Corporation. Options granted to persons providing investor relations services may not exceed 2% of the outstanding Common shares in any twelve month period and must vest over a 12 month period. Options granted to any one consultant in a twelve month period must not exceed 2% of the outstanding Common Shares

The Old Plan is administered by the board of directors of the Corporation. The board of directors has the authority to determine, among other things, subject to the terms and conditions of the Old Plan, the terms, limitations, restrictions and conditions respecting the grant of stock options under the Old Plan.

The Old Plan currently provides that the maximum number of Common Shares in the capital of the Corporation that may be reserved for issuance for all purposes under the plan shall be 4,845,584 Common Shares. Any Common Shares subject to a stock option that for any reason is cancelled or terminated without having been exercised shall again be available for grant under the Plan.

Pursuant to the Plan, the options are not transferable other than by will or the laws of descent and distribution, the option price to be such price as is fixed by the Plan's administrator but shall be not less than the closing price of the Corporation's Common Shares on the date prior to the date of grant less any discount normally allowed and payment thereof shall be made in full on the exercise of the options. The terms of the options may not exceed 5 years and shall be subject to earlier expiry upon the termination of employment. If an optionee ceases to be an eligible person for any reason whatsoever other than death or permanent disability, the optionee may exercise the options until the earlier of a period not exceeding thirty (30) days following the date that the optionee ceases to be an eligible person and the original option expiry date. If an optionee dies or is permanently disabled, the legal representative of the optionee may exercise the optionee's options until the earlier of ninety (90) days after the date of the optionee's death or permanent disability and the original option expiry date. The Plan also contains anti-dilution provisions usual to plans of this type.

The Corporation will not provide any optionee with financial assistance in order to enable such optionee to exercise stock options granted under the Plan. The Corporation has no other compensation plans or arrangements in place and none are currently contemplated.

As of the date of this Circular, there are currently 475,584 options available for grant under the Plan, 1,565,000 options that have been exercised under the Plan and 2,805,000 stock options that are outstanding under the Plan as follows:

<b>Name and Position</b>	<b>Common Shares Under Option</b>	<b>Exercise Price Range (per Common Share)</b>	<b>Expiry Date</b>
Directors	675,000	\$0.10 to \$0.75	April 3, 2008 to December 8, 2011
Senior Officers	1,375,000	\$0.10 to \$0.75	November 6, 2007 to January 8, 2012
Consultants	655,000	\$0.10 to \$0.75	November 6, 2007 to July 17, 2012
Employees	100,000	\$0.75	December 8, 2011
<b>TOTAL</b>	<b>2,805,000</b>		

#### **INDEBTEDNESS OF OFFICERS AND DIRECTORS**

No officer or director of the Corporation is indebted to the Corporation for any sum.

#### **MANAGEMENT CONTRACTS**

No management functions of the Corporation are performed to any substantial degree by a person other than the directors or executive officers of the Corporation.

### **INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS**

No insider of the Corporation, no proposed nominee for election as a director of the Corporation, and no associate or affiliate of any of the foregoing, has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Corporation or any of its subsidiaries, other than disclosed under the headings "Executive Compensation", "Stock Option Plan" and "Other Material Facts" and as disclosed below.

### **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITORS**

Multilateral Instrument 52-110 of the Canadian Securities Administrators ("MI 52-110") requires the Corporation, as a Venture Issuer, to disclose annually in its information circular certain information relating to the Corporation's audit committee and its relationship with the Corporation's independent auditors.

#### **The Audit Committee's Charter**

The Corporation's Audit Committee is governed by its Audit Committee Charter, a copy of which is annexed hereto as **Schedule "C"**.

#### **Composition of the Audit Committee**

The Corporation's Audit Committee is currently comprised of three (3) directors, Richard Nemis, Neil Novak and Maurice Stekel. As defined in MI 52-110, Neil Novak and Maurice Stekel are independent. Also as defined in MI 52-110, all the members of the audit committee are financially literate. The Corporation is currently searching for an additional director to be appointed to the Audit Committee who will meet the criteria for independence.

#### **Audit Committee Oversight**

Since the commencement of the Corporation's most recently completed fiscal year, the Corporation's board of directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

#### **Relevant Education and Experience**

The following is a summary of the relevant education and experience of each of the members of the Corporation's Audit Committee:

##### Richard Nemis

Mr. Nemis has over twenty-five (25) years of experience as an executive in the resource exploration industry including as President and CEO of the Corporation, a senior member and shareholder of Noront Steel Limited, a structural steel company, and previously President and CEO of Central Crude Ltd., a firm involved in the development of gold resources (which subsequently merged to become River Gold Mines Inc.). This practical experience, along with his training as a lawyer (he is a graduate of Osgoode Hall Law School and was called to the bar in Ontario in 1968) has resulted in Mr. Nemis being able to fully understand accounting principles and review and evaluate financial statements of the Corporation.

##### Neil Novak

Mr. Novak has over fifteen (15) years of experience as an executive in the resource exploration industry. Over the years Mr. Novak has held the position of President, CEO, COO and Vice President of various Corporations. Mr. Novak is currently Vice President Exploration for the Corporation. In addition to this, Mr. Novak is currently President and CEO of Spider Resources Inc., and Vice President Exploratoin for UC Reources Ltd. both being junior resource companies involved in the exploration and development of diamond, gold, base and precious metal resources worldwide. Mr. Novak is also a director and member of the audit committee for Simberi Mining Ltd, and Cadillac Ventures Inc., both publicly traded companies. Mr. Novak is also a registered member of the Ontario Association of Professional Geoscientists. This practical experience and familiarity with the resource sector, has resulted in Mr. Novak being able to fully understand accounting principles and review and evaluate financial statements of the Corporation.

#### Maurice Stekel

Maurice H. Stekel became a member of The Institute of Chartered Accountants in 1958. He was honoured to be elected by the Council of The Institute as a “Life Member” in November 2003. He was a founding and senior partner in the firm of Birnbaum, Prenick, Stekel & Co., Chartered Accountants. Founded in 1965, their firm was ranked 23 rd on the “Bottom Line’s Top 30” list in 1991. On June 1, 1993, Mr. Stekel changed his status to “retired partner”. He is continuing his consulting under the auspices of his company Mo-Kar Holdings Inc. Since 1971 he has been a licensed mortgage broker and is president of BPS Management Limited. Throughout Mr. Stekel’s career, he has been extremely involved in various aspects of the mining industry. Also, since 1963, he has been appointed to hold directorships in numerous mining companies. In addition he has held and continues to hold directorships in various other corporations.

#### **Reliance on Certain Exemptions**

Since the effective date of MI 52-110, the Corporation has not relied on the exemptions contained in sections 2.4 or 8 of MI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditors, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditors in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of MI 52-110, in whole or in part.

#### **Pre-Approval Policies and Procedures**

The Committee has not adopted specific policies and procedures for the engagement of non-audit services. The Committee will review the engagement of non-audit services as required.

#### **External Auditors Service Fees (By Category)**

The fees paid by the Corporation’s external auditors in each of the last two fiscal years for audit fees are as follows:

<b>Financial Year</b>	<b><u>Ending</u></b>	<b><u>Audit Fees</u></b>	<b><u>Audit Related Fees</u></b> <sup>1</sup>	<b><u>Tax Fees</u></b> <sup>2</sup>	<b><u>All Other Fees</u></b> <sup>3</sup>
	2007	\$33,000	Nil	\$3,600	\$Nil
	2006	\$28,300	Nil	\$Nil	\$Nil

- (1) Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under Audit Fees.
- (2) Fees charged for tax compliance, tax advice and tax planning services.
- (3) Fees for services other than disclosed in any other column.

## Exemption

The Corporation is relying upon the exemption in section 6.1 of MI 52-110 for venture issuers which allows for an exemption from Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of MI 52-110 and allows for the short form of disclosure of audit committee procedures set out in Form 52-110F2.

## CORPORATE GOVERNANCE

Effective June 30, 2006, the securities regulatory authorities in Canada adopted national Instrument 58-101-Disclosure of Corporate Governance Practices (“**NI-58-101**”) and National Policy 58-201 Corporate Governance Guidelines (“**NP-58-201**”). NP-58-201 contains a series of guidelines for effective corporate governance. The guidelines deal with such matters as the constitution and independence of corporate boards, their functions, the experience and education of board members and other items dealing with sound corporate governance.

Pursuant to NI-58-101, the Corporation is now required to provide disclosure in this information circular of its corporate governance practices in accordance with Form 58-101-1 which follows:

1. **Board of Directors** — The board of directors facilitates its exercise of independent supervision over management by ensuring a majority of the directors of the Corporation are independent. Currently **four** directors being Neil Novak, Maurice Stekel, Douglas Blanchflower and David Graham are independent directors of the Corporation. Richard Nemis is the President and C.E.O. of the Corporation and is therefore not independent.
2. **Directorships** — Richard Nemis is a director of Goldeye Explorations Ltd. and Tribute Minerals Copr.; Maurice Stekel is a director of Simberi Mining Corporation, Cadillac Ventures Inc. and Iberian Minerals Corp.; Neil Novak is a director of Spider Resources Inc. Cadillac Ventures and Simberi Mining; Douglas Blanchflower and David Graham are not presently a directors of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction.
3. **Orientation and Continuing Education** — The board of directors is in the process of developing a Corporate Governance Policy which will include the establishment of a Corporate Governance Committee, one of the mandates of which will be to create an orientation program for new board members. The board of directors has not currently established criteria for continuing education for directors.
4. **Ethical Business Conduct** — The directors understand their fiduciary obligations as directors of a public company and are in the process of developing a code of business conduct and ethics.
5. **Nomination of Directors** — The board of directors will continue to be responsible for identifying new candidates for the board including members to fill any vacancies on the board. It will consider candidates submitted by directors, officers, employees, shareholders and others and may retain search firms for the purposes of identifying suitable candidates who meet the level of personal and professional integrity and ability it deems appropriate for directors of the Corporation.
6. **Compensation** — The entire board of directors will continue to review the compensation of directors and officers including the granting of stock options. Compensation will be determined with reference, in part, to compensation of officers and directors in similar industries performing similar functions.
7. **Other Board Committees** — Currently it is the intention of the board to establish a Corporate Governance Committee along with its existing Audit Committee but has no intention at this time to establish other standing committees of the board.
8. **Assessments** — The Corporate Governance Committee will establish procedures for satisfying itself that the board, its committees, and its individual directors are performing effectively.

**PARTICULARS OF MATTERS TO BE ACTED UPON****Presentation of Financial Statements**

The Audited Financial Statements for the fiscal years ended April 30, 2007 and April 30, 2006 and the report of the auditors thereon will be submitted to the Meeting. Receipt at the Meeting of the auditors' report and the Corporation's Financial Statements for its last completed fiscal period will not constitute approval or disapproval of any matters referred to therein. The Audited Financial Statements and the Management's Discussion and Analysis for the years ended April 30, 2007 and April 30, 2006 have been mailed to shareholders of record and non-objecting beneficial shareholders. A copy of these financial statements can be obtained at [www.sedar.com](http://www.sedar.com). In the alternative, upon receiving a written request to the address on the first page of this Circular, the Corporation will mail a copy of the financial statements to you.

**Appointment of Auditor**

The persons named in the enclosed form of proxy intend to vote for the appointment of Moore Stephens Copper Molyneux LLP, Chartered Accountants, of Toronto, Ontario, as auditors of the Corporation to hold office until the next annual meeting of shareholders and to authorize the directors of the Corporation to fix the auditors' remuneration.

On the representations of the said auditors, neither that firm nor any of its partners has any direct financial interest nor any material indirect financial interest in the Corporation or any of its subsidiaries nor has had any connection during the past three years with the Corporation or any of its subsidiaries in the capacity of promoter, underwriter, voting trustee, director, officer or employee.

The shareholders are urged by Management to appoint Moore Stephens Copper Molyneux LLP, Chartered Accountants, as the Corporation's auditors and to authorize the board of directors to fix their remuneration.

### **Election of the Board of Directors**

The board of directors of the Corporation presently consists of five (5) directors. The persons named in the enclosed form of proxy intend to vote for the election as directors of the Corporation, the five (5) nominees of Management whose names are set forth below. Management does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each director elected will hold office until the next annual meeting or until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws of the Corporation. The following table and notes thereto state the names of all the persons proposed to be nominated for election as directors, all of the positions and offices with the Corporation now held by them, their present principal occupations or employments and the number of shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised, by each of them as of September 24, 2007. The information as to shares beneficially owned has been furnished to the board of directors by the respective nominees.

<b><u>Name</u></b>	<b><u>Municipality of Residence</u></b>	<b><u>Position with Corporation</u></b>	<b><u>Principal Occupation or Employment for the Last Five Years</u></b>	<b><u>Director From</u></b>	<b><u>Number of Shares Beneficially Owned or Controlled</u></b>
D. Graham	B.Sc Toronto, Ontario	Director	President of R. Bruce Graham & Associates	2006	10,000 <sup>(2)</sup>
J.D. Blanchflower	Aldergrove, B.C.	Director	Geologist and President of Minorex Consulting Ltd.	1991	85,000 <sup>(3)</sup>
R.E. Nemis <sup>(1)</sup>	Toronto, Ontario	C.E.O., President and Director	President of the Corporation	1980	1,942,900 <sup>(4)</sup>
N. Novak	P. Geol <sup>(1)</sup> Cambridge, Ontario	Director	Chief Operating Officer and VP of Spider Resources Inc. President of Billikan Management Services Inc. and Nominex Ltd.	2003	100,000 <sup>(5)</sup>
M. Stekel <sup>(1)</sup>	Toronto, Ontario	Director	Chartered Accountant	2003	0 <sup>(6)</sup>

(1) Members of the Audit Committee.

(2) Mr. Graham holds options to acquire 225,000 Common Shares at prices between \$0.15 and \$0.75 per share.

(3) Mr. Blanchflower holds options to acquire 75,000 common shares at a price of \$0.75 per share.

(4) Mr. Nemis holds options to acquire 1,300,000 Common Shares at prices between of \$0.30 and \$0.75 per share.

(5) Mr. Novak holds options to acquire 200,000 Common Shares at a price of \$0.75 per share.

(6) Mr. Stekel holds options to acquire 175,000 Common Shares at prices between \$0.10 and \$0.75 per share.

### **Ratification of By-Law**

On November 24, 2004 the Corporation continued out of British Columbia into Ontario. Since that time the Corporation has been subject to the *Business Corporations Act* (Ontario)(the “OBCA”). In order to comply with the requirements of the OBCA, the Corporation adopted By-Law No. 1 on November 26, 2004 (the “By-Law”). The OBCA requires that the adoption of by-laws be ratified by shareholders. Consequently, the Corporation is submitting the By-Law to shareholders at this meeting. A copy of the By-Law is attached hereto as Schedule “A”.

The text of the ordinary resolution to be considered at the Meeting ratifying the By-Law is as follows:

***“BE IT RESOLVED THAT:***

1. By-Law No. 1 of the Corporation, a copy of which is annexed to the Management Information Circular dated September 24, 2007 as *Schedule “A”*, be and is hereby ratified and confirmed; and
2. any director or officer be and is hereby authorized to execute and deliver all such deeds, documents and other writings and perform such acts as may be necessary in order to give effect to this resolution.”

Management urges shareholders to ratify the By-Law.

### **Approval of New Stock Option Plan**

Shareholders are being asked to approve the Corporation’s new stock option plan which was approved by the directors of the Corporation on September 24, 2007 (the “New Stock Option Plan”). The New Stock Option Plan remains subject to approval by the TSX Venture Exchange. If such approval is not obtained, the Old Plan will continue in full force and effect. The full text of the New Stock Option Plan is attached hereto as Schedule “B”.

Management is of the view that is in the best interests of the Corporation to implement the New Stock Option Plan with respect to any new issuances of share options. The Corporation wishes to change the type of plan from a fixed number plan to a rolling 10% that permits the total number of options available to be equal to 10% of the Corporation’s outstanding capital on the date of grant. It is the current intention of the directors of the Corporation, subject to shareholder approval of the New Stock Option Plan, to grant stock options under the New Stock Option Plan. No stock options have currently been granted under the New Stock Option Plan. The rules of the TSX Venture Exchange will require the Corporation to obtain annual approval for its New Stock Option Plan. Options granted under the Old Plan will continue as if they had been granted under the New Stock Option Plan.

The New Stock Option Plan provides that eligible persons thereunder include any director, employee, (full-time or part-time), executive officer or consultant of the Corporation or any subsidiary thereof. A consultant means an individual (including an individual whose services are contracted through a personal holding corporation) with whom the Corporation or a subsidiary has contract for substantial services. The New Stock Option Plan will allow the Corporation to attract new shares which may be reserved and set aside for issuance to eligible persons may not exceed 10% of the issued and outstanding common shares from time to time. Investor relations persons may not be granted options exceeding 2% of outstanding capital and such options must rest over a one year period with no more than 25% vesting in each quarter in arrears.

The New Stock Option Plan will be administered by the board of directors of the Corporation. The board of directors will have the authority to determine, among other things, subject to the terms and conditions of the New Stock Option Plan, the terms, limitations, restrictions and conditions respecting the grant of stock options under the New Stock Option Plan.

The Board has the authority under the New Stock Option Plan to establish the option price at the time each stock option is granted which shall in all cases be not less than the closing sale price of the common shares on the TSX Venture Exchange on the trading day immediately preceding the date of the grant less applicable discounts permitted by the rules of the TSX Venture Exchange.

Options granted under the New Stock Option Plan must be exercised no later than five (5) years after the date of grant and options are not transferable other than by will or the laws of descent and distribution. If an optionee ceases to be an eligible person for any reason whatsoever other than death, each option held by such optionee will cease to be exercisable in a period not exceeding three (3) months following the termination of the optionee's position with the Company but only up to and including the original option expiry date. This is limited to thirty (30) days for any consultant providing Investor Relations Services. If an optionee dies, the legal representative of the optionee may exercise the optionee's options for a period not exceeding one (1) year after the date of the optionee's death but only up to and including the original option expiry date.

The Corporation will not provide any optionee with financial assistance in order to enable such optionee to exercise stock options granted under the New Stock Option Plan. Other than the Plan and the proposed New Stock Option Plan, the Corporation has no other compensation plans or arrangements in place and none are currently contemplated.

The text of the ordinary resolution to be considered at the Meeting approving the New Stock Option Plan is as follows:

***“BE IT RESOLVED THAT:***

1. the New Stock Option Plan, a copy of which is annexed to the Management Information Circular dated September 24, 2007 as *Schedule “B”*, be and is hereby approved and confirmed; and
2. any director or officer be and is hereby authorized to execute and deliver all such deeds, documents and other writings and perform such acts as may be necessary in order to give effect to the adoption of the New Stock Option Plan.”

Management urges shareholders to approve the New Stock Option Plan.

**ADDITIONAL INFORMATION**

Additional information concerning the Corporation can be obtained from [www.sedar.com](http://www.sedar.com).

Financial information concerning the Corporation is provided in the Corporation's annual report for its fiscal year ended April 30, 2007. Copies of these documents may be obtained from the Corporation by making a request in writing to the Corporation at 15 Toronto Street, Toronto, Ontario M5C 2E3.

**APPROVAL OF DIRECTORS**

The Circular and the mailing of same to shareholders has been approved by the board of directors of the Corporation.

**DATED** the 24<sup>th</sup> day of September, 2007.

**BY ORDER OF THE  
BOARD OF DIRECTORS**

**RICHARD NEMIS**  
President and CEO

**SCHEDULE “B”****NORONT RESOURCES LTD.****2007 INCENTIVE STOCK OPTION PLAN**

**1. PURPOSE:** The purpose of this Stock Option Plan (the “Plan”) is to encourage common stock ownership in Noront Resources Ltd. (the “Company”) by directors, officers, employees (including part time employees employed by the Company for less than (20) hours per weeks) and consultants (including individuals whose services are contracted through a personal holding company) of the Company or any Affiliate, as that term is defined in the Securities Act (Ontario), of the Company or by personal holding companies of any such officers, directors or employees or by registered retirement savings plans established by any such officers, directors or employees (hereinafter referred to as “Optionees”) who are primarily responsible for the management and profitable growth of its business and to advance the interests of the Company by providing additional incentive for superior performance by such persons and to enable the Company to attract and retain valued directors, officers and employees by granting options (the “Options” or “Option”) to purchase common shares of the Company on the terms and conditions set forth in this Plan and any Stock Option Agreements entered into between the Company and the Optionees in accordance with the Plan. Any Options granted to a personal holding company shall be cancelled immediately upon any change in control of such personal holding company, save and except in the event of the death of the principal of such personal holding company, in which case, subject to the terms of the Stock Option Agreement, the provisions of subparagraph 5(f)(iii) shall apply.

**2. ADMINISTRATION:** The Plan shall be administered by the Board of Directors from time to time of the Company (the “Administrator”). No member of the Board of Directors shall by virtue of such appointment be disentitled or ineligible to receive Options. The Administrator shall have full authority to interpret the Plan and to make such rules and regulations and establish such procedures as it deems appropriate for the administration of the Plan, taking into consideration the recommendations of management, and the decision of the Administrator shall be binding and conclusive. The decision of the Administrator shall be binding, provided that notwithstanding anything herein contained, the Administrator may from time to time delegate the authority vested in it under this clause to the President who shall thereupon exercise all of the powers herein given to the Administrator, subject to any express direction by resolution of the Board of Directors of the Company from time to time and further provided that a decision of the majority of persons comprising the Board of Directors in respect of any matter hereunder shall be binding and conclusive for all purposes and upon all persons. The senior officers of the Company are authorized and directed to do all things and execute and deliver all instruments, undertakings and applications as they in their absolute discretion consider necessary for the implementation of the Plan.

**3. NUMBER OF SHARES SUBJECT TO OPTIONS:** The Board of Directors of the Company will make available that number of common shares for the purpose of the Plan that it considers appropriate except that the number of common shares that may be issued pursuant to the

exercise of Options under the Plan and under any other stock options of the Company shall not exceed 10% of the common shares issued and outstanding (on a non-diluted basis) at any time and from time to time. In the event that Options granted under the Plan, and under any other stock options of the Company which may be in effect at a particular time, are surrendered, terminate or expire without being exercised in whole or in part, new Options may be granted covering the common shares not purchased under such lapsed Options.

**4. PARTICIPATION:** Options shall be granted under the Plan only to Optionees as shall be designated from time to time by the Administrator and shall be subject to the approval of such regulatory authorities as the Administrator shall designate, which shall also determine the number of shares subject to such Option. Optionees who are consultants of the Company or an Affiliate of the Company must either perform services for the Company on an ongoing basis or provide, or be expected to provide, a service of value to the Company or to an Affiliate of the Company. The Company represents that no option shall be granted to any Employee or Consultant who is not a bona fide Employee or Consultant.

**5. TERMS AND CONDITIONS OF OPTIONS:** The terms and conditions of each Option granted under the Plan shall be set forth in written Stock Option Agreements between the Company and the Optionee. Such terms and conditions shall include the following as well as such other provisions, not inconsistent with the Plan, as may be deemed advisable by the Administrator:

(a) Number of Shares subject to Option to any one Optionee: The number of shares subject to an Option shall be determined from time to time by the Administrator; but no one Optionee shall be granted an Option which when aggregated with any other options or common shares allotted to such Optionee under the Plan exceeds 5% of the issued and outstanding common shares of the Company (on a non-diluted basis), the total number of Options granted to any one Optionee in any 12 month period shall not exceed 5% of the issued and outstanding common shares of the Company (on a non-diluted basis)(unless the shares of the Company trade on Tier 1 of the TSX Venture Exchange and the Company has obtained disinterested shareholder approval), the total number of Options granted to all Insiders (as defined by the TSX Venture Exchange) in any 12 month period shall not exceed 10% of the issued and outstanding common shares of the Company (on a non-diluted basis). The total number of options granted to any one consultant in any 12 month period shall not exceed 2% of the issued and outstanding common shares of the Company (on a non-diluted basis). The total number of options granted to all persons, including employees, providing investor relations activities to the Company in any 12 month period shall not exceed 2% of the issued and outstanding common shares of the Company (on a non-diluted basis). The Option Price per common share shall be determined in accordance with subparagraph (b) below. Options granted to persons providing investor relations activities must vest over a 12 month period with no more than 25% of the options vesting in any quarter.

(b) Option Price: The Option Price of any shares in respect of which an Option may be granted under the Plan shall be not less than the Market Price less the allowable discount permitted by the TSX Venture Exchange or in accordance with the pricing rules of any other stock exchange on which the common shares of the Company may trade in the future.

In the resolution allocating any Option, the Administrator may determine that the date of grant aforesaid shall be a future date determined in the manner specified by such resolution. The Administrator may also determine that the Option Price per share may escalate at a specified rate dependent upon the year in which any Option to purchase common shares may be exercised by the Optionee. No options granted to Insiders (as defined by the TSX Venture Exchange) may be repriced without the approval of a majority of disinterested shareholders of the Company exclusive of any Insiders.

(c) **Payment:** The full purchase price of shares purchased under the Option shall be paid in cash upon the exercise thereof. A holder of an Option shall have none of the rights of a stockholder until the shares are issued to him. All common shares issued pursuant to the exercise of Options granted or deemed to be granted under the Plan, will be so issued as fully paid and non-assessable common shares. No Optionee or his legal representatives, legatees or distributees will be, or will be deemed to be, a holder of any common shares subject to an Option under this Plan, unless and until certificates for such common shares are issued to him or them under the terms of the Plan.

(d) **Term of Options:** Options may be granted under this Plan exercisable over a period not exceeding five (5) years. Each Option shall be subject to earlier termination as provided in subparagraph (f) below.

(e) **Exercise of Options:** The exercise of any Option will be contingent upon receipt by the Company at its head office of a written notice of exercise, specifying the number of common shares with respect to which the Option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such common shares with respect to which the Option is exercised. An Option may be exercised in full or in part during any year of the term of the Option as provided in the written Stock Option Agreement; provided however that except as expressly otherwise provided herein or as provided in any valid Stock Option Agreement approved by the Administrator, no Option may be exercised unless that Optionee is then a director and/or in the employ of the Company. This Plan shall not confer upon the Optionee any right with respect to continuance as a director, officer, employee or consultant of the Company or of any affiliate of the Company.

(f) **Termination of Options:** Any Option granted pursuant hereto, to the extent not validly exercised, and save as expressly otherwise provided herein, will terminate on the earlier of the following dates:

- (i) the date of expiration specified in the Stock Option Agreement, being not more than five (5) years after the date the Option was granted;
- (ii) the date of termination of the Optionee's employment or upon ceasing to be a director and/or officer of the Company or up to a period not exceeding three (3) months thereafter for any cause other than by retirement, permanent disability or death unless the Optionee was retained to provide Investor Relations Activities in which case up to a period not exceeding thirty (30) days thereafter;

- (iii) one (1) year after the date of the Optionee's death during which period the Option may be exercised only by the Optionee's legal representative or the person or persons to whom the deceased Optionee's rights under the Option shall pass by will or the applicable laws of descent and distribution, and only to the extent the Optionee would have been entitled to exercise it at the time of his death if the employment of the Optionee had been terminated by the Company on such date;
- (iv) three (3) months after termination of the Optionee's employment by permanent disability or retirement under any Retirement Plan of the Company during which three (3) month period the Optionee may exercise the Option to the extent he was entitled to exercise it at the time of such termination provided that if the Optionee shall die within such three (3) month period, then such right shall be extended to six (6) months following the death of the Optionee and shall be exercisable only by the persons described in subparagraph (f)(iii) hereof and only to the extent therein set forth.

(g) **Non-transferability of Options:** No Option shall be transferable or assignable by the Optionee other than by will or the laws of descent and distribution and shall be exercisable during his lifetime only by him.

(h) **Applicable Laws or Regulations:** The Company's obligation to sell and deliver stock under each Option is subject to such compliance by the Company and any Optionee as the Company deems necessary or advisable with all laws, rules and regulations of Canada and the United States of America and any Provinces and/or States thereof applying to the authorization, issuance, listing or sale of securities and is also subject to the acceptance for listing of the common shares which may be issued in exercise thereof by each stock exchange upon which shares of the Company are listed for trading.

**6. ADJUSTMENT IN EVENT OF CHANGE IN STOCK:** Each Option shall contain uniform provisions in such form as may be approved by the Administrator to appropriately adjust the number and kind of shares covered by the Option and the exercise price of shares subject to the Option in the event of a declaration of stock dividends, or stock subdivisions or consolidations or reconstruction or reorganization or recapitalization of the Company or other relevant changes in the Company's capitalization (other than issuance of additional shares) to prevent substantial dilution or enlargement of the rights granted to the Optionee by such Option. The number of common shares available for Options, the common shares subject to any Option, and the Option Price thereof shall be adjusted appropriately by the Administrator and such adjustment shall be effective and binding for all purposes of the Plan.

**7. ACCELERATION OF EXPIRY DATES.** Upon the announcement or contemplation of any event, including a reorganization, acquisition, amalgamation or merger (or a plan of arrangement in connection with any of the foregoing), other than solely involving the Company and one or more of its affiliates (as such term is defined in the Securities Act (Ontario)), with

respect to which all or substantially all of the persons who were the beneficial owners of the common shares, immediately prior to such reorganization, amalgamation, merger or plan of arrangement do not, following such reorganization, amalgamation, merger or plan of arrangement, beneficially own, directly or indirectly more than 50% of the resulting voting shares on a fully-diluted basis (for greater certainty, this shall not include a public offering or private placement out of treasury) or the sale to a person other than an affiliate of the Company of all or substantially all of the Company's assets (collectively, a "Change of Control"), the Company shall have the discretion, without the need for the agreement of any Optionee, to accelerate the Expiry Dates and/or any applicable vesting provisions of all Options, as it shall see fit. The Company may accelerate one or more Optionee's Expiry Dates and/or vesting requirements without accelerating the Expiry Dates and/or vesting requirements of all Options and may accelerate the Expiry Date and/or vesting requirements of only a portion of an Optionee's Options.

**8. AMALGAMATION, CONSOLIDATION OR MERGER:** If the event that the Company is a consenting party to a Change of Control, outstanding Options shall be subject to the agreement effecting such Change of Control and Optionees shall be bound by such Change of Control agreement. Such agreement, without the Optionees' consent, may provide for:

- (a) the continuation of such outstanding Options by the Company (if the Company is the surviving or acquiring corporation);
- (b) the assumption of the Plan and such outstanding Options by the surviving entity; or
- (c) the substitution or replacement by the surviving or acquiring corporation or its parent of options with substantially the same terms for such outstanding Options.

The Company may provide in any agreement with respect to any such Change of Control that the surviving, new or acquiring corporation shall grant options to the Optionees to acquire shares in such corporation or its parent with respect to which the excess of the fair market value of the shares of such corporation immediately after the consummation of such Change of Control over the exercise price therefore shall not be less than the excess of the value of the common shares over the Exercise Price of the Options immediately prior to the consummation of such Change of Control.

**9. APPROVALS:** The obligation of the Company to issue and deliver the common shares in accordance with the Plan is subject to any approvals which may be required from any regulatory authority or stock exchange having jurisdiction over the securities of the Company. If any common shares cannot be issued to any Optionee for whatever reason, the obligation of the Company to issue such common shares shall terminate and any Option exercise price paid to the Company will be returned to the Optionee.

**10. STOCK EXCHANGE RULES:** The rules of any stock exchange upon which the Company common shares are listed shall be applicable relative to Options granted to Optionees.

**11. AMENDMENT AND DISCONTINUANCE OF PLAN:** Subject to regulatory approval, the Board of Directors may from time to time amend or revise the terms of the Plan or may

discontinue the 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 Plan.

**12. EFFECTIVE DATE AND DURATION OF PLAN:** The Plan shall remain in full force and effect from the date of shareholder approval hereof and from year to year thereafter until amended or terminated in accordance with Paragraph 11 hereof and for so long thereafter as Options remain outstanding in favour of any Optionee.

**13. REPLACEMENT OF PREVIOUS PLAN:** The Plan replaces and supersedes the Plan approved by special resolution of the shareholders of the Company on October 30, 2003.