



# **SIMBERI MINING CORPORATION**

**July 14, 2009**

**\*SIMBERI MINING CORPORATION SHAREHOLDERS\***

**Please complete the proxy form and return by mail, fax or email to Capital Transfer Agency Inc. no later than 4:00pm Wednesday August 12, 2009.**

**Mail: Capital Transfer Agency Inc.  
390 Bay Street, Suite 2020  
Toronto, Ontario, M5H 2Y2**

**Fax: (416) 350.5008**

**Email: [info@capitaltransferagency.com](mailto:info@capitaltransferagency.com)**

**SIMBERI MINING CORPORATION**  
80 Richmond Street West, Suite 1101  
Toronto, Ontario, M5H 2A4

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an Annual General and Special Meeting (the “Meeting”) of the shareholders of Simberi Mining Corporation (the “Corporation” or “Simberi”) will be held on August 14, 2009, at 10:00 a.m. (Toronto time) at 80 Richmond Street West, Suite 1101, Toronto, Ontario, for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended December 31, 2008 and the auditors’ report thereon;
2. to elect directors for the ensuing year;
3. to appoint auditors for the ensuing year and to authorize the directors to fix the auditors’ remuneration;
4. to re-approve the Corporation’s rolling stock option plan;
5. to approve a special resolution authorizing the Corporation’s board of directors to effect a consolidation of the Common Shares of the Corporation;
6. to approve a special resolution authorizing the Corporation’s board of directors to effect a change of name of the Corporation to Greenock Resources Ltd., or a suitable alternative; and
7. to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

The Board of Directors has fixed July 14, 2009 as the Record Date for the determination of shareholders entitled to notice of, and to vote at, the Meeting and any adjournment thereof.

Accompanying this Notice of Meeting are the following documents: a Management Information Circular dated as at July 14, 2009, Form of Proxy, a Supplemental Mailing List Reply Form and a return envelope.

**A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting, is requested to complete, date and execute the enclosed form of proxy and deliver it by facsimile, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Management Information Circular.**

Dated at Toronto, Ontario this 14th day of July, 2009.

**BY ORDER OF THE BOARD**

“*Michael Newbury*” (signed)  
President and Chief Executive Officer  
Simberi Mining Corporation

**NOTES:**

1. Shareholders registered on the books of the Corporation at the close of business on July 14, 2009 are entitled to Notice of the Meeting.
2. Shareholders registered on the books of the Corporation at the close of business on July 14, 2009 are entitled to vote at the Meeting.
3. The directors have fixed the hour of 4:00 p.m. on Wednesday August 12, 2009, being 48 hours in advance of the Meeting or any adjournment thereof as the time before which the instrument of proxy to be used at the Meeting must be deposited with the Corporation's transfer agent Capital Transfer Agency Inc. via mail, fax or email, 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.

Mail: Capital Transfer Agency Inc.  
390 Bay Street, Suite 2020  
Toronto, Ontario, M5H 2Y2

Fax: (416) 350.5008

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80 Richmond Street West, Suite 1101  
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**MANAGEMENT INFORMATION CIRCULAR**

**For the Annual General and Special Meeting of Shareholders to be held on August 14, 2009**

**GENERAL PROXY INFORMATION**

**SOLICITATION OF PROXIES**

The information contained in this management information circular (the “**Circular**”) is furnished to the holders of common shares (the “**Shareholders**”) of **SIMBERI MINING CORPORATION** (the “**Corporation**”) in connection with the solicitation by management of the Corporation of proxies to be voted at the Annual General and Special Meeting (the “**Meeting**”) of the shareholders to be held at 10:00 a.m. (Toronto time) on August 14, 2009 at 80 Richmond Street West, Suite 1101, Toronto, Ontario, for the purposes set forth in the accompanying Notice of the Annual General and Special Meeting of Shareholders (the “**Notice of Meeting**”) and at any adjournment thereof. Unless otherwise stated the information provided in this Circular is provided as of July 14, 2009.

**The solicitation of proxies is made on behalf of the management of the Corporation.** Such solicitation will be made primarily by mail, but proxies may be solicited personally or by telephone by directors and officers of the Corporation, who will not be remunerated therefore. The costs incurred in the preparation and mailing of the form of Proxy (“**Proxy**”), Notice of Meeting and this Circular will be borne by the Corporation. The cost of the solicitation will be borne by the Corporation.

The Corporation’s board of directors (the “**Board**”) have fixed the close of business on July 14, 2009, as the record date (the “**Record Date**”), being the date for the determination of the registered shareholders entitled to receive notice of, and to vote at, the Meeting.

**APPOINTMENT OF PROXYHOLDERS**

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. **A shareholder has the right to appoint, as proxyholder or alternate proxyholder, a person, persons or a company (who need not be a shareholder) to represent such shareholder at the meeting, other than any of the persons designated in the enclosed form of proxy, and may do so either by inserting the name of his chosen nominee in the space provided for that purpose on the form and striking out the other names on the form, or by completing another proper form of proxy.**

**DEPOSIT OF PROXY**

An appointment of a proxyholder or alternate proxyholders, by resolution of the directors duly passed, **WILL NOT BE VALID FOR THE MEETING OR ANY ADJOURNMENT THEREOF UNLESS IT IS DEPOSITED WITH THE CORPORATION’S TRANSFER AGENT, CAPITAL TRANSFER AGENCY INC., 390 BAY STREET, SUITE 2020, TORONTO, ONTARIO, M5H 2Y2, NOT LATER THAN 4:00PM ON WEDNESDAY AUGUST 12, 2009 BEING 48 HOURS IN ADVFANCE OF THE DAY OF THE MEETING, BEING OR ANY ADJOURNMENT THEREOF,** or deposited with the Chairman of the Meeting or any adjournment thereof prior to the commencement thereof. A return envelope has been included with the material.

## REVOCATION OF PROXIES

A shareholder who has given a Proxy may revoke the Proxy:

- (a) by depositing an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing:
  - (i) with Capital Transfer Agency Inc., not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used;
  - (ii) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the Proxy is to be used;
  - (iii) with the chairman of the Meeting on the day of the Meeting or any adjournment thereof;  
or
- (b) in any other manner provided by law.

A revocation of a Proxy will not affect a matter on which a vote is taken before the revocation.

## EXERCISE OF DISCRETION

A shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The shares represented by the proxy submitted by a shareholder will be voted or withheld from voting in accordance with the instructions, if any, of the shareholder on any ballot that may be called for. If the shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly by the proxy.

**In the absence of such direction in respect of a particular matter, such shares will be voted in favour of such matter. 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.** As of the date of this Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting. However, if any such amendments, variations or other matters which are not now known to the management of the Corporation 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.

All matters to be voted upon as set forth in the Notice of Meeting require approval by a simple majority of all votes cast at the Meeting, with the exception of the proposed share consolidation which will require approval of at least two thirds of all votes cast at the meeting.

## NON-REGISTERED HOLDERS

Only registered holders of common shares of the Corporation (the "**Common Shares**") or the persons they appoint as their proxies are permitted to vote at the Meeting. Many shareholders are "non-registered" shareholders ("**Non-Registered Shareholders**") because the shares they own are not registered in their names but are instead either (i) registered in the name of an intermediary (the "**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares, such as, among others, brokerage firms, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRRIFs, RESPs and similar plans, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice of Meeting, this Circular and the enclosed form of proxy (collectively the “**Meeting Materials**”) to Intermediaries and clearing agencies for onward distribution to Non-Registered Shareholders of Common Shares.

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. A Non-Registered Shareholder who has not waived the right to receive the Meeting Materials will either be given:

- (a) 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**, in accordance with the directions of the Intermediary and which will constitute voting instructions which the Intermediary must follow; or
- (b) a form of proxy **which has already been signed by the Intermediary** (typically a facsimile 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. This form of proxy does not require the Intermediary to sign 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 the Corporation, c/o Capital Transfer Agency Inc., 390 Bay Street, Suite 2020, Toronto, Ontario M5H 2Y2.**

In either case, the purpose of these procedures is to permit the Non-Registered Shareholder to direct the voting of the shares of the Corporation the Non-Registered Shareholder beneficially owns. Should a Non-Registered Shareholder wish to attend and 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 his or her name in the space provided for the purpose on the voting instructions form and return it in accordance with the directions of the Intermediary.

**The Non-Registered Shareholder should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instructions form is to be delivered.**

A Non-Registered Shareholder may revoke a form of proxy or voting instructions form given to an Intermediary by contacting the Intermediary through which the Non-Registered Shareholder’s Common Shares are held and following the instructions of the Intermediary respecting the revocation of proxies. In order to ensure that an Intermediary acts upon a revocation of a proxy form or voting instruction form, the written notice should be received by the Intermediary well in advance of the Meeting.

## **VOTING SHARES AND PRINCIPAL HOLDERS**

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value and an unlimited number of non-voting, redeemable, retractable preference shares (the “**Preference Shares**”). As of the date hereof, the Corporation has issued and outstanding **171,711,831** fully paid and non-assessable Common Shares and no Preference Shares. All of the outstanding Common Shares are entitled to be voted at the Meeting and, unless otherwise stated herein, each resolution identified in the accompanying Notice of Meeting will be an ordinary resolution requiring for its approval a majority of the votes in respect of the resolution.

The Record Date for the Meeting is July 14, 2009. Each holder of Common Shares is entitled to one vote for each Common Share shown as registered in such holder’s name on the list of shareholders prepared as of the close of business on July 14, 2009, with respect to all matters to be voted on at the Meeting. However, in the event of a transfer of Common Shares by any such holder after such date, the transferee is entitled to vote those Common Shares if such transferee produces a certificate in his or her name or properly endorsed share certificates or otherwise establishes that such transferee owns the Common Shares, and requests, not later than ten days before the Meeting, that the Corporation’s transfer agent, Capital

Transfer Agency Inc., include the transferee's name in the list of shareholders entitled to vote at the Meeting.

To the knowledge of the directors and senior officers of the Corporation, no person beneficially owns, directly or indirectly, or exercises control over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares as follows:

Name	Number of Shares	Approximate Percentage of Total Issued and Outstanding Common Shares
CDS <sup>(1)</sup>	145,830,062	84.927%

Notes:

<sup>(1)</sup> The Corporation is not aware of the beneficial ownership of the Common Shares held by this financial intermediary.

## EXECUTIVE COMPENSATION

### STATEMENT OF EXECUTIVE COMPENSATION

Unless otherwise stated, "dollars" or "\$" means Canadian dollars.

### COMPENSATION DISCUSSION AND ANALYSIS

This section of the Circular explains how the Corporation's executive compensation program is designed and operated with respect to the Corporation's **Named Executive Officers** ("NEOs").

This section also identifies the objectives and material elements of compensation awarded to the NEOs and the reasons for the compensation. For a complete understanding of the executive compensation program, this Compensation Discussion and Analysis should be read in conjunction with the Summary Compensation Table and other executive compensation-related disclosure included in this Circular.

The viewpoint of the Compensation Committee of the Board of Directors is to determine compensation for the Corporation's executive officers relative to the performance of the Corporation in executing on its objectives. Executive officers receive both fixed compensation and performance based variable incentive compensation, which together represents Total Direct Compensation.

The Compensation Committee's assessment of corporate performance is based on a number of factors including execution of on-going projects and transactions and progress on key growth initiatives. NEOs do not automatically receive any particular award based on the Compensation Committee's determination of the overall performance of the Corporation, but rather the determination establishes the background for the Compensation Committee's subsequent review of the NEOs individual performance.

### NAMED EXECUTIVE OFFICERS

Pursuant to applicable securities regulations, the Corporation must disclose the compensation paid to its NEOs. This includes the Corporation's Chief Executive Officer, Corporation's Chief Financial Officer (or an individual that served in a similar capacity) and the other three most highly compensated executive officers provided that disclosure is not required for those executive officers, other than the Chief Executive Officer and Chief Financial Officer, whose total salary and bonus did not exceed \$150,000.

Executive officers of the Corporation include the Chairman of the Board, the President and Vice-President in charge of a principal business unit such as sales or finance and any officer of the Corporation or other subsidiaries who performs a policy-making function in respect of the Corporation, whether or not such officer is also a director of the Corporation or its subsidiaries. Other than as disclosed below, at the end of the most recently completed fiscal year, the Corporation had no Named Executive Officers.

The CEO and President at the end of the most recently completed financial year-end was Michael Newbury. The CFO at the end of the most recently completed financial year-end was James Hershaw. In addition, Kyle Appleby served at the CFO from the beginning of the year until his resignation on September 29, 2008.

## **OBJECTIVES OF THE COMPENSATION PROGRAM**

The objectives of the Corporation's executive compensation program are to attract and retain the key executives necessary for the Corporation's long term success; to encourage executives to further the development of the Corporation and its operations; to motivate qualified and experienced executives; to reward individual contributions in light of overall business results and to align the interests of the executives with the interests of the shareholders. The key elements of the executive compensation program are base salary and incentive stock options.

## **ELEMENTS OF EXECUTIVE COMPENSATION**

In the future, it is intended that Total Compensation will be represented by the combined value of fixed compensation and performance-based variable incentive compensation, comprising: base salary, short-term incentive in the form of an annual cash bonus, and long-term incentives in the form of stock options. Currently, only base salary and stock options are used in administering Total Direct Compensation.

The allocation of Total Compensation value to these different compensation elements is not based on a formula, but rather is intended to reflect market practices as well as the Compensation Committee's discretionary assessment of an executive officer's past contribution and ability to contribute to future short and long-term business results.

### **Base Salary**

Base salary is the fixed portion of Total Compensation and is designed to provide income certainty and to attract and retain executives. Base salaries for NEOs are reviewed annually.

### **Short-term Incentives**

Currently the Corporation does not have a bonus plan.

### **Long-term Incentives**

Long-term incentive compensation is provided through the granting of stock options. This incentive arrangement is designed to motivate executives to achieve longer-term sustainable business results, align their interests with those of the shareholders and to attract and retain executives. Participants benefit only if the market value of the Corporation's common shares at the time of stock option exercise is greater than the exercise price of the stock options at the time of grant. In most instances to date, the vesting period and term of the option has been established by the Board in relation to the circumstances surrounding each grant.

## **STOCK OPTIONS**

The Corporation grants incentive share purchase options to directors, senior officers, employees and consultants as an incentive for their participation in the growth of the Corporation.

### **Stock Option Granting Process**

Typically, stock option grants are determined annually. It is the intention of the Corporation to resume this practice. In some circumstances, the CEO makes recommendations to the Compensation Committee regarding individual stock option awards for all recipients. In other circumstances, the Compensation Committee makes its own recommendations to the Board. The CEO does not engage in discussions with the Compensation Committee regarding his own stock option grants. The Compensation Committee deliberates and considers relevant market data in order to determine the CEO's stock option grant recommendation to the Board.

The Compensation Committee reviews the appropriateness of the stock option grant recommendations from the CEO for all eligible employees and consultants and accepts or adjusts these recommendations.

The Compensation Committee along with the Board of Directors are responsible for approving all individual stock option grants, including grants that are awarded outside the annual compensation deliberation process for such things as promotions or new hires. The Compensation Committee is also responsible for recommending to the Board for its approval any stock option grants for executive officers.

The Compensation Committee approves or recommends compensation awards, including stock option grants, which are not contingent on the number, term or current value of other outstanding compensation previously awarded to the individual.

#### **Stock Option Plan Amendments**

The Board has the authority to discontinue the stock option plan at any time subject to shareholder approval. The Board may also make certain amendments to the plan without shareholder approval, including such items as setting the vesting date of a given grant and changing the expiry date of an outstanding stock option which does not entail an extension beyond the original expiry date. No amendments can be made to the stock option plan that adversely affect the rights of any option holder regarding any previously granted options without the consent of the option holder.

Management does not have a right to amend, suspend or discontinue the stock option plan. The stock option plan also provides that certain amendments be approved by the shareholders of the Corporation.

#### **Other Compensation**

Executive Officers receive other benefits that the Corporation believes are reasonable and consistent with its overall executive compensation program. These benefits, which are based on competitive market practices, support the attraction and retention of executive officers. Benefits consist solely of medical, dental and the like, the level of which is consistent with standard industry norms and limited executive perquisites. Any non-policy perquisites are outlined in the discussion following the Summary Compensation Table (as outlined below).

### **HOW THE CORPORATION DETERMINES COMPENSATION**

#### **The Role of the Compensation Committee**

The Compensation Committee approves, or recommends to the Board for approval, all compensation to be awarded to the NEOs. The Compensation Committee directs management to gather information on its behalf, and provide initial analysis and commentary. The Compensation Committee reviews this material along with other information received from external advisors, if any, in its deliberations before considering or rendering decisions. The Compensation Committee has full discretion to adopt or alter management recommendations or to consult its own external advisors.

The Compensation Committee believes it is important to follow appropriate governance practices in carrying out its responsibilities with respect to the development and administration of executive compensation and benefit programs. Governance practices followed by the Compensation Committee include holding in-camera sessions without management present and, when necessary, obtaining advice from external consultants.

#### **The Role of Management**

Management has direct involvement in and knowledge of the business goals, strategies, experiences and performance of the Corporation. As a result, management plays an important role in the compensation decision-making process. The Compensation Committee engages in discussions with the CEO concerning the determination of Total Direct Compensation for other NEOs. If and when requested, the CEO will also provide input concerning performance objectives, including individual goals and initiatives for NEOs, and whether, and to what extent, criteria for the previous year have been achieved for those individuals. There were no discussions of this nature in 2008. The CEO may also provide a self-assessment of his own

individual performance objectives and/or results achieved, if requested by the Compensation Committee. No such requests were made by the Compensation Committee during 2008.

The CEO makes recommendations to the Compensation Committee regarding the amount and type of compensation awards for other members of executive management. The CEO does not engage in discussions with the Compensation Committee regarding his own Total Compensation. At present the CEO has a consulting agreement in place.

#### Performance Assessment

The Compensation Committee's assessment of the overall business performance of the Corporation, including corporate performance against objectives, business circumstances and, where appropriate, relative performance against peers, provides the context for individual executive officer evaluations for all direct compensation awards.

#### Corporate Performance

In the future, it is the intention of the Compensation Committee to review the results achieved and discuss them with management. For the purposes of Total Compensation deliberations, the Compensation Committee will then determine an overall rating for actual corporate performance relative to an expected level of performance. This overall corporate performance rating will provide general context for the Compensation Committee's review of individual performance by the NEOs.

#### Summary Compensation Table for the Financial Year Ended December 31, 2008

The CEO is retained by the Corporation pursuant to a consulting contract which sets out the base salary and the CFO is retained pursuant to an employee contract which sets out the base salary. No targets have been set for bonuses or other remuneration. The following table sets forth the total compensation paid in respect to the NEOs of the Corporation during the fiscal year ended December 31, 2008.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Michael Newbury, President and CEO <sup>(1)</sup>	2008	Nil	Nil	800,000	Nil		Nil	\$120,000 <sup>(2)</sup>	\$120,000
	2007	Nil	Nil	Nil	Nil		Nil	\$120,000 <sup>(2)</sup>	\$120,000
	2006	Nil	Nil	Nil	Nil		Nil	\$273,000 <sup>(3)</sup>	\$273,000
James Hershaw CFO and VP Corporate Development <sup>(4)</sup>	2008	55,300 <sup>(6)</sup>	Nil	1,750,000	Nil		Nil	30,000 <sup>(5)</sup>	\$85,300
Kyle Appleby, Former CFO <sup>(7)</sup>	2008	Nil	Nil	500,000	Nil		Nil	\$61,000 <sup>(9)</sup>	\$61,000
	2007	Nil	Nil	100,000	Nil		Nil	\$40,000 <sup>(8)</sup>	\$40,000
Julian Fosbery Former CFO <sup>(10)</sup>	2007	Nil	Nil	Nil	Nil		Nil	\$28,500 <sup>(11)</sup>	\$28,500
	2006	Nil	Nil	200,000	Nil		Nil	\$21,000 <sup>(11)</sup>	\$21,000
Maurice Stekel Former CFO <sup>(12)</sup>	2006	Nil	Nil	Nil	Nil		Nil	\$15,000 <sup>(13)</sup>	\$15,000

Notes:

- (1) Michael Newbury was appointed Chief Executive Officer of the Corporation on August 24, 2005 and President of the Corporation on July 24, 2006.
- (2) Michael Newbury was paid consulting and management fees through his private company Porphyry Inc.
- (3) Michael Newbury was paid a bonus of \$150,000 in 2006 as well as a director's fee of \$3,000 in addition to his \$120,000 annual consulting and management fee.
- (4) James Hershaw was appointed Vice President, Corporate Development of the Corporation on January 14, 2008 and appointed the additional duties Chief Financial Officer of the Corporation on October 1, 2008.
- (5) James Hershaw was paid \$30,000 (\$6,000 per month) in consulting and management fees through his private company WATT Capital which was converted into a salary commencing June 1, 2008.
- (6) James Hershaw was subsequently paid a salary of \$10,000 per month when he assumed the additional responsibilities of Chief Financial Officer being October 1, 2008.
- (7) Kyle Appleby served as Chief Financial Officer from May 1, 2007 to September 29, 2008.
- (8) Kyle Appleby was paid consulting and management fees of \$5,000 per month from May 1, 2007 to January 31, 2008.
- (9) Kyle Appleby was subsequently paid consulting and management fees of \$7,000 per month from February 1, 2008 until his resignation.
- (10) Julian Fosbery served as Chief Financial Officer from June 1, 2006 to April 30, 2007.
- (11) Julian Fosbery was paid management fees of \$3,000 per month and a subsequent fee for additional work.
- (12) Maurice Stekel served as Chief Financial Officer from September 29, 2005 to June 1, 2006.
- (13) Maurice Stekel was paid management fees through his private company Mo-Kar Holdings Inc.

**LONG TERM INCENTIVE PLAN**

Long-term incentive plans (“LTIPs”) means any plan providing compensation intended to serve as an incentive for performance to occur over a period longer than one financial year, whether performance is measured by reference to financial performance of an issuer or an affiliate of an issuer, or the price of the issuer’s shares, but does not include option or stock appreciation rights plans or plans for compensation through restricted shares or units.

The Corporation currently has no LTIPs in place.

**STOCK APPRECIATION RIGHTS**

Stock appreciation rights (“SARs”) means a right, granted by an issuer or any of its subsidiaries as compensation for services rendered or in connection with an office or employment, to receive a payment of cash or an issue or transfer of securities based wholly or in part on changes in the trading price of the issuer’s shares. Currently, there are no SARs of the Corporation outstanding.

**Outstanding Option-Based Awards as at December 31, 2008**

The following table sets forth the details of all outstanding stock option awards granted to the NEOs of the Corporation as at December 31, 2008.

Name	Option-based Awards					Share-based Awards	
	Number of securities underlying unexercised options (#)	Date Awarded	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Mike Newbury	800,000	Oct 20/08	0.10	Oct 20/13	Nil	Nil	Nil
James Hershaw	300,000 200,000 1,250,000	Mar 3/08 Sept 3/08 Oct 20/08	0.10 0.10 0.10	Mar 3/13 Sept 3/13 Oct 20/13	Nil	Nil	Nil
Kyle Appleby	500,000	Oct 20/08	0.10	Oct 20/13	Nil	Nil	Nil

**Incentive Plan Awards – Value Vested or Earned During the Financial Year Ended December 31, 2008**

The following sets forth the details of all option-based awards vested by the NEOs of the Corporation during the fiscal year ended December 31, 2008.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Mike Newbury	Nil	Nil	Nil
James Hershaw	6798	Nil	Nil
Kyle Appleby	3692	Nil	Nil

**Pension Plan Benefits**

The Corporation does not currently have any deferred compensation plan, defined contribution plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

**COMPENSATION OF DIRECTORS**

**DIRECTOR COMPENSATION**

The Company has five directors, one of which is also an NEO. For a description of the compensation paid to the Corporation’s NEO who also acts as a director, see “Summary Compensation Table”(above). The Company has no arrangements, standard or otherwise, pursuant to which Directors are compensated by the Corporation or its subsidiaries for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year, except as disclosed in the table below. The following table sets forth all compensation the Company paid or granted to the Company’s directors, other than NEOs, for the most recently completed financial year.

**DIRECTOR COMPENSATION TABLE**

**Director Option-based Awards**

The following table discloses the particulars for each director for awards outstanding at the end of the most recently completed financial year:

Name	Fees earned (\$)	Share-based Awards (\$)	# Option-based Awards (2008)	Non-equity incentive plan compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total # Options Outstanding
Michael Newbury	Nil	Nil	Nil	Nil	Nil	Nil	2,550,000
Maurice Stekel	Nil	Nil	750,000	Nil	Nil	Nil	2,125,000
William Potter	Nil	Nil	750,000	Nil	Nil	Nil	1,750,000
John Cerenzia	Nil	Nil	600,000	Nil	Nil	Nil	1,750,000
Geoff Farrar	Nil	Nil	750,000	Nil	Nil	Nil	1,750,000

## **DIRECTOR OUTSTANDING SHARE-BASED AWARDS AND OPTION-BASED AWARDS**

No options held by directors vested during the year ended December 31, 2008. The Board considers option grants to directors at the time a director joins the board and annually following the annual general meeting if available granting room exists under the terms of the Stock Option Plan. Option grants to directors are intended as a long term incentive. Vesting is determined by the Board of Directors at the time of grant. 2,850,000 options were granted to the directors of the Corporation, other than the NEO, during the financial year ended December 31, 2008.

## **INDEBTEDNESS OF DIRECTORS AND OFFICERS**

No director or officer of the Corporation and no associate of any director or officer of the Corporation was indebted to the Corporation at any time during the year ended December 31, 2008.

Options are offered to directors to purchase Common Shares at an exercise price equal to or above the market price for the Common Shares on the date that the options are granted. The aggregate direct compensation paid or accrued on behalf of all directors, as a group during the most recently completed fiscal year was Nil.

## **COMPENSATION OF DIRECTORS**

In September 2008, the Compensation Committee and the Board of Directors jointly decided to compensate the Board in the form of stock options rather than a director's fee paid in cash. It was determined that each Board member was to receive 600,000 stock options and each Committee chair was to receive an additional 150,000 stock options.

## **EMPLOYMENT CONTRACTS**

### *President and Chief Executive Officer*

Pursuant to a management agreement dated September 1, 2005 between the Corporation and Porphyry Incorporated, located at 192 Douglas Drive, Toronto, Ontario ("**Porphyry**"), the Corporation retained Porphyry to provide certain services including the services of Michael Newbury as President and Chief Executive Officer of the Corporation. The agreement provides for monthly remuneration to Porphyry of \$10,000 per month. In addition, Porphyry and Mr. Newbury may be granted options at the discretion of the Board pursuant to the Corporation's Stock Option Plan.

### *Chief Financial Officer*

Pursuant to an agreement made on January 14, 2008 as approved by the Board of Directors, Mr. Hershaw provided executive management services as Vice President, Corporate Development for monthly remuneration of \$6,000. Mr. Hershaw, assuming the additional responsibilities of Chief Financial Officer on September 20, 2008 and the Board of Directors agreed to increase Mr. Hershaw's compensation to \$10,000 per month.

Pursuant to a management agreement dated May 1, 2007 between the Corporation and Kyle Appleby, the Corporation retained Mr. Appleby to provide certain services including those of Chief Financial Officer. The agreement provided for monthly remuneration to Mr. Appleby of \$5,000 per month, plus the issuance of 100,000 options exercisable for 5 years in accordance with the Corporation's Stock Option Plan. This monthly remuneration was increased to \$7000 per month on February 1, 2008. Mr. Appleby received an additional 500,000 stock options in April of 2008 and further resigned as Chief Financial Officer effective September 20, 2008.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

This table sets forth information as at December 31, 2008 with respect to the Corporation's compensation plans under which equity securities of the Corporation are authorized for issuance.

<b>Plan Category</b>	Number of securities to be issued upon exercise of outstanding options, warrants and rights  (a)	Weighted-average exercise price of outstanding options, warrants and rights  (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))  (c)
Equity compensation plans approved by security holders	14,775,000	0.12	3,596,183
Equity compensation plans not approved by security holders	n/a	n/a	n/a

## STOCK OPTIONS

The Corporation currently maintains a Stock Option Plan (the “**Stock Option Plan**”) to grant options to purchase Common Shares. The purpose of the Stock Option Plan is to encourage share ownership by directors, senior officers and employees, together with consultants, who are primarily responsible for the management and growth of the business. The number of Common Shares, the exercise price per Common Share, the vesting period and any other terms and conditions of options granted pursuant to the Stock Option Plan, from time to time, are determined by the Board at the time of the grant, subject to the defined parameters of the Stock Option Plan.

The Stock Option Plan is administered by the Board. Participation is limited to directors, officers, employees and consultants providing services to the Corporation or its subsidiaries.

The exercise price of any option cannot be less than the market price of the Common Shares at the time the option is granted. Market price is deemed to be the closing price as reported on the principal stock exchange or over-the-counter market on which the Common Shares are listed or quoted, on the last trading day immediately preceding the day upon which the option is granted. The aggregate number of Common Shares subject to options under the Plan shall not exceed 10% of the outstanding issue. The exercise period cannot exceed five years. Each option granted under the Stock Option Plan is non-assignable and non-transferable by the optionee.

Appropriate adjustments in the number of Common Shares and in the exercise price of the options, shall be made to give effect to adjustments in the number of Common Shares resulting from any subdivisions, consolidations or reclassifications of the Common Shares, the payment of stock dividends by the Corporation or other relevant changes in the capital structure of the Corporation.

Options will terminate on the date of expiration specified, immediately upon termination of employment where such termination is for cause, thirty days after a participant ceases to be eligible, other than by reason of retirement, permanent disability or death, ninety days after the date of death or ninety days after termination of employment by reason of permanent disability or retirement.

Currently, the maximum number of Common Shares which may be reserved and set aside for issue under the Stock Option Plan is **17,171,183** (as at July 14, 2009), provided the Board may, subject to shareholder and regulatory approvals, increase such number. The maximum number of shares reserved for issuance to any one person shall be 5% of the Common Shares outstanding at the time of the grant, on a non-diluted basis, less the aggregate number of shares reserved for issuance to such person under any other option to purchase shares from treasury granted as a compensation or incentive mechanism.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### ELECTION OF DIRECTORS

The articles of the Corporation provide that the board of directors of the Corporation (the “**Board**”) shall consist of a minimum of three and a maximum of 10 directors, the number of which may be fixed from time to time by a resolution of the Board. The Corporation currently has five directors. The number of directors of the Corporation proposed to be elected at the Meeting is four. The term of office of the current five directors will end at the conclusion of the Meeting. Unless a director’s office is earlier vacated in accordance with the provisions the *Business Corporations Act* (Ontario), (the “**OBCA**”), each director will hold office until the conclusion of the next annual meeting of the Corporation or, if no director is then elected, until a successor is elected.

The following table sets out the names of management’s nominees for election as directors, each nominee’s principal occupation, business or employment, the period of time during which each has been a director of the Corporation, the number of Common Shares beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date hereof.

Name and Residence	Principal Occupation	Director Since	Shares Held or Beneficially Owned <sup>(1)</sup>
Michael Newbury <sup>(7)</sup> Ontario, Canada	President and Chief Executive Officer of the Corporation	March 2004	6,830,000 Common Shares <sup>(2)</sup>
Maurice Stekel <sup>(6)(8)</sup> Ontario, Canada	Independent Business Consultant	March 2004	Nil <sup>(4)</sup>
William Potter <sup>(6)(8)</sup> New York, United States	Chairman of R. Meredith & Co., Inc.	July 2006	2,000,000 Common Shares <sup>(4)</sup>
John Cerenzia <sup>(6)(7)(8)</sup> Ontario, Canada	Independent Business Consultant	July 2007	50,000 Common Shares <sup>(5)</sup>

Notes:

- (1) The information as to shares beneficially owned, directly or indirectly, not being within the knowledge of the Corporation, has been furnished by the respective directors individually.
- (2) 3,000,000 of these Common Shares are indirectly held by Porphyry Inc. and the remaining 3,830,000 are held directly. Mr. Newbury also holds options that have been granted to him as a director, President and Chief Executive Officer of the Corporation to purchase up to an additional 2,550,000 Common Shares.
- (3) Mr. Stekel holds options that have been granted to him as a director and formerly Chief Financial Officer of the Corporation to purchase up to 2,125,000 Common Shares.
- (4) 1,500,000 of these Common Shares are indirectly held by Quatern Holdings Ltd. and the remaining 500,000 are held directly. Mr. Potter also holds options that were granted to him as director of the Corporation and which he continues to hold as a consultant to the Corporation to purchase up to 1,750,000 Common Shares.
- (5) The 50,000 Common Shares are held directly. Mr. Cerenzia also holds options that were granted to him as director of the Corporation and which he continues to hold as a consultant to the Corporation to purchase up to 1,750,000 Common Shares.
- (6) Member of Audit Committee.
- (7) Member of Compensation Committee.
- (8) Member of Corporate Governance Committee.

**Michael Newbury** has 40 years experience in the financial and natural resource sector. Since 1993, Mr. Newbury has been an independent consultant providing financial advisory services in the natural resources industries to assist companies structure joint ventures, evaluate projects and companies and to structure and arrange financing for mining projects. Mr. Newbury is the President, CEO and director of the Corporation and is a director of Hawk Precious Minerals Inc. He also has expertise in corporate structuring, mergers and acquisitions, project evaluation and project financing. Mr. Newbury has a B.Sc. from Queen’s University

and a M.Sc. from McGill University as well as Ph.D. studies in resource industry economics at McGill. He is a professional engineer in Ontario and a member of CIMM.

**Maurice 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<sup>rd</sup> 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 and continues to hold directorships in various other corporations.

**William Potter** is an investment banker with over 30 years of experience. Mr. Potter has a BA from Colgate University and a MBA from Harvard. Mr. Potter has held various senior positions with several bank and financial institutions including White, Weld & Co., Inc. and Toronto Dominion Bank in Toronto and New York and Barclays Bank PLC. He served as President of Ridgewood Capital Funding Inc. from 1989-2004. Mr. Potter is currently the Chairman of R. Meredith & Co., Inc. in New York City. Mr. Potter currently serves as a director for numerous companies including National Foreign Trade Council Inc. (Executive committee/finance chairman), Aberdeen Asia Pacific Income Company Limited, Aberdeen Asia Pacific Income Fund Inc., Aberdeen Australasia Fund Inc. and Aberdeen First Commonwealth Fund Inc. He also serves on the boards of Alexandria Bancorp Ltd., ECPower Inc., Power Air Corporation Inc., Voicenet Inc. and New Congo Resource Development Inc. Mr. Potter is also a member of the advisory board of the National Cancer Research Council and the GR Educational Foundation. Mr. Potter has his Series 24, 63, 7 Licenses from the NASD/SEC and is Officers & Directors Certification from the OSC. Mr. Potter is also a Designated Financial Expert for Sarbanes-Oxley in the United States.

**John Cerenzia** has experience with small capitalization companies and junior resource issuers, as a former director of Helix Ventures Inc. an oil and gas development and exploration company with properties in Alberta and Saskatchewan, as a former director of YSV Ventures Inc., a company conducting mineral exploration in Ontario and as a former director of Richview Resources Inc., a mineral exploration and development company with properties in Northern Ontario. Mr. Cerenzia is currently a director of Kent Exploration Inc. and Talware Networx Inc. He has served as consultant to other public companies and was formerly a Systems Business Analyst with the Ontario Ministry of Transportation, where he worked for 32 years.

Other than as noted below, no proposed director is, or has been, within 10 years before the date of the Circular a director or executive officer of any company that while acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days,
- (b) was subject to an event that resulted, after ceasing to be a director or executive officer of the relevant company, in the company being subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of ceasing to act in the capacity of a director or executive officer 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 its assets.

From May 2, 2007 to May 17, 2007, each of Michael Newbury, Maurice Stekel and William Potter were subject to a temporary management cease trade order relating to the Corporation’s failure to file its financial statements by an April 30, 2007 deadline. The delay in filing was due to delays in receiving information from a Congolese accounting firm hired by the Corporation with respect to its Congolese

operations. The financial statements were filed on May 15, 2007 at which point the temporary management cease trade order was allowed to lapse.

During Maurice Stekel's tenures as directors of Verdx Minerals Corporation, the company was issued a cease trade order for failing to file its financial statements. Mr. Stekel was not an officer of Verdx Minerals Corporation at that time and has ceased to be director of said company.

No proposed director of the Corporation has, within the 10 years before the date of the Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

The Corporation had adopted a director and officer insurance policy for the period December 23, 2007 to December 22, 2008 and has renewed this policy from December 23, 2008 December 22, 2009. The amount of coverage of the policy is \$1,000,000 and has a \$25,000 deductible.

#### **APPOINTMENT AND REMUNERATION OF AUDITORS**

Shareholders are requested by management to approve a resolution to re-appoint McCarney Greenwood LLP, Chartered Accountants, as auditors of the Corporation until the next annual meeting of shareholders and to authorize the directors to fix their remuneration. McCarney Greenwood LLP was first appointed as auditors of the Corporation on February 6, 2004.

#### **Audit Committee**

The Corporation is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers or employees of the Corporation or of an affiliate of the Corporation. The Corporation's current audit committee consists of Mr. Potter, Mr. Farrar and Mr. Stekel as Chairman.

#### *Audit Committee Mandate*

The text of the audit committee's mandate is attached as Schedule "A" to this Circular.

#### *Independence*

National Instrument 52-110 - *Audit Committees*, ("**NI 52-110**") provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the issuer, which could, in the view of the issuer's Board, reasonably interfere with the exercise of the member's independent judgment.

Both Mr. Potter and Mr. Stekel are independent within the meaning of NI 52-110.

#### *Financial Literacy*

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

All members of the Audit Committee are financially literate as such term is defined in NI 52-110.

#### *Audit Committee Oversight*

Since the commencement of the Corporation's most recently completed financial year, the audit committee of the Corporation has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

### *Reliance on Certain Exemptions*

Since the commencement of the Corporation's most recently completed financial year, the Corporation has not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

The Corporation is relying upon the exemption in Section 6.1 of NI 52-110 which provides that the Corporation as a "venture issuer" is not required to comply with certain disclosure requirements.

### *Pre-Approval Policies and Procedures*

The audit committee has not adopted any specific policies and procedures for the engagement of non audit services.

### *Audit Fees*

The following table sets forth the fees paid by the Corporation and its subsidiaries to McCarney Greenwood LLP Chartered Accountants, for services rendered in the last two fiscal years:

	<u>2008</u>	<u>2007</u>
Audit fees .....	42,000	\$47,000
Audit-related fees .....	3,000	\$7,000
Tax fees .....	2,500	\$3,000
All other fees .....	720	\$864
GST on fees .....	<u>1,161</u>	<u>\$2,983</u>
<b>Total</b> .....	<u>\$ 49,381</u>	<u>\$ 60,757</u>

### **RE-APPROVAL OF STOCK OPTION PLAN**

The Corporation would like to seek Shareholder approval at the Meeting of the Stock Option Plan. The Stock Option Plan requires annual approval by both the shareholders and regulatory authorities.

The Corporation proposes to maintain the "rolling" number plan, whereby up to 10% of the Corporation's issued and outstanding Common Shares at any time may be reserved and set aside for issuance on exercise of options granted.

At the Meeting, Shareholders will be asked to consider and, if thought fit, to pass the resolution below re-approving the Stock Option Plan. A copy of this Stock Option Plan is attached hereto as Schedule "B".

The resolution regarding the approval of the Stock Option Plan must be passed by at least a majority of the votes cast in respect thereof at the Meeting. It is contemplated at this time that the Corporation will not be providing any financial assistance to grantees under the Stock Option Plan to permit them to exercise their options.

As such, the Board recommends that the Shareholders approve the following resolution:

#### **BE IT RESOLVED THAT:**

1. the form of Stock Option Plan which is attached to the Corporation's Management Information Circular dated July 14, 2009, is hereby approved; and

2. the directors and officers of the Corporation or any one or more of them be and they are hereby authorized to do such things as may be necessary to accomplish the foregoing, provided that the directors of the Corporation may revoke this resolution before it is acted on without further approval of the shareholders.”

**In the absence of instructions to the contrary, the persons named in the enclosed form of proxy intend to vote the shares represented thereby in favour of passing this resolution.**

### **CORPORATION NAME CHANGE**

The Corporation proposes to change its name from “Simberi Mining Corporation” to “Greenock Resources Ltd.”, or a suitable alternative (“**the Name Change**”). The Corporation’s Board and management believe that the name change rebranding plan in conjunction with an associated share consolidation plan is necessary to attract important new projects, new investors and analyst coverage. “Greenock” is derived from the gaelic word “sunny place” which is reflective of the bright outlook for Corporation as current and future copper and gold projects are advanced.

The Corporation’s Board and management believe that it would be in the best interests of the Corporation to change the Corporation’s name to better profile new initiatives. In that respect, shareholders are requested to pass the special resolutions below.

### **STOCK CONSOLIDATION**

The Corporation seeks Shareholder approval at the Meeting for a special resolution to consolidate (“the consolidation”) all of the Corporation’s issued and outstanding Common Shares on the basis of a ratio of not to exceed one (1) post-consolidation Common Share for every twenty (20) pre-consolidation Common Shares, with the Consolidation to be implemented by the Board at any time prior to April 30, 2010. This consolidation remains subject to all required regulatory approvals, including both TSXV approval and shareholder approval.

The Corporation’s Board and management believe the consolidation is necessary for the following reasons:

1. The current number of outstanding shares of the Corporation is 171,711,831. This high share count is at the top end of the range of outstanding shares for a resource development companies without any existing cash flow generating operations. As such during weaker capital markets, the share prices have hit lows of 0.5 cents per share and have difficulty breaking out of the minimum price trading range due to the large volume of outstanding shares. Improvements in the corporate outlook results in 0.5 cent per share trading increments, which is a material impact on market capitalization and returns. However, the low absolute share price trading ranges do not attract the larger audience of necessary new investors that would notice comparable and significant 10 cent per share price swings and market capitalization gains after the post 20:1 consolidation.
2. Merger or acquisition proposals to acquire new projects based on share swaps are hampered by the need to issue very large amounts of stock to effect any transaction. Many new project sponsors request that a stock consolidation be completed to allow merger or acquisition proposals to proceed.
3. TSX Venture Exchange rules are designed to encourage public companies to maintain price per share trading ranges above five (5) cents per share through minimum share and warrant equity issue rules. At this time the high number of shares outstanding makes it difficult to sustain higher share prices. This low share price range results in material limitations on the Corporation’s ability to finance future projects through equity or convertible debt issues.
4. Many institutional and sophisticated investors prefer not to invest in public companies with a high number of outstanding shares and low trading price ranges. A smaller share float tends to

discourage low volume traders from using limited capital to set trading ranges and bid / ask price spreads that are not reflective of the underlying value of assets of the Corporation.

5. Over longer periods, share consolidations do not have a material impact on the Corporation's total market capitalization and shareholder equity value. Market capitalization is reflective of the underlying value of the assets of the Corporation.

If the Consolidation is approved, no further action on the part of the Shareholders will be required in order for the Board to implement the consolidation.

Upon approval of the Share Consolidation Resolution, following the obtaining of all necessary regulatory approvals, including the acceptance of the TSXV, the Corporation will promptly file articles of amendment with the Minister under the OBCA in the form prescribed by the OBCA to amend the Corporation's articles of incorporation. The Consolidation will become effective on the date shown in the certificate of amendment in connection therewith, or such other date as indicated in the articles of amendment.

The Consolidation of 1:20, upon completion of the proposed Consolidation the number of Common Shares issued and outstanding will be reduced from 171,711,831 as of July 14, 2009 up to 8,585,591.

No fractional shares will be issued in connection with the Consolidation and, in the event that a shareholder would otherwise be entitled to receive a fractional share upon the Consolidation, those shareholders shall have such fractional shares cancelled. Except for any variances attributable to fractional shares, the change in the number of issued and outstanding Common Shares that will result from the Consolidation will cause no change in the capital attributable to the Common Shares and will not materially affect any shareholders' percentage ownership in the Corporation, even though such ownership will be represented by a smaller number of Common Shares.

The exercise or conversion price and/or the number of Common Shares issuable under any outstanding convertible securities, including under outstanding stock options, warrants, rights and any other similar securities will be proportionately adjusted upon the implementation of the Consolidation, in accordance with the terms of such securities, based on the Consolidation ratio.

If the proposed Consolidation is approved by the Shareholders and all regulatory requirements are complied with, including the approval by the TSXV, and implemented by the Board, registered shareholders will be required to exchange their share certificates representing pre-Consolidation Common Shares for new share certificates representing post-Consolidation Common Shares. Following the announcement by the Corporation of the effective date of Consolidation, registered shareholders will be sent a transmittal letter from the Corporation's transfer agent, Capital Transfer Agency Inc., as soon as practicable after the effective date of the Consolidation. The letter of transmittal will contain instructions on how to surrender certificate(s) representing pre-Consolidation shares to the transfer agent.

The transfer agent will send to each registered shareholders who has sent the required documents a new share certificate representing the number of post-Consolidation Common Shares to which the shareholder is entitled. Until surrendered, each share certificate representing pre-Consolidation Common Shares will be deemed for all purposes to represent the number of whole post-Consolidation Common Shares to which the holder is entitled as a result of the Consolidation. If a registered shareholder would otherwise be entitled to receive a fractional share, such fractional share shall be deemed to have been cancelled as described above.

As such, the Board recommends that the Shareholders approve and adopt the following special resolution ratifying the Consolidation and the name change:

**BE IT RESOLVED THAT:**

1. the issued and outstanding shares in the capital of the Corporation be changed by the consolidation of the issued and outstanding common shares for up to a one (1) for twenty (20) basis;

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

3. in connection with the consolidation, the name of the Corporation be changed to Greenock Resources Ltd. or such similar name as is approved by the Ministry of Consumer and Business Services (Ontario);

4. notwithstanding the approval of holders of the common shares of the Corporation to the above resolutions, the directors of the Corporation may revoke the foregoing resolutions before they are acted on without any further approval by the holders of common shares of the Corporation;

5. the effective date of such consolidation shall be the date shown in the certificate of amendment provided that, in any event, such date shall be no later the April 30, 2010;

6. any of the officers or directors of the Corporation be and are hereby authorized for and on behalf of the Corporation (whether under its corporate seal or otherwise) to execute and deliver Articles of Amendment to effect the foregoing resolutions with the Ministry of Consumer and Business Services (Ontario) and all other documents and instruments and to take all such other actions as such officer or director may deem necessary or desirable to implement the forgoing resolutions and the matters authorized hereby, such determinations to be conclusively evidenced by the execution and delivery of such documents and other instruments or the taking of any such action; and

7. these resolutions may be executed in separate counterparts each of which may be a fax or photocopy of any original executed counterpart but together such counterparts shall form one and the same instrument.

**The foregoing Name Change and Consolidation resolution requires the approval of at least 2/3 of the votes cast at the Meeting. In the absence of instructions to the contrary, the persons named in the enclosed form of proxy intend to vote the shares represented thereby in favour of passing this resolution.**

### CORPORATE GOVERNANCE PRACTICES

The Corporation's Board of Directors has reviewed the Corporation's current corporate governance practices with reference to the applicable provisions of National Instrument 58-101 - *Corporate Governance Disclosure* and has compiled the following analysis:

CORPORATE GOVERNANCE DISCLOSURE	SIMBERI PRACTICE
<p><b>1. Board of Directors</b>            (a) Disclose how the Board facilitates its exercise of discretion over management, including:</p>	
<p>(i) the identity of directors that are independent, and</p>	<p>Two of the five current directors of the Corporation are independent, as such term is defined in Multilateral Instrument 52-110. The independent members of the Board are John Cerenzia and Geoff Farrar.</p>
<p>(ii) the identity of directors who are not independent</p>	<p>By virtue of their positions as executive officers of the Corporation or its subsidiary, each of Michael Newbury and William Potter is not considered independent. Mr. Stekel served as CFO in 2006 and is not considered independent.</p>
<p><b>2. Directorships</b>            If a current director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.</p>	<p>Michael Newbury is a director of Roscan Minerals Corp. and Hawk Uranium Inc.</p> <p>Geoff Farrar is a director of Great Western Diamonds Corp.</p> <p>Maurice Stekel is a director of Cadillac Ventures Inc.</p>

<b>CORPORATE GOVERNANCE DISCLOSURE</b>	<b>SIMBERI PRACTICE</b>
	<p>William Potter is a director of National Foreign Trade Council Inc., Aberdeen Asia Pacific Income Company Limited, Aberdeen Asia Pacific Income Fund Inc., Aberdeen Australasia Fund Inc., Aberdeen First Commonwealth Fund Inc., Alexandria Bancorp Ltd., ECPower Inc., Power Air Corporation Inc. and Voicenet Inc.</p> <p>John Cerenzia is a director of Kent Exploration Inc. and Talware Networx Inc.</p>
<p><b>3. Orientation and Continuing Education</b> Describe what steps, if any, the Board takes to orient new board members, and describe any measures the Board takes to provide continuing education for directors.</p>	<p>Each new director has a discussion with the existing members covering all Board member and Committee mandates and responsibilities and the time commitment and contribution expected of each member.</p> <p>Each new director has the opportunity to discuss the business and procedures of the Board and the Corporation with the external auditors and legal counsel. The Corporation has prepares a Director’s Manual for all new Directors including all Corporation mandates, all Director policies and procedures and all filing requirements.</p> <p>Management provides a presentation of the Corporation’s business and affairs, including a description of the various mineral properties, the stage of exploration and future objectives with respect to each property. Management also provides copies of the latest news releases and is available to any director to discuss the business and affairs of the Corporation.</p> <p>There has, at present time, been no formal continuing education process adopted. However, senior management endeavors to ensure that the Board is kept apprised of changes affecting the Corporation’s business and of changes in any legal, regulatory and industry requirements and standards. Board members are entitled to attend such seminars or educational programs as each may determine necessary to keep abreast of current issues relevant to their services as directors.</p>
<p><b>4. Ethical Business Conduct</b> Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.</p>	<p>Any individual director is required to disclose fully to the Board his or her material interest in any transaction which the Corporation is considering entering. In the event of such declaration the independent directors will review the nature and terms of the proposed agreement to ascertain and confirm that the proposed agreement is being considered on commercially reasonable arm’s-length terms.</p> <p>The Board adopted an Insider Trading Policy in April 2007 and a Disclosure Policy in November 2006.</p>
<p><b>5. Nomination of Directors</b> Disclose what steps, if any, are taken to identify new candidates for board nomination, including:</p>	
<p>(i) who identifies new candidates, and</p>	<p>Currently, both the CEO of the Board and the Corporate Governance committee identify new candidates. They also seek recommendations from the Board, management and outside advisors.</p>
<p>(ii) the process of identifying new candidates</p>	<p>Currently, the Board and corporate governance committee, during their regular meetings are encouraged to identify new candidates for Board nomination. In this process, the Board and committee are asked to consider the needs of the Corporation, the competencies and skills of the proposed nominees and the Corporation’s requirement to maintain a mix of relevant skills and knowledge with a view to adding value to the Corporation and its shareholders. The nominee is then approved at the Corporate Governance committee and the Chairman of that committee recommends the nominee to the Board whereby the nominee is approved and invited to join the Board.</p>

<b>CORPORATE GOVERNANCE DISCLOSURE</b>	<b>SIMBERI PRACTICE</b>
<b>6. Compensation</b> Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including:	
(i) who determines compensation, and	Compensation is determined by the Compensation Committee.
(ii) the process of determining compensation	The Committee annually reviews all compensation and considers such factors as comparable compensation within the industry and time required to perform the duties and responsibilities. A recommendation is made to the Board for final discussion and approval.
<b>7. Other Board Committees</b> If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.	The Board has currently established three permanent committees, namely the Audit Committee, the Corporate Governance Committee and the Compensation Committee.  All Board Committees have written mandates as to their roles and responsibilities which were approved in November 2006. The Chair of each committee undertakes to ensure the effective performance of the committee's mandate.
<b>8. Assessments</b> Disclose what steps, if any, that the Board takes to satisfy itself that the Board, its committees, and its individual directors are performing effectively.	In view of the size and current state of the Corporation's development and the number of directors on the Board, the Board has not felt it necessary at the present time to adopt a formal process to assess Board, Committee and individual director effectiveness. In view of the frequency of both formal and informal Board meetings during the course of the year and the small number of directors there is ample opportunity for each director to assess the effectiveness of all other directors. The Corporation is not proposing to adopt a formal process for assessment at the present time.

### **INTEREST OF CERTAIN PERSONS IN MATERIAL TRANSACTIONS**

Other than as set forth herein or as previously disclosed, the Corporation is not aware of any material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, proposed nominee for election as a director or any shareholder holding more than 10% of the voting rights attached to the Common Shares or an associate or affiliate of any of the foregoing in any transaction in the preceding financial year or any proposed or ongoing transaction of the Corporation which has or will materially affect the Corporation.

### **INDEBTEDNESS OF CORPORATION OF DIRECTORS AND SENIOR OFFICERS**

None of the directors and senior officers of the Corporation, proposed nominees for election or associates of such persons has been indebted to the Corporation since the beginning of the last completed financial year.

### **OTHER BUSINESS**

Management of the Corporation is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

## **CERTIFICATE OF APPROVAL OF DIRECTORS**

This Circular and the mailing of same to shareholders have been approved by the Board of Directors of the Corporation.

Additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com). The Corporation's annual management discussion and analysis and a copy of this Circular is available to anyone, upon request, from the Corporation at 80 Richmond Street West, Suite 1101, Toronto, Ontario, M5H 2A4. All financial information in respect of the Corporation is provided in the comparative financial statements and management discussion and analysis for its most recently completed financial year.

DATED the 14<sup>th</sup> day of July, 2009.

### **BY ORDER OF THE BOARD OF DIRECTORS**

*"Michael Newbury"* (signed)  
President and Chief Executive Officer  
Simberi Mining Corporation

## **SCHEDULE “A”**

### **SIMBERI MINING CORPORATION**

#### **AUDIT COMMITTEE MANDATE**

##### **Role**

The Audit Committee, and its Chairperson, their qualifications having been determined, are appointed by the Board of Directors to perform and assist the Board in fulfilling its responsibilities to oversee (i) the Company’s accounting and financial reporting processes; (ii) the audits of the Company’s financial statements; (iii) the adequacy of the Company’s internal control over financial reporting; (iv) the integrity of the financial statements; (v) the qualifications and independence of the Company’s independent auditor; (vi) the appointment, retention and performance of the Company’s independent auditor and the performance of the internal audit function; and (vii) the Company’s compliance with legal and regulatory requirements. Audit Committee members serve at the pleasure of the Board of Directors and for such term or terms as the Board may determine.

##### **Committee Membership**

The Committee shall consist of no less than three members, all of whom meet the required independence standards of the legal and regulatory authorities, and as defined in Rule 10A-3 of the Securities Exchange Act of 1934.

Each member of the Committee must be financially literate, as such qualification is interpreted by the Board of Directors in its business judgment; provided, however, that if any member of the Committee is not financially literate when appointed he or she must become financially literate within a reasonable time after appointment.

At least one member of the committee shall be determined by the Board of Directors to have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment and to be an “audit committee financial expert” as such term is defined.

##### **Authority and Responsibility**

The Audit Committee shall:

- i) be solely and directly responsible for appointing, subject to any required shareholder approval, terminating, approving the compensation and terms of engagement of and overseeing the work of any public accounting firm that is engaged as the Company’s independent auditor to prepare or issue an audit report, including the scope, plans and result of the audit and the Company’s financial statements. The Committee shall determine the appropriate compensation for the Company’s independent auditor for rendering or issuing such financial statements and annual report.
- ii) pre-approve all audit and, as permitted by statute or regulatory authority, permitted non-audit services (including the fees and terms) to be provided by the independent auditor to the Company and/or its subsidiaries.
- iii) be responsible for resolving any disagreements between management and the Company’s independent auditor concerning financial reporting.
- iv) have authority to engage independent counsel and other advisers, as it determines to be necessary, to carry out its duties, at the expense of the Company.
- v) review and approve procedures for the receipt, retention and treatment of complaints received by the Company with respect to accounting, internal accounting controls, or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

### ***Internal Control over Financial Reporting***

The Audit Committee shall:

- i) review and discuss with management, the internal auditor and the independent auditor management's reports evaluating the adequacy and effectiveness of the Company's internal control over financial reporting, including any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting that could adversely affect the Company's ability to record, process, report and summarize financial information.
- ii) review and discuss with management, the internal auditor and the independent auditor the independent auditor's reports concerning the adequacy of the Company's internal controls over financial reporting.
- iii) review and discuss with management, the internal auditor and the independent auditor management's reports concerning the prevention and detection of fraud against the Company, including reports of any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

### ***Financial Statements and Disclosure of Financial Information***

The Audit Committee shall:

- i) discuss with the independent auditor, and with the internal auditor, in each case, out of the presence of management, if deemed appropriate, (a) the audit process, any problems or difficulties encountered in the course of the performance of the audit, including any restrictions on the independent auditor's activities or access to requested information imposed by management and any significant disagreements with management; and (ii) the Company's internal control over financial reporting, and the budget, staffing and quality of the Company's internal audit function, including any "management" or "internal control" letter issued, or proposed to be issued, by such auditor to the Company and management thereto.
- ii) discuss with management, the internal auditor and the independent auditor the quality and the accountability of the Company's accounting policies and any significant changes to the Company's auditing and accounting principles and practices suggested by the independent auditor, internal audit personnel or management.
- iii) discuss with the independent auditor all alternative accounting treatments of financial information within accounting principles generally accepted that have been discussed with management.
- iv) review and discuss with management, the internal auditor and the independent auditor significant issues with respect to accounting and auditing principles and practices, including critical accounting policies and estimates, any significant changes in the Company's selection or application of accounting principles and any significant issues that may have been raised by management, the internal auditor or the independent auditors as to the adequacy of the Company's internal control over financial reporting and the effect of regulatory and accounting initiatives on the financial statements.
- v) review any material financial or other arrangements of the Company that do not appear in the Company's financial statements, any reports by management, the internal auditor or the independent auditor regarding any such arrangements of the Company that do not appear on the Company's financial statements, and any transactions or courses of dealing with parties that are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties, and that are relevant to an understanding of the Company's financial statements.
- vi) review management's reports evaluating the effectiveness of the Company's disclosure controls and procedures in assuring that material information required to be disclosed in the Company's periodic reports is reported to management, and appropriately processed and summarized by management.
- vii) discuss with management the Company's practices regarding earnings press releases and earnings guidance provided by management to analysts, rating agencies and stockholders.
- viii) discuss with management, the internal auditor and the independent auditor the audited financial statements to be included in any regulatory reports to the appropriate authority, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operation".

- ix) based on its discussions with management, the internal auditor and the independent auditor, and upon receipt of the opinion of the Company's independent auditor on the Company's financial statements, determine what is to be recommended to the Board of Directors with respect to the financial statements and financial reporting.

The Audit Committee also shall:

- i) periodically discuss the Company's guidelines and policies with respect to the process by which the Company undertakes risk assessment and risk management.
- ii) review with management, the internal auditor and the independent auditor any correspondence with regulators or governmental agencies and any employee complaint brought to its attention that raise material issues regarding the Company's financial statements or accounting policies.
- iii) receive reports concerning significant legal and regulatory matters.
- iv) review the Company's policies on ethical business conduct and review reports which concern the monitoring of compliance with such policies.
- v) review reports concerning executive officers' expenses and perquisites, and review reports concerning such officers' compliance with Company policies and procedures in such matters.
- vi) meet at least four times a year or more frequently as circumstances may require.
- vii) exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board of Director;
- viii) make regular reports to the Board of Directors about the Committee's activities.

#### **Relationship with Company's Independent Auditor**

The Company's independent auditor shall make reports directly to the Audit Committee and be accountable to the Audit Committee.

The Company's independent auditor shall periodically, and at least annually, submit to the Committee a formal written statement delineating all relationships between the independent auditor and the Company. Based on such statements the Committee shall discuss with the independent auditor any disclosed relationships or services that might impact the independent auditor's objectivity and independence. The Committee shall also consider whether the independent auditor's provision of non-audit services to the Company is compatible with the maintenance of the auditor's independence.

At least annually the independent auditor shall provide a report to the Audit Committee describing the firm's internal quality-control procedures, any material issues raised by the most recent audit.

The Audit committee shall review the report and the independent auditor's work and evaluate the auditor's qualifications, performance and independence, including a review and evaluation of the lead partner on the independent auditor's engagement with the Company, and present its conclusions to the Board of Directors. The Audit Committee shall assure the regular rotation of the audit engagement team partners to the extent that such rotation is required by law.

#### **Relationship with the Company's Internal Auditor**

The Company's internal auditor shall make reports directly to the Audit Committee and be accountable to the Audit Committee. The Audit Committee shall review the budget, staffing and quality of the Company's internal audit function and the appointment and termination of senior internal audit personnel. The Audit Committee shall review all significant reports to management prepared by internal personnel.

**Limitation on Audit Committee's Role**

While the Audit Committee has the responsibility and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosure are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibility of management and the independent auditor. In carrying out its oversight responsibilities, the Audit Committee does not provide any expert or special assurance as to the Company's financial statements, nor does it provide any professional certification as to the independent auditor's work.

**Report to Shareholders**

Annually the Committee shall cause to be included in the Company's proxy statement the report of the Committee to the Company's shareholders, as required by regulatory bodies.

**Annual Performance Evaluation**

Annually, the Committee shall conduct an evaluation of its performance.

## SCHEDULE "B"

### STOCK OPTION PLAN SIMBERI MINING CORPORATION (The "Corporation")

#### 1. PURPOSE OF THE PLAN

- 1.1 The purpose of the Plan is to attract, retain and motivate persons of training experience and leadership as key service providers to the Corporation and its Subsidiaries, including their directors, officers and employees, and to advance the interests of the Corporation by providing such persons with the opportunity, through share options, to acquire an increased proprietary interest in the Corporation.

#### 2. DEFINED TERMS

Where used herein, the following terms shall have the following meanings, respectively:

- 2.1 **"Affiliate"** means a Company that is affiliated with another Company and a Company is an "Affiliate" of another Company if:

- (i) one of them is the subsidiary of the other, or
- (ii) each of them is controlled by the same Person.

- 2.2 **"Associate"** means, if used to indicate a relationship with a Person:

- (i) a partner of that Person;
- (ii) a trust or estate in which that Person has a substantial beneficial interest or for which that Person serves as trustee or in a similar capacity;
- (iii) a Company of which that Person beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Company; or
- (iv) in the case of an individual:
  - (a) that individual's spouse or child, or
  - (b) a relative of that individual or that individual's spouse if that relative has the same home as the individual,

and for the purpose of this definition, "spouse" includes an individual who is living with another individual in a marriage-like relationship.

- 2.3 **"Board"** shall mean the board of directors of the Corporation;

- 2.4 **"Company"** unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual;

- 2.5 **"Consultant"** means, in relation to the Corporation, an individual (or a Company wholly-owned by Individuals) who:

- (i) provides ongoing consulting services to the Corporation or an Affiliate of the Corporation under a written contract;
- (ii) provides technical, business or management expertise of value to the Corporation or an Affiliate of the Corporation;

- (iii) spends a significant amount of time and attention on the business and affairs of the Corporation or an Affiliate of the Corporation; and
  - (iv) has a relationship with the Corporation or an Affiliate of the Corporation that enables the individual to be knowledgeable about the business and affairs of the Corporation.
- 2.6 **"Corporation"** means Simberi Mining Corporation;
- 2.7 **"Directors"** means directors and senior officers of the Corporation or its subsidiaries;
- 2.8 **"Eligible Person"** means:
- (i) any director, officer or employee of the Corporation or any Subsidiary, or any other Service Provider (an **"Eligible Individual"**); or
  - (ii) a corporation controlled and wholly owned by an Eligible Individual. (an **"Employee Corporation"**);
- 2.9 **"Employee"** means:
- (i) an individual who is considered an employee under the *Income Tax Act* (Canada) (i.e. for whom income tax, employment insurance and CPP deductions must be made at source);
  - (ii) an individual who works full-time for the Corporation providing services normally provided by an employee and who is subject to the same control and direction by the Corporation over the details and methods of work as an employee of the Corporation, but for whom income tax deductions are not made at source; or
  - (iii) an individual who works for a Corporation on a continuing and regular basis for a minimum amount of time per week providing services normally provided by an employee and who is subject to the same control and direction by the Corporation over the details and methods of work as an employee of the Corporation, but for whom income tax deductions are not made at source;
- 2.10 **"Insider"** if used in relation to the Corporation, means:
- (i) a director or senior officer of the Corporation;
  - (ii) a director or senior officer of a Company that is an Insider or subsidiary of the Corporation;
  - (iii) a Person that beneficially owns or controls, directly or indirectly, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Corporation, or
  - (iv) the Corporation itself if it holds any of its own securities.
- 2.11 **"Investor Relations Activities"** means any activities or oral or written communications, by or on behalf of an Issuer or shareholder of the Issuer, that promote or reasonably could be expected to promote the purchase or sale of securities of the Issuer, but does not include:
- (i) the dissemination of information provided, or records prepared, in the ordinary course of business of the Issuer
    - (a) to promote the sale of products or services of the Issuer, or
    - (b) to raise public awareness of the Issuer,
 that cannot reasonably be considered to promote the purchase or sale of securities of the Issuer;
  - (ii) activities or communications necessary to comply with the requirements of:
    - (a) applicable securities laws,

- (b) requirements of the TSX Venture Exchange or the by-laws, rules or other regulatory instruments of any other self regulatory body or exchange having jurisdiction over the Corporation;
  - (iii) communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if:
    - (a) the communication is only through the newspaper, magazine or publication, and
    - (b) the publisher or writer receives no commission or other consideration other than for acting in the capacity of publisher or writer; or
  - (iv) activities or communications that may be otherwise specified by the Canadian Venture Exchange.
- 2.12 **"Management Company Employee"** means an individual employed by a Company or individual providing management services to the Corporation, which are required for the ongoing successful operation of the business enterprise of the Corporation;
- 2.13 **"Market Price"** at any date in respect of the Shares means the closing sale price of the Shares on the TSX Venture Exchange (or other stock exchange on which the Shares are listed and posted for trading from time to time as may be selected for such purpose by the Board) on the trading day immediately preceding such date. In the event that the Shares did not trade on such trading day, the Market Price shall be the average of the bid and ask prices in respect of the Shares at the close of trading on such trading day. In the event that the Shares are not listed and posted for trading on any stock exchange, the Market Price shall be the fair market value of the Shares as determined by the Board in its sole discretion;
- 2.14 **"Option"** means an option to purchase Shares granted to an Eligible Person under the Plan;
- 2.15 **"Option Price"** means the price per Share at which Shares may be purchased under an Option, as the same may be adjusted from time to time in accordance with Article 8 hereof;
- 2.16 **"Optioned Shares"** means the Shares issuable pursuant to an exercise of Options;
- 2.17 **"Optionee"** means an Eligible Person to whom an Option has been granted and who continues to hold such Option;
- 2.18 **"Plan"** means this Simberi Gold Corporation Amended and Restated Stock Option Plan, as the same may be further amended or varied from time to time;
- 2.19 **"Person"** means a Company or individual;
- 2.20 **"Service Provider"** means a Director, Employee or Consultant of the Corporation or any Subsidiary;
- 2.21 **"Shares"** means the common shares of the Corporation or, in the event of an adjustment contemplated by Article 8 hereof, such other shares or securities to which an Optionee may be entitled upon the exercise of an Option as a result of such adjustment; and
- 2.22 **"Subsidiary"** means any corporation which is a subsidiary, as such term is defined in Subsection 1(2) of the *Business Corporations Act* (Ontario), of the Corporation.
- 3. ADMINISTRATION OF THE PLAN**
- 3.1 The Plan shall be administered by the Board.
- 3.2 The Board shall have the power, where consistent with the general purpose and intent of the Plan and subject to the specific provisions of the Plan:
- (a) to establish policies and to adopt rules and regulations for carrying out the purposes, provisions and administration of the Plan;

- (b) to interpret and construe the Plan and to determine all questions arising out of the Plan or any Option, and any such interpretation, construction or determination made by the Board shall be final, binding and conclusive for all purposes;
  - (c) to determine the number of Shares covered by each Option;
  - (d) to determine the Option Price of each Option;
  - (e) to determine the time or times when Options will be granted and exercisable;
  - (f) to determine if the Shares which are issuable on the exercise of an Option will be subject to any restrictions upon the exercise of such Option; and
  - (g) to prescribe the form of the instruments relating to the grant, exercise and other terms of the Options.
- 3.3 The Board may, in its discretion, require as conditions to the grant or exercise of any Option that the Optionee shall have:
- (a) represented, warranted and agreed in form and substance satisfactory to the Corporation that he or she is acquiring and will acquire such Option and the Shares to be issued upon the exercise thereof or, as the case may be, is acquiring such Shares, for his or her own account, for investment and not with a view to or in connection with any distribution, that he or she has had access to such information as is necessary to enable him or her to evaluate the merits and risks of such investment and that he or she is able to bear the economic risk of holding such Shares for an indefinite period;
  - (b) agreed to restrictions on transfer in form and substance satisfactory to the Corporation and to an endorsement on any option agreement or certificate representing the Shares making appropriate reference to such restrictions (including any notation required by any securities regulatory authority, stock exchange or trading facility having jurisdiction); and
  - (c) agreed to indemnify the Corporation in connection with the foregoing.
- 3.4 The Board shall obtain disinterested shareholder approval in the following circumstances:
- (a) in the event of any reduction in the exercise price of any Option granted under the Plan to an Optionee who is an Insider of the Corporation, the Board shall obtain disinterested shareholder approval at the time of the proposed amendment;
  - (b) the number of Shares reserved for issuance under this Plan granted to Insiders exceeds 10% of the outstanding Shares; or
  - (c) the issuance to Insiders within a one year period, of a number of Shares exceeding 10% of the outstanding Shares.
- 3.5 For any Option granted under the Plan to Employees, Consultants or Management Company Employees, the Board shall require the Corporation to represent that the Optionee is a *bone fide* Employee, Consultant or Management Company Employee, as the case may be, of the Corporation or its subsidiary.
- 3.6 Any Option granted under the Plan shall be subject to the requirement that, if at any time counsel to the Corporation shall determine that the listing, registration or qualification of the Shares subject to such Option upon any securities exchange or under any law or regulation of any jurisdiction, or the consent or approval of any securities exchange or any governmental or regulatory body, is necessary as a condition of, or in connection with, the grant or exercise of such Option or the issuance or purchase of Shares thereunder, such Option may not be accepted or exercised in whole or in part unless such listing, registration, qualification, consent or approval shall have been effected or obtained on conditions acceptable to the Board. Nothing herein shall be deemed to require the Corporation to apply for or to obtain such listing, registration, qualification, consent or approval.

3.7 This Plan shall be read and interpreted consistently with all applicable laws, rules, regulations and policies of any securities regulatory authority, stock exchange or trading facility having jurisdiction and, to the extent of any inconsistency between the terms of this Plan and the provisions of such laws, rules, regulations and policies, the provisions of such laws, rules, regulations and policies shall prevail.

#### **4. SHARES SUBJECT TO THE PLAN**

4.1 Upon receipt of all approvals that may be required pursuant to any securities regulatory authority, stock exchange or trading facility having jurisdiction, the Plan will replace the prior existing Stock Option Plan of the Corporation and on the date of receipt of all such approvals, the prior plan will be of no further force and effect. All Options and Option agreements issued under the prior plan shall thereafter be deemed to be issued under this Plan and thereafter shall be governed under this Plan.

4.2 Options may be granted in respect of authorized and unissued Shares, provided that the aggregate number of Shares reserved for issuance upon the exercise of all Options granted under the Plan, subject to any adjustment of such number pursuant to the provisions of Article 8 hereof, shall not exceed the number of Shares equal to ten (10%) percent of the issued and outstanding common shares of the Corporation at any given time or such greater number of Shares as may be determined by the Board and approved, if required, by the shareholders of the Corporation and by any relevant stock exchange or other regulatory authority. No fractional Shares may be purchased or issued under the Plan.

#### **5. ELIGIBILITY; GRANT; TERMS OF OPTIONS**

5.1 Options may be granted to any Eligible Person in accordance with Section 5.2 hereof.

5.2 Options may be granted by the Corporation to the extent that they are approved by the Board.

5.3 Subject as herein and otherwise specifically provided in this Article 5, the number of Shares subject to each Option, the Option Price of each Option, the expiration date of each Option, the extent to which each Option is exercisable from time to time during the term of the Option and other terms and conditions relating to each such Option shall be determined by the Board.

5.4 Each Option granted under this Plan shall be exercisable for a maximum period of five (5) years from the date the Option is granted to the Optionee. Subject to this section 5.4, the Board shall, at the time of granting an Option, determine the time or times when an Option or a part of an Option shall be exercisable.

5.5 Subject to any adjustments pursuant to the provisions of Article 8 hereof, the Option Price of any Option shall in no circumstances be lower than the Market Price on the date on which the grant of the Option is approved by the Board unless otherwise permitted under applicable laws, rules and regulations and the rules of any stock exchange or trading facility through which the Shares may be traded from time to time. If, as and when any Shares have been duly purchased and paid for under the terms of an Option, such Shares shall be conclusively deemed allotted and issued as fully paid non-assessable Shares at the price paid therefore.

5.6 An Option is personal to the Optionee and non-assignable (whether by operation of law or otherwise), except as provided for herein. Upon any attempt to transfer, assign, pledge, hypothecate or otherwise dispose of an Option contrary to the provisions of the Plan, or upon the levy of any attachment or similar process upon an Option, the Option shall, at the election of the Corporation, cease and terminate and be of no further force or effect whatsoever.

5.7 An Optionee may receive grants of no more than 5% of the outstanding Shares of the Corporation in any 12-month period.

5.8 No more than an aggregate of 2% of the issued shares of the Issuer may be granted to an Employee conducting Investor Relations Activities in any 12 month period.

5.9 No more than 2% of the issued shares of the Issuer may be granted to any one Consultant in any 12 month period.

5.10 Options granted to an Optionee who is engaged in Investor Relations Activities shall expire within 30 days after the Optionee ceases to be employed to provide Investor Relations Activities.

5.11 Options granted to Optionees shall vest over a period of 18 months on an equitable (though not necessarily equal) basis as determined by the Board under applicable laws, rules and regulations and the rules of any stock exchange or trading facility through which the Shares may be traded from time to time.

## **6. TERMINATION OF EMPLOYMENT, DEATH**

6.1 Subject to Sections 6.2 and 6.3 hereof and to any express resolution passed by the Board with respect to an Option, an Option and all rights to purchase Shares pursuant thereto shall expire and terminate immediately upon the Optionee who holds such Option ceasing to be an Eligible Person.

6.2 If, before the expiry of an Option in accordance with the terms thereof, an Optionee (except in the case of an Optionee engaged in Investor Relations Activities - see section 5.8) shall cease to be an Eligible Person (an "Event of Termination") for any reason other than the termination for "cause" of his or her employment with the Corporation or any Subsidiary then the Optionee may:

- (a) exercise the Option to the extent that he or she was entitled to do so at the time of such Event of Termination, at any time up to and including, but not after, the 30<sup>th</sup> day after the date of such Event of Termination, or prior to the close of business on the expiration date of the Option, whichever is earlier; and
- (b) with the prior written consent of the Board, which consent may be withheld arbitrarily in the Corporation's sole discretion, exercise the Option to the extent that he or she was entitled to do so at the time of such Event of Termination at any time up to and including, but not after, the 90<sup>th</sup> day after the date of such Event of Termination, or prior to the close of business on the expiration date of the Option, whichever is earlier, to purchase all or any of the Optioned Shares as the Board may designate but not exceeding the number of Optioned Shares the Optionee would have otherwise been entitled to purchase pursuant to the Option had the Optionee's status as an Eligible Person been maintained for the term of the Option.

6.3 If an Optionee dies before the expiry of an Option in accordance with the terms thereof, the Optionee's legal representative(s) may, subject to the terms of the Option and the Plan:

- (a) exercise the Option to the extent that the Optionee was entitled to do so at the date of his or her death at any time up to and including, but not after, the date which is one year after the date of death of the Optionee, or prior to the close of business on the expiration date of the Option, whichever is earlier; and
- (b) with the prior written consent of the Board, exercise at any time up to and including, but not after, the date which is one year after the date of death of the Optionee, or prior to the close of business on the expiration date of the Option, whichever is earlier, any part of the Option which was not exercisable at the time of the Optionee's death to purchase all or any of the Optioned Shares as the Board may designate but not exceeding the number of Optioned Shares the Optionee would have otherwise been entitled to purchase had the Optionee survived.

6.4 For greater certainty, Options shall not be affected by any change of employment of the Optionee or by the Optionee ceasing to be a director of the Corporation provided that the Optionee continues to be an Eligible Person.

6.5 For the purposes of this Article 6, a determination by the Corporation that an Optionee was discharged for "cause" shall be binding on the Optionee; provided, however, that such determination shall not be conclusive of the Optionee's potential entitlement to damages for the loss of the right to exercise an Option in the event that a court of competent jurisdiction ultimately determines that the discharge was without "cause".

6.6 If the Optionee is an Employee Corporation, the references to the Optionee in this Article 6 shall be deemed to refer to the Eligible Individual associated with the Employee Corporation.

6.7 If an Optionee has been terminated "for cause" or does not exercise his or her options in accordance with the provisions of sections 6.2 or 6.3 as the case may be, the number of options not exercised shall be added to the number of options remaining available to be granted under the Plan.

## **7. EXERCISE OF OPTIONS**

- 7.1 Subject to the provisions of the Plan, an Option may be exercised from time to time by delivery to the Corporation at its registered office of a written notice of exercise addressed to the Secretary of the Corporation specifying the number of Shares with respect to which the Option is being exercised and accompanied by payment in full, by cash or certified cheque, of the Option Price of the Shares then being purchased. Certificates for such Shares shall be issued and delivered to the Optionee within a reasonable time following the receipt of such notice and payment.
- 7.2 Notwithstanding any of the provisions contained in the Plan or in any Option, the Corporation's obligation to issue Shares to an Optionee pursuant to the exercise of any Option shall be subject to:
- (a) completion of such registration or other qualification of such Shares or obtaining approval of such governmental or regulatory authority as the Corporation shall determine to be necessary or advisable in connection with the authorization, issuance or sale thereof;
  - (b) the admission of such Shares to listing on any stock exchange on which the Shares may then be listed;
  - (c) the receipt from the Optionee of such representations, warranties, agreements and undertakings, as the Corporation determines to be necessary or advisable in order to safeguard against the violation of the securities laws of any jurisdiction; and
  - (d) the satisfaction of any conditions on exercise prescribed pursuant to Section 3.4 hereof.
- 7.3 Options shall be evidenced by a share option agreement, instrument or certificate in such form not inconsistent with this plan as the Board may from time to time determine as provided for under Subsection 3.2 (g), provided that the substance of Article 5 be included therein.

## **8. CERTAIN ADJUSTMENTS**

- 8.1 In the event of any subdivision or redivision of the Shares into a greater number of Shares at any time after the grant of an Option to any Optionee and prior to the expiration of the term of such Option, the Corporation shall deliver to such Optionee at the time of any subsequent exercise of his or her Option in accordance with the terms hereof, in lieu of the number of Shares to which he or she was theretofore entitled upon such exercise, but for the same aggregate consideration payable therefore, such number of Shares as such Optionee would have held as a result of such subdivision or redivision if, on the record date thereof, the Optionee had been the registered holder of the number of Shares to which he or she was theretofore entitled upon such exercise.
- 8.2 In the event of any consolidation of the Shares into a lesser number of Shares at any time after the grant of an Option to any Optionee and prior to the expiration of the term of such Option, the Corporation shall deliver to such Optionee at the time of any subsequent exercise of his or her Option in accordance with the terms hereof, in lieu of the number of Shares to which he or she was theretofore entitled upon such exercise, but for the same aggregate consideration payable therefore, such number of Shares as such Optionee would have held as a result of such consolidation if, on the record date thereof, the Optionee had been the registered holder of the number of Shares to which he or she was theretofore entitled upon such exercise.
- 8.3 If at any time after the grant of an Option to any Optionee and prior to the expiration of the term of such Option, the Shares shall be reclassified, reorganized or otherwise changed, otherwise than as specified in Sections 8.1 and 8.2 or, subject to the provisions of Subsection 9.2(a) hereof, the Corporation shall consolidate, merge or amalgamate with or into another corporation (the corporation resulting or continuing from such consolidation, merger or amalgamation being herein called the "Successor Corporation"), or the Corporation shall pay a stock dividend (other than any dividends in the ordinary course), the Optionee shall be entitled to receive upon the subsequent exercise of his or her Option in accordance with the terms hereof and shall accept in lieu of the number of Shares to which he or she was theretofore entitled upon such exercise but for the same aggregate consideration payable therefore, the aggregate number of shares of the appropriate class and/or other securities of the Corporation or the Successor Corporation (as the case may be) and/or other consideration from the Corporation or the Successor Corporation (as the case may be) that the Optionee would have been entitled to receive as a result of such reclassification, reorganization or other change or, subject to the provisions of Subsection 9.2(a) hereof, as a result of such consolidation, merger, amalgamation, or stock dividend, if on the record date of such reclassification, reorganization, other change

or stock dividend, or the effective date of such consolidation, merger or amalgamation or dividend payment, as the case may be, he or she had been the registered holder of the number of Shares to which he or she was theretofore entitled upon such exercise.

- 8.4 In the event the Corporation should declare and pay a special cash dividend or other distribution out of the ordinary course, a special dividend in specie on the Shares, or a stock dividend other than in the ordinary course, the Option Price of all Options outstanding on the record date of such dividend or other distribution shall be reduced by an amount equal to the cash payment or other distribution or the fair market value of the dividend in specie or stock dividend or other distribution, as determined by the Board in its sole discretion. Any such reduction in the Option Price shall be subject to regulatory approval and the Option Price shall not be less than \$0.01 per Share.

**9. AMENDMENT OR DISCONTINUANCE OF THE PLAN**

- 9.1 The Board may amend or discontinue the Plan at any time, provided, however, that no such amendment may materially and adversely affect any Option previously granted to an Optionee without the consent of the Optionee, except to the extent required by law. Any such amendment shall, if required, be subject to the prior approval of, or acceptance by, any stock exchange on which the Shares are listed and posted for trading.

- 9.2 Notwithstanding anything contained to the contrary in this Plan or in any resolution of the Board in implementation thereof:

- (a) in the event the Corporation proposes to amalgamate, merge or consolidate with any other corporation (other than a wholly-owned Subsidiary) or to liquidate, dissolve or wind-up, or in the event an offer to purchase or repurchase the Shares of the Corporation or any part thereof shall be made to all or substantially all holders of Shares of the Corporation, the Corporation shall have the right, upon written notice thereof to each Optionee holding Options under the Plan, to permit the exercise of all such Options within the 20 day period next following the date of such notice and to determine that upon the expiration of such 20 day period, all rights of the Optionees to such Options or to exercise same (to the extent not theretofore exercised) shall *ipso facto* terminate and cease to have further force or effect whatsoever;
- (b) in the event of the sale by the Corporation of all or substantially all of the assets of the Corporation as an entirety or substantially as an entirety so that the Corporation shall cease to operate as an active business, any outstanding Option may be exercised as to all or any part of the Optioned Shares in respect of which the Optionee would have been entitled to exercise the Option in accordance with the provisions of the Plan at the date of completion of any such sale at any time up to and including, but not after the earlier of: (i) the close of business on that date which is thirty (30) days following the date of completion of such sale; and (ii) the close of business on the expiration date of the Option; but the Optionee shall not be entitled to exercise the Option with respect to any other Optioned Shares; and
- (c) subject to the rules of any relevant stock exchange or other regulatory authority, the Board may, by resolution, advance the date on which any Option may be exercised or extend the expiration date of any Option. The Board shall not, in the event of any such advancement or extension, be under any obligation to advance or extend the date on or by which Options may be exercised by any other Optionee.

Notwithstanding the provisions of this Article 9, should changes be required to the Plan by any securities commission, stock exchange or other governmental or regulatory body of any jurisdiction to which the Plan or the Corporation now is or hereafter becomes subject, such changes shall be made to the Plan as are necessary to conform with such requirements and, if such changes are approved by the Board, the Plan as amended, shall be filed with the records of the Corporation and shall remain in full force and effect in its amended form as of and from the date of its adoption by the Board.

**10. MISCELLANEOUS PROVISIONS**

- 10.1 An Optionee shall not have any rights as a shareholder of the Corporation with respect to any of the Shares covered by such Option until the date of issuance of a certificate for Shares upon the exercise of such Option, in full or in part, and then only with respect to the Shares represented by such certificate or certificates. Without in any way limiting the generality of the foregoing, no adjustment shall be made for dividends or other rights for which the record date is prior to the date such share certificate is issued.
- 10.2 Nothing in the Plan or any Option shall confer upon an Optionee any right to continue or be re-elected as a director of the Corporation or any right to continue in the employ of the Corporation or any Subsidiary, or affect in any way the right of the Corporation or any Subsidiary to terminate his or her employment at any time; nor shall anything in the Plan or any Option be deemed or construed to constitute an agreement, or an expression of intent, on the part of the Corporation or any Subsidiary to extend the employment of any Optionee beyond the time which he or she would normally be retired pursuant to the provisions of any present or future retirement plan of the Corporation or any Subsidiary, or beyond the time at which he or she would otherwise be retired pursuant to the provisions of any contract of employment with the Corporation or any Subsidiary.
- 10.3 Notwithstanding Section 5.6 hereof, Options may be transferred or assigned between an Eligible Individual and the related Employee Corporation provided the assignor delivers notice to the Corporation prior to the assignment.
- 10.4 The Plan and all matters to which reference is made herein shall be governed by and interpreted in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

**11. SHAREHOLDER AND REGULATORY APPROVAL**

- 11.1 The Plan shall be subject to ratification by the shareholders of the Corporation to be effected by a resolution passed at a meeting of the shareholders of the Corporation, and to acceptance by any other relevant regulatory authority. Any Options granted prior to such ratification and acceptance shall be conditional upon such ratification and acceptance being given and no such Options may be exercised unless and until such ratification and acceptance are given.