

BLACK BULL RESOURCES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

AND

MANAGEMENT INFORMATION CIRCULAR

**Meeting Date:
Thursday, May 22, 2008
9:00 am (Atlantic Time)**

**The Prince George Hotel
1725 Market Street
Halifax, Nova Scotia**

BLACK BULL RESOURCES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual and Special Meeting ("Meeting") of the Shareholders of Black Bull Resources Inc. (the "Corporation") will be held at The Prince George Hotel, 1725 Market Street, Halifax, Nova Scotia, on Thursday, May 22, 2008, at 9:00 am (Atlantic Time) for the purposes of:

- (a) receiving and considering the audited financial statements of the Corporation for the year ended September 30, 2007, and the report of its auditors;
- (b) electing the directors for the ensuing year;
- (c) appointing Deloitte & Touche LLP, Chartered Accountants, as the Corporation's auditor for the ensuing year and authorizing the directors to fix their remuneration;
- (d) considering and, if thought fit, approving the amendment of the Corporation's Stock Option Plan to increase the maximum number of Common Shares issuable pursuant to the Plan from 5,499,121 Common Shares to a maximum of 9,000,000 (approximately 9.9% of the issued and outstanding shares of the Corporation) as set out in the Information Circular that accompanies this Notice;
- (e) considering and, if deemed advisable, approving the continuance of the Corporation under the *Canada Business Corporations Act*; and
- (f) transacting such other business as may properly come before the Meeting or any adjournment thereof.

DATED: March 31, 2008

By Order of the Board of Directors

"Wayne Mailloux"

J. Wayne Mailloux,
Chairman

Only shareholders of record at the close of business on April 21, 2008, are entitled to receive notice of the Meeting and, except as noted in the attached Information Circular, to vote at the Meeting.

To assure your representation at the Meeting as a **Registered Shareholder**, PLEASE SIGN AND RETURN THE ACCOMPANYING FORM OF PROXY to CIBC Mellon Trust Company, PO Box 721, Agincourt, Ontario, M1S 0A1, or by facsimile to 416-368-2502, not less than 48 hours before the Meeting or any adjournment thereof.

Non-Registered Shareholders whose shares are registered in the name of an intermediary should carefully follow the voting instructions provided by the intermediary. A more detailed description on returning proxies by non-registered shareholders can be found beginning on page 2 of the attached Information Circular.

TABLE OF CONTENTS

PROXY RELATED INFORMATION	1
SOLICITATION OF PROXIES	1
APPOINTMENT AND REVOCATION OF PROXIES	1
VOTING OF PROXIES	3
INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS	4
VOTING SHARES AND PRINCIPAL SHAREHOLDERS	4
PARTICULARS OF MATTERS TO BE ACTED UPON	5
ELECTION OF DIRECTORS	5
APPOINTMENT OF AUDITOR	7
STOCK OPTION PLAN AMENDMENT	7
CONTINUANCE UNDER CANADA BUSINESS CORPORATIONS ACT	8
<i>Required Shareholder Approval and Conditions</i>	8
<i>Reasons for the Proposed Continuance</i>	8
<i>CBCA versus ABCA</i>	9
<i>Effects of Continuance</i>	10
<i>Articles of Continuance</i>	10
<i>By-Laws</i>	10
<i>Dissent Rights</i>	11
INFORMATION CONCERNING THE CORPORATION	11
STATEMENT OF EXECUTIVE COMPENSATION	11
<i>Summary Compensation Table</i>	12
<i>Options/SARs Granted During the Most Recently Completed Fiscal Year</i>	12
<i>Aggregated Option/SAR Exercises during the Most Recently Completed Fiscal Year and the Fiscal Year End</i>	
<i>Option/SAR Values</i>	13
<i>Termination of Employment, Change in Responsibilities and Employment Contracts</i>	14
<i>Compensation of Directors</i>	14
<i>Human Resources Committee</i>	14
SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS	15
MANAGEMENT CONTRACTS	15
INDEBTEDNESS OF DIRECTORS AND OFFICERS	16
AUDIT COMMITTEE	16
<i>Audit Committee Charter</i>	16
<i>Composition of Audit Committee</i>	16
<i>Audit Committee Oversight</i>	16
<i>Reliance of Certain Exemptions</i>	16
<i>Pre-Approval Policies and Procedures</i>	16
<i>External Auditor Service Fees</i>	17
<i>Exemption</i>	17
DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES	17
<i>Board of Directors</i>	17
<i>Directorship</i>	18
<i>Orientation and Continuing Education</i>	18
<i>Ethical Business Conduct</i>	18
<i>Nomination of Directors</i>	19
<i>Compensation</i>	19
<i>Other Board Committees</i>	19
<i>Assessments</i>	19
FINANCIAL STATEMENTS AND ADDITIONAL INFORMATION	20
PROPOSALS BY SHAREHOLDERS	20
OTHER BUSINESS	20
APPROVAL AND CERTIFICATION	20

APPENDIX A: CONTINUANCE RESOLUTIONI

**APPENDIX B: DISSENT RIGHTS UNDER THE BUSINESS CORPORATIONS ACT
(ALBERTA)..... VII**

APPENDIX C: AUDIT COMMITTEE CHARTER.....XIII

BLACK BULL RESOURCES INC.

MANAGEMENT INFORMATION CIRCULAR

FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 22, 2008

PROXY RELATED INFORMATION

SOLICITATION OF PROXIES

This management information circular ("Information Circular") is provided in connection with the solicitation of proxies by management of Black Bull Resources Inc. (the "Corporation") for the 2008 Annual and Special Meeting of Shareholders of the Corporation (the "Meeting") to be held on May 22, 2008, at The Prince George Hotel, 1725 Market Street, Halifax, Nova Scotia at 9:00 am (Atlantic Time) and at any adjournment thereof.

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone or facsimile, at a nominal cost. In accordance with National Instrument 54-101 "*Communications with Beneficial Owners of Securities and Reporting Issuers*", arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees, and fiduciaries to forward solicitation materials to the beneficial owners of common shares of the Corporation ("Common Shares") held by such persons and the Corporation may reimburse such person for reasonable fees and disbursements incurred by them in doing so. The cost of such solicitation will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

General

Shareholders of the Corporation may be "Registered Shareholders" or "Non-Registered Shareholders". If Common Shares are registered in the name of an intermediary and not registered in the Shareholder's name, they are said to be owned by a "Non-Registered Shareholder". An intermediary is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates. The instructions provided below set forth the different procedures for voting Common Shares at the Meeting to be followed by "Registered Shareholders" and "Non-Registered Shareholders".

The persons named in the enclosed instrument appointing proxies are Officers and Directors of the Corporation. **Shareholders have the right to appoint a nominee (who need not be a Shareholder) to represent them at the Meeting other than the persons designated in the enclosed Form of Proxy.** Shareholders who have given a proxy also have the right to revoke it insofar as it has not been exercised. The right to appoint an alternate proxy holder and the right to revoke a proxy may be exercised by following the procedures set out below under "*Registered Shareholders*" or "*Non-Registered Shareholders*", as applicable.

Registered Shareholders

Registered Shareholders have two methods by which they can vote their Common Shares at the Meeting; namely, in person or by proxy. To assure representation at the Meeting, Registered Shareholders are encouraged to return the proxy included with this Information Circular. Sending in a proxy will not prevent a Registered Shareholder from voting in person at the Meeting. His vote will be taken and voted at the Meeting. Registered Shareholders who do not plan to attend the Meeting or do not wish to vote in person can vote by proxy.

A Form of Proxy will not be valid for the Meeting or any adjournment of the Meeting unless it is completed and signed by the Shareholder or by his attorney authorized in writing and delivered to CIBC Mellon Trust Company, PO Box 721, Agincourt, Ontario, M1S 0A1, or by facsimile to 416-368-2502, not less than 48 hours before the Meeting or any adjournment of the Meeting.

To exercise the right to appoint a person or company to attend and act for a Registered Shareholder at the Meeting, such Shareholder must strike out the names of the persons designated on the enclosed instrument appointing proxy and insert the name of the alternate appointee in the blank space provided for that purpose.

In addition to revocation in any other manner permitted by law, a Shareholder who has given a Proxy may revoke it, any time before it is exercised, by instrument in writing executed by the Shareholder or by his attorney authorized in writing and deposited either at the offices of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of the Meeting, at which time the Proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting, or any adjournment of the Meeting.

Non-Registered Shareholders

The information set forth in this section is of importance to many Shareholders of the Corporation, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to in this Information Circular as "Non-Registered Shareholders") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the Registered Holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then, in almost all cases, those shares will not be registered in the Shareholder's name on the records of the Corporation. Such shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for securities, which company acts as a nominee for many Canadian brokerage firms). Common Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Non-Registered Shareholder. Without specific instructions, a broker and its agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, Non-Registered Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory rules require intermediaries/brokers to seek voting instructions from Non-Registered Shareholders in advance of Shareholders' Meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Non-Registered Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the Form of Proxy supplied to a Non-Registered Shareholder by its broker (or the agent of the broker) is identical to the Form of Proxy provided to Registered Shareholders. However, its purpose is limited to instructing the Registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Non-Registered

Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to ADP Investor Communications ("ADP"). ADP typically prepares a machine readable voting instruction form, mails those forms to the Non-Registered Shareholders, and asks Non-Registered Shareholders to return those forms to ADP or otherwise communicate voting instructions to ADP (by way of internet or telephone for example). ADP then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Non-Registered Shareholder receiving a voting instruction form cannot use that form to vote Common Shares directly at the Meeting.**

Non-Registered Shareholders who receive Meeting Materials will typically be given the ability to provide voting instructions in one of two ways:

- (a) Usually, a Non-Registered Shareholder will be given a voting instruction form which must be completed and signed by the Non-Registered Shareholder in accordance with the instructions provided by the intermediary. In this case, the mechanisms described above for Registered Shareholders cannot be used and the instructions provided by the intermediary must be followed; and
- (b) Occasionally, a Non-Registered Shareholder will be given a proxy that has already been signed by the intermediary. This form of proxy is restricted to the number of Common Shares owned by the Non-Registered Shareholder but is otherwise not completed. This form of proxy does not need to be signed by the Non-Registered Shareholder but must be completed by the Non-Registered Shareholder and returned to CIBC Mellon Trust Company in the manner described above for Registered Shareholders.

The purpose of these procedures is to allow Non-Registered Shareholders to direct the voting proxy of the Common Shares that they own but are not registered in their name. Should a Non-Registered Shareholder who receives either a form of proxy or voting instruction form wish to attend and vote at the Meeting in person (or have another person attend and vote on their behalf), the Non-Registered Shareholder should strike out the names of the persons designated on the enclosed form of proxy and insert the Non-Registered Shareholder's name (or the name of his alternate appointee) in the blank space provided for that purpose, or in the case of a voting instruction form, follow the instructions provided by the intermediary. **In either case, Non-Registered Shareholders should carefully follow the instructions provided by the intermediary.**

To exercise the right to revoke a proxy, a Non-Registered Shareholder who has completed a proxy (or a non-voting instruction form, as applicable), should carefully follow the instructions provided by the intermediary.

Proxies returned by intermediaries as "non-votes" because the intermediary has not received instructions from the Non-Registered Shareholder with respect to the voting shares or, under applicable stock exchange or other rules, the intermediary does not have the discretion to vote the shares on one or more of the matters that come before the Meeting), will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Common Shares represented by such "non-votes" will, however, be counted in determining whether there is a quorum.

VOTING OF PROXIES

The persons named in the enclosed Form of Proxy are Directors and Officers of the Corporation and have indicated their willingness to represent as Proxy the Shareholder who appoints them. Each Shareholder may instruct his Proxy how to vote or withhold from voting his shares by completing the Form of Proxy.

The person indicated in the accompanying Proxy shall vote the shares in respect of which they are appointed in accordance with the direction of the Shareholder appointing them. **In the absence of such direction, the shares shall be voted in favour of:**

- (a) **the election of the persons proposed to be nominated as directors; and**
- (b) **the appointment of Deloitte & Touche LLP, Chartered Accountants, as auditor of the Corporation for the ensuing year.**

The enclosed Form of Proxy confers discretionary authority upon the person indicated in the Proxy with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the time of printing of the Information Circular, the management of the Corporation knows of no such amendments, variations, or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting and the Information Circular. If any matters which are not now known to the Directors and Officers of the Corporation should properly come before the Meeting, the persons named in the accompanying Form of Proxy will vote on such matters in accordance with their best judgment.

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

No Directors or Officers of the Corporation, who have held the position at any time since the beginning of the last completed financial year of the Corporation, nor any proposed nominee of management for election as a director nor any principal shareholder of the Corporation nor any known associates and affiliates of such persons have any direct or indirect material interest in any transaction involving the Corporation, or its subsidiary, in the last fiscal year or in any proposed material transaction, or in matters to be acted upon at the Meeting, other than the election of directors, any interest from the ownership of Common Shares, the transactions referred to under the heading "Executive Compensation," the Related Party Transactions described in the Notes to the Financial Statements (in the Annual Report), or as otherwise disclosed herein, except that Directors and Officers may participate in the Corporation's amended stock option plan. See "Particulars of Matters to be Acted Upon - Stock Option Plan Amendment". The Annual Report is available on the Corporation's website www.blackbullresources.com and through the SEDAR website at www.sedar.com.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

The authorized capital of the Corporation consists of an unlimited number of Common Shares, and an unlimited number of first preferred shares and second preferred shares, of which 90,853,271 Common Shares were issued and outstanding at the date of this Information Circular.

Each Common Share entitles the holder of the Common Share to one vote on all matters to come before the Meeting. No group of Shareholders has the right to elect a specified number of directors nor are there cumulative or similar voting rights attached to the Common Shares of the Corporation. The Directors of the Corporation have fixed April 21, 2008, as the Record Date for determination of the persons entitled to receive notice of the Meeting.

Shareholders as of the Record Date are entitled to vote their Common Shares except to the extent that they have transferred the ownership of any of their shares after the Record Date. The transferees of those Common Shares must produce properly endorsed share certificates or otherwise establish that they own the shares, and

demand, not later than 10 days before the Meeting, that their name be included in the Shareholder List before the Meeting, in which case the transferees are entitled to vote their Common Shares at the Meeting.

To the knowledge of the Directors and Officers of the Corporation, the only persons beneficially owning, directly or indirectly, shares carrying more than 10 percent of the voting rights attached to all shares of the Corporation as of the date of this Information Circular are:

Name and Municipality of Residence	Number of Shares Owned or Controlled Directly or Indirectly	Percentage of Outstanding Voting Shares
Firebird Global Master Fund II, Ltd., Cayman Islands	10,450,000	11.94%
Pinetree Resource Partnership, Toronto	10,000,000	11.01%
Donald A. Wright, Toronto	16,600,000	18.27%

PARTICULARS OF MATTERS TO BE ACTED UPON

ELECTION OF DIRECTORS

At the Meeting it is proposed that seven Directors be elected to serve until the next Annual General Meeting or until their successors are elected or appointed in accordance with the *Business Corporations Act* (Alberta) and the By-laws of the Corporation.

The Corporation is required to have a minimum of three directors and a maximum of eleven directors. The following table indicates the names of seven nominees for Directors and the date each such person first became a Director, the principal occupation of each such person, and the number of shares of the Corporation beneficially owned or controlled (either directly or indirectly) by each such person. The information as to residence, principal occupation and number of shares beneficially owned by the nominees (directly or indirectly or over which control or direction is exercised) is not within the knowledge of Management of the Corporation and has been furnished by the respective nominees. The Board of Directors is required to appoint an Audit Committee, the current and proposed members of which are indicated in the table. The term of office of each Director will be until the next annual general meeting of the Shareholders of the Corporation or until the position is otherwise vacated.

Unless the Proxy specifically instructs the Proxyholder to withhold such vote, Common Shares represented by the Proxies hereby solicited shall be voted for the election of the nominees whose names are set forth below. If, prior to the Meeting, any of the listed nominees should become unavailable to serve, the persons designated in the enclosed instrument appointing proxy will have the right to use their discretion in voting for a properly qualified substitute. Greater than 50% of the votes cast by Shareholders present in person or by proxy are required to elect the directors.

Name, Residence, Date First Became a Director	Principal Occupation During the Past 5 Years and Other Information	Current Position(s) with the Corporation	Common Shares Owned, Controlled and/or Directed ⁽¹⁾ ₍₇₎
George T.H. Cooper ⁽³⁾⁽⁴⁾ Halifax, Nova Scotia July 27, 2001	Barrister and Solicitor with McInnes Cooper since 1967. Director of Stora Enso Port Hawkesbury Ltd., a paper manufacturer, from 1985 to Dec. 21, 2007. Director of Dover Mills Ltd., a flour milling company, since 1998. Trustee of Impax Energy Services Income Trust, listed on the TSX, since 2006.	Director	506,599
James W. Gogan ⁽²⁾⁽³⁾⁽⁴⁾ New Glasgow, Nova Scotia May 7, 2004	President of High Street Investments Limited since 1976. Chairman of the Saint Francis Xavier University Foundation.	Director	433,333
Joseph MacDonald ⁽³⁾⁽⁴⁾⁽⁵⁾ Judique, Nova Scotia October 31, 2002	Retired in 2000 as Senior Vice President with Stora Enso North America, a paper manufacturer.	Director and VP Sales & Marketing	358,533
J. Wayne Mailloux ⁽³⁾⁽⁴⁾⁽⁵⁾ Scottsdale, Arizona, USA May 7, 2004	Retired in 2004 after a lengthy career as a senior executive of PepsiCo, serving lastly as SVP Global Sales at headquarters in New York, and prior to that as President of Pepsi Cola Europe/Africa in London and President of Pepsi Cola Canada in Toronto.	Director	1,466,666
Richard J. Shearer ⁽⁵⁾ Berkeley Springs, West Virginia, USA January 19, 2006	Retired in 2003 as President and Chief Operating Officer of U.S. Silica Company, Berkley Springs, West Virginia. Thereafter, became a Business Director at Excell Minerals, Pittsburgh, Pennsylvania.	Director, President and CEO	333,333
David L. Wood ⁽²⁾ White Rock, British Columbia June 3, 1997	Founder and President of Zenith Appraisal & Land Consulting Ltd., a privately-owned Alberta consulting company, since 1978. President of Double Check Consulting Inc., a private consulting company, since 1994. Director of Iplayco Corporation Ltd., a playground equipment designing and manufacturing company, since 1999. Director and President of Lander Energy Corporation, a public company listed on the TSX-Venture Exchange, since Dec 2007.	Director	2,340,657 ⁽⁶⁾
Donald A. Wright ⁽²⁾ Toronto, Ontario May 7, 2004	Chairman and Chief Executive Office of TD Securities Inc. from 1998 to 2002 and Deputy Chairman of TD Bank Financial Group from 2001 to 2002. Since retiring from TD Bank Financial Group in November 2002, has been involved in private and public equity investments. Currently the President and CEO of The Winnington Capital Group Inc., an investment counsel & portfolio management company. Chairman of the Board of Directors of VIA Rail Canada Inc., Fralex Therapeutics Inc. and Richards Packaging Inc., Chairman of the Board of Trustees of Richards Packaging Income Fund, member of the Board of Trustees of GMP Capital Trust, member of the Board of Directors of DHX Media Ltd. and Saxon Energy Services Inc., member of the Board of Trustees of The Hospital for Sick Children and a member of the Royal Ontario Museum Governors' Finance Committee.	Director	16,600,000

Notes:

- (1) The information as to residence, principal occupation and number of shares beneficially owned by the nominees (directly or indirectly or over which control or direction is exercised) is not within the knowledge of Management of the Corporation and has been furnished by the respective nominees, as of the date of this Information Circular.
- (2) Current and proposed members of the Corporation's Audit Committee.
- (3) Current and proposed members of the Corporation's Human Resources Committee.
- (4) Current and proposed members of the Corporation's Corporate Governance Committee.
- (5) Current and proposed members of the Corporation's Strategy and Planning Committee.
- (6) Of these shares, 348,050 are held indirectly through Double Check Consulting Ltd., a private company in which Mr. David Wood is a minority Shareholder, and a further 317,454 shares are held indirectly through Zenith Appraisal & Land Consulting Ltd., a private company controlled by Mr. Wood.
- (7) See also "Statement of Executive Compensation" for information concerning options granted to Directors.

APPOINTMENT OF AUDITOR

The management of the Corporation proposes to nominate the Corporation's existing Auditor, Deloitte & Touche LLP, Chartered Accountants, as Auditor for the Corporation until the next Annual General Meeting of Shareholders at remuneration to be fixed by the Directors. Deloitte & Touche LLP has been the Corporation's Auditor since April 13, 1999.

It is intended that all proxies received will be voted in favour of the appointment of Deloitte & Touche LLP as Auditor of the Corporation, unless a Proxy contains instructions to withhold the same from voting. Greater than 50% of the votes cast by Shareholders present in person or by proxy are required to appoint the Auditor of the Corporation.

STOCK OPTION PLAN AMENDMENT

The Corporation has a Stock Option Plan (the "Plan") which was approved by the shareholders on February 17, 2005 and has been accepted by the TSX Venture Exchange (the "Exchange"). Under the Plan the maximum number of Common Shares issuable for stock options is 5,499,121 Common Shares. In accordance with the policies of the Exchange, the maximum number of Common Shares issuable under the Plan can be increased with shareholder approval provided the maximum Common Shares issuable under the Plan does not exceed 20% of the issued and outstanding Common Shares. Pending approval of an amendment to the Plan by the Shareholders, the Board of Directors granted 481,546 options above the existing maximum as part of executive employment compensation packages. It is proposed that the maximum number of Common Shares issuable under the Plan be increased from 5,499,121 Common Shares to 9,000,000 Common Shares, which is presently approximately 9.9% of issued and outstanding Common Shares.

The Shareholders will be asked to consider, and, if appropriate, to approve with or without amendment the following resolution:

IT IS RESOLVED THAT, subject to any necessary regulatory approval, the Corporation's Stock Option Plan be amended to increase the maximum number of Common Shares issuable pursuant to the Plan from 5,499,121 Common Shares to 9,000,000 Common Shares issuable under the Plan.

It is intended that all proxies received will be voted in favour of the appointment of the resolution to amend the Plan, unless a Proxy contains instructions to withhold the same from voting. Greater than 50% of the votes cast by Shareholders present in person or by proxy are required to approve this resolution.

CONTINUANCE UNDER CANADA BUSINESS CORPORATIONS ACT

Required Shareholder Approval and Conditions

At the Meeting, the Shareholders will be asked to consider and, if deemed advisable, to pass a special resolution (the "Continuance Resolution") substantially in the form set out in Appendix A attached hereto, to continue the Corporation from the *Business Corporations Act* (Alberta) ("ABCA"), which currently governs its affairs, to the *Canada Business Corporations Act* ("CBCA") (the "Continuance").

If the Continuance is approved at the Meeting, subject to the discretion of the Board of Directors to decide otherwise, the Corporation will seek approval of the Director under the ABCA to apply to the Registrar under the CBCA for continuance of the Corporation, as required by Section 189 of the ABCA. To approve the Continuance, the Registrar under the ABCA must be satisfied that no creditors or shareholders will be adversely affected by the Continuance.

The Corporation intends to file articles of continuance pursuant to Section 187 of the CBCA (the "Articles of Continuance"), as set out in Schedule 1 to Appendix A attached hereto, to continue the Corporation under the provisions of the CBCA as soon as practicable after the Meeting. Subject to such filings and the approval of the Shareholders at the Meeting and the TSX Venture Exchange (the "TSXV"), the Continuance will be effective on the date of the certificate of continuance, which shall be issued by the Director under the CBCA upon receipt of Articles of Continuance pursuant to Subsection 187(4) of the CBCA. The ABCA will cease to apply to the Corporation on the effective date of the Continuance.

Notwithstanding the approval of the Continuance by the Shareholders, the Board may, without further approval of the Shareholders, abandon the application for Continuance at any time prior to the issuance of a certificate of continuance by the Director under the CBCA.

The directors of the Corporation believe that the Continuance is in the Corporation's best interest and recommend that the Shareholders approve the Continuance. **It is intended that all proxies received will be voted in favour of the Continuance Resolution, unless a proxy contains instructions to vote against the Continuance Resolution. To be effective, the Continuance Resolution must be passed by a majority of not less than two-thirds of the votes of Shareholders present in person or by proxy.** If the Continuance Resolution is passed, the Corporation will seek the approval of the TSX Venture Exchange (the "TSXV") to the Continuance prior to completion, as required under the rules and policies of the TSXV.

Reasons for the Proposed Continuance

Management believes that the Continuance of the Corporation under the CBCA is appropriate given the multi-jurisdictional scope of the Corporation's business, and the fact that the Corporation's head office moved from Alberta to Nova Scotia.

Management is of the view that the CBCA is consistent with corporate legislation in most other Canadian jurisdictions and will provide Shareholders with substantially the same rights that are available to Shareholders under the ABCA, including rights of dissent and appraisal, and rights to bring derivative actions and oppression actions.

CBCA versus ABCA

The ABCA and the CBCA are similar in many respects, although there are a number of notable differences in respect of corporate law matters. The following is a brief summary of certain differences which Management considers to be material. This summary is not intended to be exhaustive and Shareholders should consult their legal advisors regarding any implications of the Continuance which may be of particular importance to them.

Board of Directors

Under the ABCA, at least one-quarter of a company's directors, and at least one-quarter of the members of any committee of directors, must be resident Canadians. Under the CBCA, at least one-quarter of a company's directors must be resident Canadians; however, there is no similar requirement for committees of directors.

Shareholder Proposals

Both the ABCA and the CBCA provide for shareholder proposals. Under the CBCA, a registered or beneficial owner of shares entitled to be voted at a meeting may submit a proposal, although the registered or beneficial shareholder must either: (i) have owned for six months not less than 1% of the total number of voting shares or voting shares with a fair market value of at least \$2,000, or (ii) have the support of persons who have owned for six months not less than 1% of the total number of voting shares or voting shares with a fair market value of at least \$2,000.

Financial Assistance

The ABCA requires disclosure of financial assistance given by a company to shareholders or directors of the company or its affiliates, or to any of their associates, and in connection with the purchase of shares of the company. The CBCA has no such requirement.

Rights of Dissent

Under both the ABCA and the CBCA, shareholders have substantially the same rights of dissent if a company resolves to effect certain fundamental changes. However, under the CBCA, the company must, within ten days of the resolution to which the shareholder dissents being adopted, send notice to the dissenting shareholder. The dissenting shareholder, within 20 days of receiving notice from the company, must send the company notice of his demand for payment of the fair value of his shares and his relevant personal information. Within 30 days of this notice, the dissenting shareholder must send the company, or its transfer agent, his share certificates. No more than seven days after receiving notice from the dissenting shareholder, the company must make an offer to pay. The company or the dissenting shareholder may apply to the court to fix a fair value for the shares of the dissenting shareholder.

Under the ABCA, a dissenting shareholder may send a company a written objection to a resolution affecting a fundamental change at or before the meeting. Once the resolution is adopted the dissenting shareholder may make application to the court to fix the fair value of his shares. If an application is made to the court, the company must send an offer to pay to each dissenting shareholder. The dissenting shareholder may accept the offer to pay from the company or wait for an order from the court fixing the fair value of the shares. The dissent rights under the ABCA apply to the Continuance Resolution. See the heading under this section entitled "*Dissent Rights*".

Effects of Continuance

Continuance under the CBCA does not create a new legal entity and will not prejudice or affect the continuity of the Corporation. The Continuance will not result in any change in the business of the Corporation.

The persons who constitute the Board of Directors will continue to be those persons elected by the Shareholders at the Meeting. The officers of the Corporation will continue to be those persons appointed by the Board.

Under the CBCA, upon Continuance, there is no change in: (i) the ownership of corporate property, (ii) liability for obligations, (iii) the existence of a cause of action, claim or liability to prosecution, (iv) enforcement against the Corporation of any civil, criminal or administrative proceedings pending, and (v) the enforceability of any conviction or judgment against or in favour of the Corporation. Furthermore, any Common Shares issued before the Continuance are deemed to have been issued in compliance with the CBCA and with the articles of continuance. The Continuance does not deprive a holder of Common Shares of any right or privilege, or relieve a holder of Common Shares of any liability in respect of an issued share.

Articles of Continuance

The Corporation was incorporated under the ABCA and has Articles of Incorporation and Articles of Amendment which set out the name, the authorized capital, the classes, any maximum number of shares that may be issued, the rights, privileges, restrictions and conditions attaching to shares, any restriction on the right to transfer shares, the maximum or minimum number of directors and any restrictions on the business of the Corporation. Upon the Continuance taking effect, the Articles of Continuance filed under the CBCA will replace the Articles of Amalgamation filed under the ABCA. The Articles of Continuance will be substantially in the form set out in Appendix 1 to Schedule 1 to Appendix A attached hereto.

The rights, privileges, restrictions and conditions that are presently applicable to the Common Shares are substantially the same as the rights, privileges, restrictions and conditions that will attach to such Common Shares after Continuance and are set out in the Articles of Continuance.

Under the CBCA, a meeting of shareholders may be held anywhere in Canada and at a place outside Canada if the place is specified in the articles of the corporation. The proposed Articles of Continuance indicate that meetings of the Shareholders of the Corporation may be held at any place in Canada or the United States.

The Corporation's current Articles of Incorporation as amended by Articles of Amendment provide for a minimum of 3 and maximum of 11 directors of the Corporation. The proposed Articles of Continuance maintain the same minimum and maximum number of directors.

By-Laws

The Corporation does not propose to amend its current form of By-Laws at this time, other than the amendments referred to in the Continuance Resolution to make reference to the CBCA rather than the ABCA and to replace s. 6.12 thereof to be consistent with the provisions of the CBCA.

Dissent Rights

Under the provisions of Section 191 of the ABCA, a Registered Shareholder of the Corporation is entitled to send a written objection to the Continuance Resolution. In addition to any other right a Shareholder may have, when the action authorized by the Continuance Resolution becomes effective, a Registered Shareholder who complies with the dissent procedure under Section 191 of the ABCA is entitled to be paid the fair value of his or her Common Shares in respect of which he or she dissents, determined as at the close of business on the day before the Continuance Resolution is adopted.

A summary of the dissent procedure provided by Section 191 of the ABCA, together with a copy of the full text of Section 191 of the ABCA, is set out at Appendix B of this Information Circular. The description of the dissent rights and procedure is not a comprehensive statement of the procedure to be followed by Shareholders and is qualified in its entirety by the full text of Section 191 of the ABCA. Shareholders who may wish to dissent should read Appendix B carefully and in its entirety.

Non-Registered Shareholders who wish to dissent, should be aware that only the Registered Shareholders are entitled to dissent.

A Shareholder is not entitled to dissent if such Shareholder votes any of the Common Shares beneficially held by such Shareholder in favour of the Continuance Resolution. The execution or exercise of a proxy does not constitute a written objection for the purposes of Section 191 of the ABCA.

Failure to adhere strictly to the requirements of Section 191 of the ABCA may result in the loss or unavailability of rights under that Section.

INFORMATION CONCERNING THE CORPORATION

STATEMENT OF EXECUTIVE COMPENSATION

The following sets forth all annual and long-term compensation for services in all capacities to the Corporation in respect of the Corporation's President and Chief Executive Officer, interim Presidents and Chief Executive Officers, and Chief Financial Officer ("Named Executive Officers") as at September 30, 2007, 2006, and 2005. No other executive officer of the Corporation (or any other individual) earned in excess of \$150,000 during any of those fiscal periods. This information includes annual salary earned, incentive bonuses earned, and all other compensation during those fiscal periods.

Summary Compensation Table

Annual Compensation					Long-Term Compensation			All Other Compensation
					Awards		Payouts	
Name and Principal Position	Year	Salary (\$)	Bonus	Other Annual Compensation	Securities Under Option/SAR's Granted (#)	Restricted Shares or Restricted Share Units (\$)	LTIP Payouts (\$)	
Richard J. Shearer ⁽¹⁾ President & Chief Executive Officer	2007	127,224	Nil	19,011 ⁽²⁾	985,650 / 0	Nil	n/a	Nil
	2006	Nil	Nil	Nil	Nil	Nil	n/a	Nil
	2005	Nil	Nil	Nil	Nil	Nil	n/a	Nil
Robert W. Cudmore ⁽³⁾ Chief Financial Officer	2007	98,850	15,000	Nil	446,550 / 0	Nil	n/a	Nil
	2006	92,433	Nil	Nil	83,611 / 0	Nil	n/a	Nil
	2005	85,167	24,940	Nil	53,750 / 0	Nil	n/a	Nil
Joseph MacDonald ⁽⁴⁾ Vice President Sales & Marketing	2007	62,000	Nil	3000 ⁽⁵⁾	216,000 / 0	Nil	n/a	Nil
	2006	72,000	Nil	Nil	Nil	Nil	n/a	Nil
	2005	-	-	-	-	-	n/a	-
Barry F. Grundy ⁽⁶⁾ President & Chief Executive Officer	2007	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	2006	130,652	Nil	6,510 ⁽⁷⁾	343,241 / 0	Nil	n/a	Nil
	2005	68,750	15,658	3,962 ⁽⁷⁾	151,250 / 0	Nil	n/a	36,508 ⁽⁸⁾

Notes:

- (1) Mr. Shearer became the Corporation's President & CEO March 1, 2007.
- (2) Mr. Shearer received a benefit allowance.
- (3) Mr. Cudmore served as the Corporation's Chief Financial Officer from August 23, 2004 to November 10, 2007. From October 16, 2006, to February 28, 2007, Mr. Cudmore acted as the Corporation's Interim President and Chief Executive Officer.
- (4) Mr. MacDonald became the Corporation's Vice President Sales & Marketing on April 1, 2007. He also acted as the Corporation's Interim President and Chief Executive Officer from May 29, 2006 to October 16, 2006. See "Management Contracts."
- (5) Mr. MacDonald received a vehicle allowance.
- (6) Mr. Grundy served as President & CEO of the Corporation from May 2, 2005, to June 30, 2006.
- (7) Mr. Grundy received a vehicle allowance.
- (8) Mr. Grundy was reimbursed for his relocation expenses from Alberta to Nova Scotia.

Options/SARs Granted During the Most Recently Completed Fiscal Year

The following table presented in accordance with the National Instrument 51-102 Continuous Disclosure Regulation sets forth stock options granted under the Corporation's Stock Option Plan ("Plan") during the financial year ended September 30, 2007, to the Named Executive Officers and Directors.

Name	Date of Grant	Securities Under Options/SAR's Granted (#)	% of Total Options/SAR's Granted to Employee/Director in Financial Year	Exercise or Base Price (\$/Security)	Market Value of Securities Underlying Options/SAR's on the Date of Grant (\$/Security) ⁽¹⁾	Expiry Date
Robert W. Cudmore	Oct 16/06	150,000 / 0	6%	\$0.10	\$0.09	Oct 16/11
J. Wayne Mailloux	Mar 01/07	100,000 / 0	4%	\$0.12	\$0.12	Mar 01/12
Richard J. Shearer	Mar 01/07	985,650 / 0	41%	\$0.12	\$0.12	Mar 01/12
Robert W. Cudmore	Apr 01/07	296,550 / 0	12%	\$0.10	\$0.10	Apr 01/12
Joseph MacDonald	Apr 01/07	216,000 / 0	9%	\$0.10	\$0.10	Apr 01/12
George T.H. Cooper	Apr 11/07	70,000 / 0	3%	\$0.115	\$0.115	Apr 11/12
James W. Gogan	Apr 11/07	80,000 / 0	3%	\$0.115	\$0.115	Apr 11/12
J. Wayne Mailloux	Apr 11/07	120,000 / 0	5%	\$0.115	\$0.115	Apr 11/12
David L. Wood	Apr 11/07	60,000 / 0	2%	\$0.115	\$0.115	Apr 11/12
Donald A. Wright	Apr 11/07	60,000 / 0	2%	\$0.115	\$0.115	Apr 11/12

Note:

- (1) Calculated at the closing price of the Corporation's Common Share(s) on the Exchange on the date of grant.
- (2) An aggregate of 2,404,200 were granted to employees, Directors, Officers of the Corporation pursuant to the Plan during the most recently completed financial year.

Aggregated Option/SAR Exercises during the Most Recently Completed Fiscal Year and the Fiscal Year End Option/SAR Values

The following table sets forth details of all exercises of stock options during the year ended September 30, 2007, and the fiscal year-end value of unexercised options on an aggregated basis for the Named Executive Officers and Directors.

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$)	Unexercised Options at Fiscal Year-End (#) Exercisable/ Unexercisable	Value of Unexercised In-the-Money Options at Fiscal Year-End (\$) Exercisable/ Unexercisable ⁽¹⁾
Richard J. Shearer	Nil	n/a	448,547 / 657,103	Nil / Nil
Robert W. Cudmore	Nil	n/a	187,361 / 396,550	Nil / Nil
Joseph MacDonald	Nil	n/a	230,000 / 272,400	Nil / Nil
J. Wayne Mailloux	Nil	n/a	333,333 / 186,667	Nil / Nil
George T.H. Cooper	Nil	n/a	200,000 / 70,000	Nil / Nil
James W. Gogan	Nil	n/a	260,000 / 80,000	Nil / Nil
David L. Wood	Nil	n/a	230,000 / 60,000	Nil / Nil
Donald A. Wright	Nil	n/a	270,000 / 60,000	Nil / Nil

Note:

- (1) In-the-Money Options are those where the market value of the underlying securities as at the most recent fiscal year end exceeds the option exercise price. The closing market price of Common Shares as at September 30, 2007 (i.e. fiscal year end) was \$0.09.

Termination of Employment, Change in Responsibilities and Employment Contracts

There are no compensatory plans or arrangements with respect to the Named Executive Officers resulting from the resignation, retirement, or other termination of employment or from a change of control of the Corporation, except as follows:

Under the terms of their employment agreements, if their employment is terminated other than for cause, the following compensation is payable: Richard J. Shearer, President & CEO, will receive 12 months salary, Joseph MacDonald, Vice President Sales & Marketing will receive 3 months salary. The compensation will constitute full and complete payment for all amounts owing by the Corporation save and except for salary and vacation earned prior to the date Notice of Termination is given.

Compensation of Directors

Compensation for the Named Executive Officers has already been disclosed above. No cash compensation was paid to any Director of the Corporation for any Director's services as a Director during the fiscal year ended September 30, 2007, other than the reimbursement of out-of-pocket expenses. See "Management Contracts."

The Corporation has accepted a standard arrangement pursuant to which Directors are compensated by the Corporation for their services in their capacity as Directors by the granting of incentive stock options in accordance with the policies of the TSX Venture Exchange (the "Exchange"). The plan is as follows:

- (i) upon joining the Board, directors be awarded 50,000 options;
- (ii) for annual service, directors be awarded 50,000 options;
- (iii) for committee service, per committee, directors be awarded 10,000 options;
- (iv) for committee chairmanship, per committee, the chairman be awarded 10,000 options;
- (v) for Board chairmanship, the chairman be awarded 50,000 options;
- (vi) option strike price to be determined by the average trading price on the day of the Annual General Meeting each year; the exercise price shall be determined by the Board but cannot be less than the market price less any allowable discount; and
- (vii) options subject to the terms and conditions of the option plan in effect on the date of the Annual General Meeting.

During the most recently completed financial year, the Corporation granted incentive stock options to Directors to purchase an aggregate of 490,000 Common Shares.

Human Resources Committee

The Board of Directors has established a Human Resources Committee currently comprised of the following Directors: George T.H. Cooper, James W. Gogan, Joseph MacDonald, and Wayne Mailloux. The Human Resources Committee will review all remuneration paid to insiders and senior employees of the Corporation and make recommendations to the Board. A portion of the compensation paid to senior officers and employees is linked with corporate performance in order to help achieve growth in shareholder value. Following the Meeting a new Committee will be established.

Messrs Gogan and Mailloux are considered to be independent directors and are not officers or employees of the Corporation. One member of the Human Resources Committee, Mr. MacDonald, had an interest in material transactions of the Corporation during the period May 29, 2006 to October 16, 2006 while acting as Interim President & CEO. Another member, Mr. Cooper, may not be considered to be independent because

the law firm where he is a partner provides legal services to the Corporation. No members are indebted to the Corporation as at September 30, 2007.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

On February 17, 2005, the Shareholders of the Corporation approved the adoption of a formalized stock option plan ("Stock Option Plan"). The purpose of the Stock Option Plan is to assist the Corporation in attracting, retaining and motivating directors, key officers, employees, and consultants of the Corporation and of its subsidiaries and to closely align the personal interests of such persons with those of the Shareholders of the Corporation by providing them with the opportunity, through options, to acquire common shares of the Corporation. The following table sets out information as of September 30, 2007, the Corporation's most recently completed financial year, with regard to outstanding options exercisable into Common Shares under the Stock Option Plan:

Plan Category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Stock Option Plan (Approved by Shareholders)	4,318,207	\$0.28	1,180,914

On November 7, 2007, the Board of Directors approved the grant of options to Officers of the Company on December 9, 2007, as part of their employment contracts. A total of 1,795,356 options were granted. The total included 481,546 which exceeded the maximum previously approved by shareholders. These options are pending shareholder approval.

MANAGEMENT CONTRACTS

Management functions of the Corporation are performed by the senior officers of the Corporation and not, to any substantial degree, by any other person with whom the Corporation has contracted, except as follows:

Pursuant to a contract dated May 29, 2006, between the Corporation and Joseph MacDonald, a Director of the Corporation, Joseph MacDonald provided services as Interim President & Chief Executive Officer. Mr. MacDonald's remuneration was \$4,000 per week plus travel and accommodations. On October 16, 2006 the contract between the Corporation and Joseph MacDonald for Interim President & CEO services was terminated. For the fiscal year ended September 30, 2007, Mr. MacDonald received \$8,000 for these services provided. See "Executive Compensation".

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No current or former Directors or Officers or employees of the Corporation, is, or was at any time during the year ended September 30, 2007, indebted to the Corporation or its subsidiary.

AUDIT COMMITTEE

Audit Committee Charter

The Charter of the Corporation's Audit Committee is attached to this Information Circular as Appendix C.

Composition of Audit Committee

Name	Independent	Financially Literate
James W. Gogan, Chairman	Yes	Yes
David L. Wood	Yes	Yes
Donald A. Wright	Yes	Yes

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Corporation's external auditor not been adopted by the Board of Directors.

Reliance of Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on exemptions in relation to "*De Minimis Non-Audit Services*" or any exemption provided by Part 8 of Multilateral Instrument 52-110 – *Audit Committees*.

Pre-Approval Policies and Procedures

Pursuant to Multinational Instrument 52-110, the Corporation's Audit Committee is responsible to approve in advance any engagement where the Corporation's Auditor will provide non-audit services.

External Auditor Service Fees

The fees charged to the Corporation by its external Auditor in each of the last two fiscal years are as follows:

Types of Fees	Fiscal Year Ended 2007	Fiscal Year Ended 2006
Audit Fees ⁽¹⁾	53,870	54,820
Audit-Related Fees	11,448 ⁽²⁾	Nil
Tax Fees	Nil	750
Other	Nil	9,039 ⁽³⁾

Notes:

- (1) Including the review of Interim Financial Statements and Associated Filings.
- (2) Including the review of Convertible Debenture.
- (3) Assistance with preparation of plan for CEO/CFO certification and Internal Control over Financial Reporting; review of Disclosure Controls.

Exemption

As a venture issuer, the Corporation is relying on the exemption provided by Section 6.1 of Multilateral Instrument 52-110, which exempts venture issuers from the requirement to disclose information relating to the Audit Committee in an annual information form ("AIF") as the Corporation like other venture issuers is exempt from the requirement to file an AIF under section 6.1 of National Instrument 51-102 - *Continuous Disclosure*.

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101 *Disclosure of Corporate Governance Practices* requires a reporting issuer to disclose its Corporate Governance Practices. These practices deal with the constitution of boards of directors and board committees, their functions, their independence from management and other means of addressing corporate governance practices. Venture issuers are required to provide disclosure on an annual basis in the Information Circular as to its approach to corporate governance following the outline in Form 58-101F2. The Board of Directors and Management of the Corporation consider good corporate governance to be important to the effective and efficient operation of the Corporation. Management also believes this disclosure will help the Corporation's Shareholders arrive at informed decisions and judgments about the Corporation's management decisions. The following are the requirements of Form 58-101F2 *Corporate Governance Disclosure* (Venture Issuers), and a brief discussion of the Corporation's compliance with each requirement.

Board of Directors

The Board of Directors of the Corporation (the "Board") take steps to ensure that it exercises independent supervision over its senior management responsible for managing day-to-day business affairs in accordance with the Corporation's strategic plans. The majority of the Directors is independent, and holds regularly scheduled meetings where management is not present. The Board acknowledges responsibility for the stewardship of the Corporation, including responsibility for the integrity of the CEO and other executive officers and annually developing the Corporation's strategic plan including review of the opportunities and risks. Through control of the Audit, Corporate Governance, Human Resources, and Strategy and Planning Committees, and access to various technical consultants, the Board identifies the Corporation's principal risks and implements appropriate systems to manage these risks. In addition, the Board approves the annual and interim financial statements, the issuance of common shares, granting of stock options, disclosure and

financing documents that require Board approval, executive compensation, and the appointment of corporate officers.

The Board currently consists of seven members, of whom James W. Gogan, J. Wayne Mailloux, David L. Wood, and Donald A. Wright are considered independent directors. Three Directors are not considered independent: George T. H. Cooper, because the law firm where he is a partner provides legal services to the Corporation; Richard J. Shearer because he was appointed President & CEO effective March 1, 2007; and Joseph MacDonald, because he acted as Interim President & CEO from May 29, 2006 to October 16, 2006, and then was appointed Vice President Sales & Marketing effective April 1, 2007.

Directorship

The other reporting issuers for which Directors of the Corporation are presently directors or trustees are disclosed in the following table:

Name	Reporting Issuer	Exchange Listed
George T.H. Cooper	Impax Energy Services Income Trust	TSX
James W. Gogan	n/a	n/a
Joseph MacDonald	n/a	n/a
J. Wayne Mailloux	n/a	n/a
Richard J. Shearer	n/a	n/a
David L. Wood	Iplayco Corporation Ltd. Lander Energy Corporation	TSX Venture TSX Venture
Donald A. Wright	Fralex Therapeutics Inc. Richards Packaging Income Fund GMP Capital Trust DHX Media Ltd. Saxon Energy Services Inc.	TSX TSX TSX TSX TSX

Orientation and Continuing Education

The Board ensures that all new Directors receive a comprehensive orientation. All new Directors are expected to fully understand the role of the Board and its Committees, as well as the contribution individual directors are expected to make (including, in particular, the commitment of time and resources that the Corporation expects from its directors). All new Directors are also expected to understand the nature and operation of the Corporation's business.

The Board will provide continuing education opportunities for all Directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the Corporation's business remains current.

Ethical Business Conduct

The Board has adopted a written Code of Business Conduct and Ethics (the "Code"), applicable to Directors, Officers, and employees of the Corporation. The Code constitutes written standards that are reasonably designed to promote integrity and to deter wrongdoing. The Code addresses conflicts of interest, including transactions and agreements in respect of which a director or officer has a material interest; protection and proper use of corporate assets and opportunities; confidentiality of corporate information; fair dealings with

the issuer's securityholders, customers, suppliers, competitors and employees; compliance with laws, rules and regulations; and reporting of any illegal or unethical behaviour. The Code is available through the SEDAR website at www.sedar.com.

Nomination of Directors

The Board has appointed a Human Resources Committee composed of a majority of independent Directors. The Human Resources Committee has a written charter that establishes the Committee's purpose, responsibilities, member qualifications, member appointment and removal, structure and operations, and manner of reporting to the Board. Prior to nominating or appointing individuals as Directors, the Board will adopt a process involving the following steps: consider what competencies and skills the Board, as a whole, should possess; assess what competencies and skills each existing Director possesses; and consideration of the appropriate size of the Board, with a view to facilitating effective decision-making.

In carrying out each of these functions, the Board considers the advice and input of the Human Resources Committee. The Human Resources Committee is assigned responsibility for identifying individuals qualified to become new board members and recommending to the Board the new Director nominees for the next Annual General Meeting of Shareholders. In making its recommendations, the Human Resources Committee considers: the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; the competencies and skills that the Board considers each existing Director to possess; the competencies and skills each new nominee will bring to the Board; and whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.

Compensation

The Human Resources Committee, composed of Directors, is responsible to deal with compensation issues. The Human Resources Committee is responsible for: reviewing and approving corporate goals and objectives relevant to CEO compensation, evaluating the CEO's performance in light of those corporate goals and objectives, and making recommendations to the Board with respect to the CEO's compensation level based on this evaluation; making recommendations to the Board with respect to non-CEO officers and Directors compensation, incentive-compensation plans and equity-based plans; and reviewing executive compensation disclosure before the Corporation publicly discloses this information.

Other Board Committees

The Board has four committees: the Audit Committee, the Human Resources Committee (including nominating and compensation), the Corporate Governance Committee, and the Strategy and Planning Committee. The Corporate Governance Committee has responsibilities to monitor overall procedures and processes for corporate governance matters and environmental, health, and safety matters. The Strategy and Planning Committee has responsibility to approve the Corporate business strategy; liaise between Management and the Board on sales and marketing strategy and tactics; as well as offering counsel, resources, and direction on sales and marketing issues.

Assessments

The Board and its Committees are regularly assessed regarding their effectiveness, taking into consideration the mandate of the Board and the charters of the Committees.

FINANCIAL STATEMENTS AND ADDITIONAL INFORMATION

The Corporation's audited financial statements for the financial year ended September 30, 2007, and Management Discussion & Analysis ("MD&A") are included in the Corporation's 2007 Annual Report. These documents and other information relating to the Corporation are available on the Corporation's website www.blackbullresources.com and through the SEDAR website at www.sedar.com. To request copies of the Corporation's financial statements and MD&A, Shareholders should contact Sheila Acker, at Black Bull Resources Inc., PO Box 698, 157 Water Street, Shelburne, Nova Scotia, B0T 1W0, Telephone (877) 878-2789 or sjd@blackbullresources.com.

PROPOSALS BY SHAREHOLDERS

Pursuant to the *Alberta Business Corporations Act* and the *Canada Business Corporations Act* ("Acts") resolutions intended to be presented by Shareholders for action at the next annual meeting must comply with the provisions of the Acts and be deposited at the Corporation's head office not later than February 21, 2009, in order to be included in the management information circular relating to the next annual meeting.

OTHER BUSINESS

Management is not aware of any matters to come before the Meeting other than those set out in the Notice of Meeting. If other matters come before the Meeting it is the intention of the individuals indicated in the Form of Proxy to vote with respect to such matters in accordance with their best judgment.

APPROVAL AND CERTIFICATION

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

DATED: March 31, 2008

"Richard J. Shearer"

Richard J. Shearer,
President & Chief Executive Officer

APPENDIX A: Continuance Resolution

WHEREAS the Corporation was incorporated under the *Business Corporations Act* (Alberta) (the "ABCA") by certificate dated July 18, 1997, which certificate was amended by Articles of Amendment dated December 16, 1997.

AND WHEREAS it is desirable that the Corporation be continued as a corporation under the *Canada Business Corporations Act* (the "CBCA");

NOW THEREFORE BE IT RESOLVED as a special resolution, that:

1. the directors of the Corporation are authorized to apply under section 189 of the ABCA to the Registrar under the ABCA to continue under the provisions of the CBCA and to seek the Registrar's approval to such continuance pursuant to subsection 189(1)(b) of the ABCA;
2. the directors of the Corporation are authorized to apply under section 187 of the CBCA to the Director under the CBCA (the "Director") for a certificate of continuance continuing the Corporation as a corporation to which the CBCA applies;
3. the articles of continuance of the Corporation shall be in the form attached as Schedule 1 to this resolution (the "Articles of Continuance") with such amendments, deletions or alterations as may be considered necessary or advisable by any director or officer of the Corporation in order to ensure compliance with the provisions of the CBCA as the same may be amended, and the requirements of the Director;
4. By-Law No. 1 of the Corporation be amended as follows:
 - (a) to replace the definition of "Act" with the following:

"Act" means the *Canada Business Corporations Act*, as from time to time amended, and every statute in substitution thereof;
 - (b) Section 6.12 is replaced with the following:

Transfer Agents and Registrars

The Board may from time to time appoint a registrar to maintain the securities register and a transfer agent to maintain the register of transfers and may also appoint one or more branch registrars to maintain branch securities registers and one more branch transfer agent to maintain branch registers of transfers, but one person may be appointed both registrar and transfer agent. The Board may at any time terminate any such appointment.
5. subject to the issuance of the certificate of continuance of the Corporation by the Director, and without affecting the validity of the incorporation or existence of the Corporation by and under its articles or of any act done thereunder, the Corporation is authorized to approve and adopt, in substitution for the existing articles of the Corporation, the Articles of Continuance, with any amendments, deletions or alterations as described in paragraph 3 of this resolution, which Articles of Continuance are hereby approved, and all amendments to the articles of the Corporation reflected therein are approved;
6. any one officer or director of the Corporation is authorized, for and on behalf of the Corporation, to execute and deliver such documents and instruments and to take such other actions as such officer or director may determine to be necessary or advisable to implement this resolution and the matters authorized hereby including, without limitation, the execution and filing of the Articles of Continuance and any forms prescribed or contemplated under the CBCA or the ABCA; and

7. notwithstanding the approval of the Shareholders of the Corporation of this special resolution and without notice to or approval of the Shareholders of the Corporation, the directors of the Corporation may, in their discretion, decide to revoke this special resolution and not to proceed with the continuance contemplated hereby becoming effective pursuant to the provisions of the CBCA.

SCHEDULE 1 to APPENDIX A: CBCA Articles of Continuance



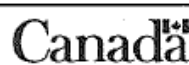
Industry Canada Industrie Canada
Canada Business Corporations Act Loi canadienne sur les sociétés par actions

FORM 11
ARTICLES OF CONTINUANCE
(SECTION 187)

FORMULAIRE 11
CLAUSES DE PROROGATION
(ARTICLE 187)

<p>1 -- Name of the Corporation BLACK BULL RESOURCES INC.</p>	<p>Dénomination sociale de la société</p>	<p>2 -- Taxation Year End Fin de l'année d'imposition M D - J 0 9 3 0</p>	
<p>3 -- The province or territory in Canada where the registered office is to be situated Nova Scotia - Nouvelle Écosse</p>	<p>La province ou le territoire au Canada où se situera le siège social</p>		
<p>4 -- The classes and the maximum number of shares that the corporation is authorized to issue Catégories et le nombre maximal d'actions que la société est autorisée à émettre An unlimited number of Preferred Shares without nominal or par value and an unlimited number of Common Shares without nominal or par value. The Preferred Shares and the Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions as described in the attached Appendix 1.</p>			
<p>5 -- Restrictions, if any, on share transfers Restrictions sur le transfert des actions, s'il y a lieu No restrictions.</p>			
<p>6 -- Number (or minimum and maximum number) of directors Nombre (ou nombre minimal et maximal) d'administrateurs Minimum of three (3) and maximum of eleven (11).</p>			
<p>7 -- Restrictions, if any, on business the corporation may carry on Limites imposées à l'activité commerciale de la société, s'il y a lieu No restrictions.</p>			
<p>8 -- (1) If change of name effected, previous name N/A (2) Details of incorporation Incorporated under the Business Corporations Act (Alberta) on July 18, 1997</p>			
<p>9 -- Other provisions, if any Autres dispositions, s'il y a lieu The directors may, between annual meetings, appoint one or more additional directors of the Corporation to serve until the next annual meeting, but the number of additional directors is not at any time to exceed 1/3 of the number of directors who held office at the expiration of the last annual meeting of the Corporation.</p>			
<p>Signature</p>	<p>Printed Name - Nom en lettres moulées</p>	<p>10 -- Capacity of - En qualité de</p>	<p>11 -- Tel. No. - N° de tél.</p>

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT



APPENDIX 1 to SCHEDULE 1 to APPENDIX A

To
Articles of Continuance
Black Bull Resources Inc.

The Corporation is authorized to issue an unlimited number of Preferred Shares without nominal or par value and an unlimited number of Common Shares without nominal or par value. The Preferred Shares and the Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

A. PROVISIONS ATTACHING TO THE PREFERRED SHARES

The Preferred Shares, as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

(1) Directors' Authority to Issue in One or More Series

The board of directors of the Corporation may issue the Preferred Shares at any time and from time to time in one or more series. Before the first shares of a particular series are issued, the board of directors of the Corporation shall fix the number of shares in such series and shall determine, subject to the limitations set out in the Articles, the designation, rights, privileges, restrictions and conditions to be attached to the shares of such series including, without limitation, the rate or rates, amount or method or methods of calculation of dividends thereon, the time and place of payment of dividends, whether cumulative or non-cumulative or partially cumulative and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment of dividends, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights (if any), the conversion or exchange rights attached thereto (if any), the voting rights attached thereto (if any), and the terms and conditions of any share purchase plan or sinking fund with respect thereto. Before the issue of the first shares of a series, the board of directors of the Corporation shall send to the Director (as defined in the *Canada Business Corporation Act*) Articles of Amendment containing a description of such series including the designation, rights, privileges, restrictions and conditions determined by the board of directors of the Corporation.

(2) Ranking of Preferred Shares

No rights, privileges, restrictions or conditions attached to a series of Preferred Shares shall confer upon a series a priority in respect of dividends or return of capital over any other series of Preferred Shares then outstanding. The Preferred Shares shall be entitled to priority over the Common Shares of the Corporation and over any other shares of the Corporation ranking junior to the Preferred Shares with respect to priority in the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders of the purpose of winding-up its affairs. If any cumulative dividends or amounts payable on a return of capital in respect of a series of Preferred Shares are not paid in full, the Preferred Shares of all series shall participate rateably in respect of such dividends, including accumulations, if any, in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of any repayment of capital in accordance with the sums that would be payable on such repayment of capital if all sums so payable were paid in full; provided, however, that in the event of there being insufficient assets to satisfy in full all such claims to dividends and return of capital, the claims of the holders of the Preferred Shares with respect to repayment of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends. The Preferred Share of any series may also be given such other preferences, not inconsistent with sections A.(1) to (4) hereof, over the Common

shares and other any other shares ranking junior to the Preferred Shares as may be determined in the case of such series of Preferred Shares.

(3) Voting Rights

Except as hereinafter referred to or as otherwise required by law or in accordance with any voting rights which may from time to time be attached to any series of Preferred Shares, the holders of the Preferred Shares as a class shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

(4) Approval of Holders of Preferred Shares

The rights, privileges, restrictions and conditions attaching to the Preferred Shares as a class may be added to, changed or removed but only with the approval of the holders of the Preferred shares given as hereinafter specified.

The approval of the holders of Preferred Shares to add to, change or remove any rights, privilege, restriction or condition attaching to the Preferred Shares as a class or to any other matter requiring the consent of the holders of the Preferred Shares as a class may be given in such manner as may then be required by law, subject to a minimum requirement that such approval shall be given by resolution passed by the affirmative vote of at least two-thirds of the votes cast at a meeting of the holders of Preferred shares duly called for that purpose. The formalities to be observed in respect of the giving of notice of any such meeting or any adjourned meeting and the conduct thereof shall be those from time to time required by the *Canada Business Corporations Act* (as from time to time amended, varied or replaced) and prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every poll taken at a meeting of holders of Preferred Shares as a class, each holder entitled to vote thereat shall have one vote in respect of each Preferred Share held by him.

B. PROVISIONS ATTACHING TO THE COMMON SHARES

The Common Shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

(1) Dividends

Subject to the prior rights of the holders of the Preferred Shares and any other shares ranking senior to the Common Shares with respect to priority in the payment of dividends, the holders of Common Shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors of the Corporation may from time to time determine and all dividends which the board of directors of the Corporation may declare on the Common Shares shall be declared and paid in equal amounts per share on all Common Shares at the time outstanding.

(2) Dissolution

In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation amount its shareholders for the purpose of winding-up its affairs, subject to the prior rights of the holders of the Preferred Shares and any other shares ranking senior to the Common shares with respect to priority in the distribution of assets upon dissolution, liquidation, winding-up or distribution for the purpose of winding-up, the holders of the Common Shares shall be entitled to receive the remaining property and assets of the Corporation.

(3) Voting Rights

The holders of the Common Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one (1) vote for each Common Share held at all meetings of the shareholders of the Corporation, except meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

APPENDIX B: Dissent Rights under the Business Corporations Act (Alberta)

Summary of Procedure to Exercise Dissent Right Under Section 191 of the *Business Corporations Act* (Alberta)

The procedure to be followed by a Shareholder who intends to dissent from approval of the Continuance Resolution is set out in Section 191 of the *Business Corporations Act* (Alberta) (the "ABCA"). A dissenting Shareholder can require the Corporation to pay them the fair value of their Common Shares, determined as of the close of business on the last business day before the day on which the Continuance Resolution is adopted. The following description of the rights of Shareholders to dissent is not a comprehensive statement of the procedures and is qualified in its entirety by reference to the full text of Section 191 of the ABCA.

The following is only a summary of the dissenting shareholder provisions of the ABCA, which are technical and complex. Persons who are beneficial owners of the Common Shares registered in the name of a broker, custodian, nominee, other intermediary, or in some other name, who wish to dissent should be aware that only the registered owner of such Common Shares is entitled to dissent. Shareholders wishing to exercise rights of dissent should seek their own legal advice since they may be prejudiced by failure to strictly comply with the applicable provisions of the ABCA.

A dissenting Shareholder may only claim under Section 191 with respect to all the shares of a class held by the Shareholder or on behalf of any one beneficial owner and registered in the dissenting Shareholder's name. In many cases, however, shares are beneficially owned by a Shareholder (a "Non-Registered Shareholder") and are registered either:

- (a) in the name of an intermediary that the Non-Registered Holder deals with in respect of the Common Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or
- (b) in the name of The Canadian Depository for Securities Limited ("CDS") of which the intermediary is a participant.

Accordingly, a Non-Registered Holder will not be entitled to exercise the right of dissent under section 191 directly (unless the shares are re-registered in the Non-Registered Shareholder's name). A Non-Registered Shareholder who wishes to exercise the right of dissent should immediately contact the intermediary who the Non-Registered Shareholder deals with in respect of the Common Shares and either:

- (a) instruct the intermediary to exercise the right of dissent on the Non-Registered Shareholder's behalf; or
- (b) instruct the intermediary to re-register the Common Shares in the name of the Non-Registered Shareholder, in which case the Non-Registered Shareholder would have to exercise the right of dissent directly.

A Registered Shareholder who wishes to invoke the provisions of Section 191 of the ABCA must send the Corporation a written objection to the Continuance Resolution (the "Notice of Dissent"). The Notice of Dissent must be sent at or before the Meeting of Shareholders at which the Continuance Resolution is to be voted on. The sending of a Notice of Dissent does not deprive a Registered Shareholder of the right to vote on the Continuance Resolution at the Meeting but a vote either in person or by proxy against the Continuance Resolution does not constitute a Notice of Dissent.

Once the Continuance Resolution is adopted by the Shareholders, either the Corporation or the dissenting Shareholder may make an application to the Court, by way of originating notice, to fix the fair value of the shares. A dissenting Shareholder who makes an application is not required to give security for costs for such an application and will not be required to pay the costs of the application or appraisal.

Unless the Court otherwise orders, once an application is made, the Corporation must send a written offer to pay the dissenting Shareholder an amount considered by the directors of the Corporation to be the fair value of the Common Shares (the "Offer to Pay"), accompanied by a statement showing how the fair value was determined. The Offer to Pay must be sent to every dissenting Shareholder: (i) at least ten days before the application is to be heard, if the Corporation

is the applicant; or (ii) within ten days after the Corporation is served with a copy of the originating notice, if a dissenting Shareholder is the applicant. Every Offer to Pay made to dissenting Shareholders for Common Shares must be made on the same terms.

A dissenting Shareholder may make an agreement with the Corporation for the purchase of their Common Shares, in the amount of the Corporation's Offer to Pay or otherwise, at any time prior to a Court order fixing the fair value of the Common Shares.

In connection with the application, the Court may give directions for joining all dissenting Shareholders who have not accepted the Offer to Pay, and for the representation of dissenting shareholders who, in the opinion of the Court, are in need of representation.

A dissenting Shareholder will cease to have any rights as a Shareholder other than the right to be paid the fair value of their Common Shares once the resolution from which they are dissenting is approved; the Corporation and the dissenting Shareholder make an agreement for payment of the shares; or the Court makes an order fixing the value of the shares, unless:

- (a) the dissenting Shareholder withdraws the Shareholder's demand for payment before the Corporation makes an offer to the dissenting Shareholder or a court order fixes the fair value of the Common Shares and the time period for payment by the Corporation; or
- (b) the directors of the Corporation revoke the special resolution.

The final order of the Court will fix the fair value of the shares of all dissenting shareholders who are parties to the application, give judgment in that amount against the Corporation and in favour of each of those dissenting shareholders, and fix the time within which the Corporation must pay that amount to each of those dissenting shareholders. The Court may, in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder, from the date the shareholder ceased to have any rights by reason of their dissent, until the date of payment.

Text of Section 191 of the *Business Corporations Act* (Alberta) – Shareholder's Right to Dissent

- 191(1) Subject to sections 192 and 242, a holder of shares of any class of a corporation may dissent if the corporation resolves to
- (a) amend its articles under section 173 or 174 to add, change or remove any provisions restricting or constraining the issue or transfer of shares of that class,
 - (b) amend its articles under section 173 to add, change or remove any restrictions on the business or businesses that the corporation may carry on,
 - (b.1) amend its articles under section 173 to add or remove an express statement establishing the unlimited liability of shareholders as set out in section 15.2(1),
 - (c) amalgamate with another corporation, otherwise than under section 184 or 187,
 - (d) be continued under the laws of another jurisdiction under section 189, or
 - (e) sell, lease or exchange all or substantially all its property under section 190.
- (2) A holder of shares of any class or series of shares entitled to vote under section 176, other than section 176(1)(a), may dissent if the corporation resolves to amend its articles in a manner described in that section.
- (3) In addition to any other right the shareholder may have, but subject to subsection (20), a shareholder entitled to dissent under this section and who complies with this section is entitled to be paid by the corporation the fair value of the shares held by the shareholder in respect of which the shareholder dissents, determined as of the close of business on the last business day before the day on which the resolution from which the

shareholder dissents was adopted.

- (4) A dissenting shareholder may only claim under this section with respect to all the shares of a class held by the shareholder or on behalf of any one beneficial owner and registered in the name of the dissenting shareholder.
- (5) A dissenting shareholder shall send to the corporation a written objection to a resolution referred to in subsection (1) or (2)
 - (a) at or before any meeting of shareholders at which the resolution is to be voted on, or
 - (b) if the corporation did not send notice to the shareholder of the purpose of the meeting or of the shareholder's right to dissent, within a reasonable time after the shareholder learns that the resolution was adopted and of the shareholder's right to dissent.
- (6) An application may be made to the Court by originating notice after the adoption of a resolution referred to in subsection (1) or (2),
 - (a) by the corporation, or
 - (b) by a shareholder if the shareholder has sent an objection to the corporation under subsection (5),
to fix the fair value in accordance with subsection (3) of the shares of a shareholder who dissents under this section, or to fix the time at which a shareholder of an unlimited liability corporation who dissents under this section ceases to become liable for any new liability, act or default of the unlimited liability corporation.
- (7) If an application is made under subsection (6), the corporation shall, unless the Court otherwise orders, send to each dissenting shareholder a written offer to pay the shareholder an amount considered by the directors to be the fair value of the shares.
- (8) Unless the Court otherwise orders, an offer referred to in subsection (7) shall be sent to each dissenting shareholder
 - (a) at least 10 days before the date on which the application is returnable, if the corporation is the applicant, or
 - (b) within 10 days after the corporation is served with a copy of the originating notice, if a shareholder is the applicant.
- (9) Every offer made under subsection (7) shall
 - (a) be made on the same terms, and
 - (b) contain or be accompanied with a statement showing how the fair value was determined.
- (10) A dissenting shareholder may make an agreement with the corporation for the purchase of the shareholder's shares by the corporation, in the amount of the corporation's offer under subsection (7) or otherwise, at any time before the Court pronounces an order fixing the fair value of the shares.
- (11) A dissenting shareholder
 - (a) is not required to give security for costs in respect of an application under subsection (6), and
 - (b) except in special circumstances must not be required to pay the costs of the application or appraisal.
- (12) In connection with an application under subsection (6), the Court may give directions for

- (a) joining as parties all dissenting shareholders whose shares have not been purchased by the corporation and for the representation of dissenting shareholders who, in the opinion of the Court, are in need of representation,
 - (b) the trial of issues and interlocutory matters, including pleadings and examinations for discovery,
 - (c) the payment to the shareholder of all or part of the sum offered by the corporation for the shares,
 - (d) the deposit of the share certificates with the Court or with the corporation or its transfer agent,
 - (e) the appointment and payment of independent appraisers, and the procedures to be followed by them,
 - (f) the service of documents, and
 - (g) the burden of proof on the parties.
- (13) On an application under subsection (6), the Court shall make an order
- (a) fixing the fair value of the shares in accordance with subsection (3) of all dissenting shareholders who are parties to the application,
 - (b) giving judgment in that amount against the corporation and in favour of each of those dissenting shareholders,
 - (c) fixing the time within which the corporation must pay that amount to a shareholder, and
 - (d) fixing the time at which a dissenting shareholder of an unlimited liability corporation ceases to become liable for any new liability, act or default of the unlimited liability corporation.
- (14) On
- (a) the action approved by the resolution from which the shareholder dissents becoming effective,
 - (b) the making of an agreement under subsection (10) between the corporation and the dissenting shareholder as to the payment to be made by the corporation for the shareholder's shares, whether by the acceptance of the corporation's offer under subsection (7) or otherwise, or
 - (c) the pronouncement of an order under subsection (13),
- whichever first occurs, the shareholder ceases to have any rights as a shareholder other than the right to be paid the fair value of the shareholder's shares in the amount agreed to between the corporation and the shareholder or in the amount of the judgment, as the case may be.
- (15) Subsection (14)(a) does not apply to a shareholder referred to in subsection (5)(b).
- (16) Until one of the events mentioned in subsection (14) occurs,
- (a) the shareholder may withdraw the shareholder's dissent, or
 - (b) the corporation may rescind the resolution,
- and in either event proceedings under this section shall be discontinued.
- (17) The Court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder, from the date on which the shareholder ceases to have any rights as a shareholder by reason of subsection (14) until the date of payment.

- (18) If subsection (20) applies, the corporation shall, within 10 days after
- (a) the pronouncement of an order under subsection (13), or
 - (b) the making of an agreement between the shareholder and the corporation as to the payment to be made for the shareholder's shares,
- notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.
- (19) Notwithstanding that a judgment has been given in favour of a dissenting shareholder under subsection (13)(b), if subsection (20) applies, the dissenting shareholder, by written notice delivered to the corporation within 30 days after receiving the notice under subsection (18), may withdraw the shareholder's notice of objection, in which case the corporation is deemed to consent to the withdrawal and the shareholder is reinstated to the shareholder's full rights as a shareholder, failing which the shareholder retains a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders.
- (20) A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that
- (a) the corporation is or would after the payment be unable to pay its liabilities as they become due, or
 - (b) the realizable value of the corporation's assets would by reason of the payment be less than the aggregate of its liabilities.

APPENDIX C: Audit Committee Charter

BLACK BULL RESOURCES INC. ("Corporation")

The Audit Committee of the Board of Directors has the responsibilities and duties as outlined below:

1. MANDATE

To perform such duties as may be required by:

- a) The Alberta Companies Act; and
- b) Other applicable legislation and regulations including those of the British Columbia Securities Commission, Alberta Securities Commission, Ontario Securities Commission, and the TSX Venture Exchange.

To assist the Board of Directors in fulfilling its oversight responsibilities for:

- a) The integrity of the Company's financial statements;
- b) The Company's compliance with legal and regulatory requirements relating to financial disclosure;
- c) The external auditors' qualifications, independence and performance;
- d) Identification and monitoring of principal risks that could impact the financial reporting of the Company; and
- e) The system of internal control for financial reporting.

To perform such other duties as may from time to time be assigned to the Audit Committee by the Board.

2. AUDIT COMMITTEE COMPOSITION

The Audit Committee shall be composed of three or more Directors, appointed by the Board. Each member will have no direct or indirect relationship with the issuer, which, in the view of Black Bull's Board of Directors, could reasonably interfere with the exercise of a member's independent judgment except as otherwise permitted by applicable laws. Applicable laws and regulations will be followed in evaluating a member's independence.

All members of the Audit Committee shall be financially literate (able 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 issues that can be reasonably expected to be raised by the company's financial statements). A member of the Board of Directors who is not financially literate may be appointed to the Audit Committee provided that the member becomes financially literate within four months following his or her appointment, subject to the company's board of directors determining that this appointment will not materially adversely affect the ability of the Audit Committee to act independently and to satisfy the other requirements of this mandate.

If an Audit Committee member ceases to be independent for reasons outside the member's reasonable control, the member shall tender their resignation to the Chair of the Corporate Governance Committee, within three months of the occurrence of the event which caused the member to not be independent.

Members are reappointed annually by the Board, with such appointments to take effect immediately following the Annual General Meeting of Shareholders, Members shall hold office until the earlier of the time which their successors are appointed, or they cease to be Directors of Black Bull. Vacancies of members of the

Audit Committee may be filled for the remainder of the current term of appointment by the Board, upon recommendation of the Corporate Governance Committee.

The Board shall appoint from the Audit Committee membership a Chair for the Audit Committee to preside at its meetings. The Chair must be independent. In the absence of the Chair, one of the other members of the Audit Committee present shall be chosen by the Audit Committee to preside at the meeting.

3. AUTHORITY

The Audit Committee has the authority to:

- a) Conduct or authorize an investigation into any matters within its scope of its mandate or responsibility;
- b) At the company's expense, as determined by the Committee, retain independent counsel, accountants, or others to advise the Audit Committee or assist in carrying out its duties or assist in the conduct of an investigation;
- c) Meet with management, internal auditors, external auditors or outside counsel as necessary; and
- d) Call a meeting of the Board to consider any matter of concern to the Audit Committee.

4. MEETINGS

The Audit Committee shall meet quarterly or more frequently as circumstances dictate. Meetings of the Audit Committee may be called by:

- a) The Chair;
- b) Any member of the Audit Committee; or
- c) The external auditors.

The external auditors may be invited to attend and be heard at every Audit Committee meeting and have the opportunity to discuss matters with the Audit Committee without the presence of management at each meeting, the Secretary of the Company shall act as Secretary of the Audit Committee, and minutes of the Audit Committee shall be recorded and maintained by the Secretary.

5. RESPONSIBILITIES

5.1 As required by the Board, the external auditor reports directly to the Audit Committee.

5.2 The Audit Committee must recommend to the Board of Directors;

- a) the external auditor to be nominated for purposes of preparing or issuing an auditor's report or performing other audit, review, or attest services for Black Bull; and
- b) The compensation of the external auditor.

5.3 The Audit Committee is directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing the Auditors Report or performing other audit, review, or attest services for Black Bull, including the resolution of disagreements between management and the external auditor regarding financial reporting.

5.4 The Audit Committee must pre-approve all non-audit services to be provided to Black Bull or its subsidiary entities by Black Bull's external auditor. The Audit Committee has delegated to the Chair of the Committee the authority to pre-approve the non-audit services, with such pre-approval

presented to the Audit Committee at the next scheduled Audit Committee meeting following such pre-approval.

De minimis non-audit services satisfy the pre-approval requirement provided:

- a) the aggregate amount of all these non-audit services that were not pre-approved is reasonably expected to constitute no more than 5% of the total audit fees paid by Black Bull and its subsidiaries to Black Bull's external auditor during the fiscal year in which the services are provided;
- b) Black Bull or subsidiaries of Black Bull, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
- c) the services are promptly brought to the attention of the Audit Committee of Black Bull and approved, prior to the completion of the audit, by the Audit Committee or by the Chair of the Audit Committee, who has been granted authority to pre-approve non-audit engagements.

The Audit Committee has instructed management that, to obtain pre-approval, management must detail the work to be performed by the external auditor and obtain the assurance from the external auditor that the proposed work does not impair their independence.

- 5.5 The Audit Committee reviews and recommends to the Board approval of Black Bull's financial statements, MD&A, and annual and interim earnings press releases prior to public disclosure of this information. It also ensures that adequate procedures are in place for the review of financial information extracted or derived from Black Bull's financial statements, contained in Black Bull's other financial disclosures, and must periodically assess the adequacy of those procedures.
- 5.6 The Audit Committee must establish procedures for:
 - a) the receipt, retention, and treatment of complaints received by Black Bull regarding accounting, internal accounting controls, or auditing matters; and
 - b) the confidential, anonymous submission by employees of Black Bull of concerns regarding questionable accounting or auditing matters.
- 5.7 The Audit Committee must review and approve Black Bull's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of Black Bull.
- 5.8 The Audit Committee shall review the certificate issued and process utilized by the Chief Executive Officer and the Chief Financial Officer to comply with Multilateral Instrument 52-109.
- 5.9 The Audit Committee shall report to the Board on the proceedings of each Audit Committee meeting and on the Audit Committee's recommendations at the next regularly scheduled Board meeting,
- 5.10 The Audit Committee shall review the Form 52-110F1, disclosure required in the company's Annual Information Form.

BLACK BULL RESOURCES INC. · PO Box 698 · 157 Water Street · Shelburne · NS · B0T 1W0
Tel: 902-875-1510 · Fax: 902-875-1617 · Toll Free: 877-878-2789
www.blackbullresources.com