

# **PLAYFAIR MINING LTD.**

## **INFORMATION CIRCULAR FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON THURSDAY, AUGUST 6, 2009**

This information is given as of June 26, 2009 unless otherwise noted.

### **SOLICITATION OF PROXIES**

This Information Circular is furnished in connection with the solicitation of proxies by the management of PLAYFAIR MINING LTD. (the "Corporation") for use at the Annual General Meeting (the "Meeting") of the shareholders of the Corporation, to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

### **PERSONS OR COMPANIES MAKING THE SOLICITATION**

**The enclosed Instrument of Proxy is solicited by Management.** Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Corporation. The Corporation may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the Instrument of Proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Corporation.

None of the directors of the Corporation have advised that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

### **APPOINTMENT OF PROXYHOLDER**

A duly completed form of proxy will constitute the person(s) named in the enclosed form of proxy as the proxyholder for the shareholder ("Registered Shareholder"). The persons whose names are printed in the enclosed form of proxy for the Meeting are officers or directors of the Corporation (the "Management Proxyholders").

**A Registered Shareholder has the right to appoint a person other than a Management Proxyholder to represent the Registered Shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a Registered Shareholder.**

### **VOTING BY PROXY**

Common shares of the Corporation (the "Shares") represented by properly executed proxies in the accompanying form will be voted or withheld from voting on each respective matter in accordance with the instructions of the Registered Shareholder on any ballot that may be called for and if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

**If no choice is specified and one of the Management Proxyholders is appointed by a Registered Shareholder as proxyholder, such person will vote in favour of each matter identified in the notice of Meeting and for the nominees of management for directors and auditor.**

**The enclosed form of proxy also confers discretionary authority upon the person named therein as proxyholder with respect to amendments or variations to matters identified in the notice of the Meeting and with respect to other matters which may properly come before the Meeting.** At the date of this Information Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

### COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Corporation's registrar and transfer agent, Computershare Investor Services Inc., 2<sup>nd</sup> Floor, 510 Burrard Street, Vancouver, B.C. V6C 3B9, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

### NON-REGISTERED HOLDERS

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Corporation are "non-registered" shareholders because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares.** More particularly, a person is not a Registered Shareholder in respect of Shares which are held on behalf of that person (the "Non-Registered Holder") but which are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("CDS")) of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as "NOBO's". Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to as "OBO's".

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has elected to send the notice of meeting, this information circular and the proxy (collectively, the "Meeting Materials") directly to the NOBO's, and indirectly through Intermediaries to the OBO's.

The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them.

Meeting Materials sent to Non-Registered Holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a "VIF"). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a Non-Registered Holder is able to instruct the Registered Shareholder how to vote on behalf of the Non-Registered Shareholder. VIF's, whether provided by the Corporation or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the Non-Registered Holder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder or his/her nominee the right to attend and

vote at the Meeting. **Non-Registered Holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.**

### REVOCABILITY OF PROXY

Any Registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing, including a proxy bearing a later date, executed by the Registered Shareholder or by his attorney authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the proxy must be deposited at the registered office of the Corporation at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. **Only Registered Shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must, at least 7 days before the Meeting, arrange for the Corporation or their respective Intermediary, as the case may be, to revoke the proxy on their behalf.**

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

Other than as disclosed elsewhere in this Information Circular, none of the directors or senior officers of the Corporation, no proposed nominee for election as a director of the Corporation, none of the persons who have been directors or senior officers of the Corporation since the commencement of the Corporation's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, save and except for those matters pertaining to incentive stock options.

### VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

On June 26, 2009, 75,987,361 common shares without par value were issued and outstanding, each share carrying the right to one vote. At a General Meeting of the Corporation, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he is the holder.

Only shareholders of record on the close of business on the 26th day of June, 2009, who either personally attend the Meeting or who complete and deliver an Instrument of Proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

To the knowledge of the directors and senior officers of the Corporation, the following persons or companies beneficially own, directly or indirectly or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation:

Name	Number of Shares Held	Percentage of Shares Held
CDS & Co. (NCI) <sup>1</sup>	58,385,716	76.84%

<sup>1</sup> The beneficial owners are not known.

The above information was provided by management of the Corporation and the Corporation's registrar and transfer agent as of June 26, 2009.

### STATEMENT OF EXECUTIVE COMPENSATION

In this section, “Named Executive Officer” means (a) the Chief Executive Officer (or an individual who acted in a similar capacity), (b) the Chief Financial Officer (or an individual who acted in a similar capacity), (c) each of the Company’s three other most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity (except those whose total salary and bonus does not exceed \$150,000), and (d) any additional individuals whose total salary and bonus exceeded \$150,000 during the year ended February 28, 2009. The Corporation presently has one Named Executive Officer, namely Donald G. Moore, Chief Executive Officer (“CEO”), Chairman and a Director.

*All dollar amounts referenced herein are in Canadian dollars unless otherwise specified.*

### Compensation Discussion and Analysis

The Corporation is a Tier 2, venture issuer in accordance with the policies of the TSX Venture Exchange (“the TSXV”), and its prime business is the acquisition and exploration of mineral properties.

The Named Executive Officer is not compensated for his services as an executive officer of the Corporation; he may, however, be granted incentive stock options from time to time in accordance with the policies of the TSXV. The Corporation did not grant any incentive stock options during its fiscal year ending February 28, 2009. The Corporation may grant options at a later date for the purpose of assisting the Corporation in compensating, attracting, retaining and motivating its Named Executive Officer and to closely align the personal interests of such person to that of the shareholders.

As the Corporation does not have a compensation committee, the Board of Directors has the responsibility to administer compensation policies related to executive management of the Corporation, including option-based awards. The Board recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive’s level of responsibility.

### Summary of Compensation

**Summary Compensation Table**

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards <sup>1</sup> (\$)	Non-equity incentive Plan contribution (\$)		Pension Value (\$)	All Other Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans		
Donald G. Moore CEO	2009	\$Nil	n/a	nil	nil	nil	nil	nil
	2008	\$Nil	n/a	nil	nil	nil	nil	nil

### Long Term Incentive Plan (LTIP) Awards

The Corporation does not have any long term incentive plans and, save as disclosed above, no remuneration payments were made, directly or indirectly, by the Corporation to its Named Executive Officer during the fiscal year ended February 28, 2009.

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

### **Incentive Plan Awards**

The Corporation does not have any share-based awards.

The Corporation currently has in place a “rolling” stock option plan (the “Plan”) for the purpose of attracting and motivating directors, officers, employees and consultants of the Corporation and advancing the interests of the Corporation by affording such person with the opportunity to acquire an equity interest in the Corporation through rights granted under the Plan to purchase shares of the Corporation. At February 28, 2009, there were no options granted or outstanding under the Plan.

Any grant of options under the Plan is within the discretion of the board of directors, subject to the condition that the maximum number of shares which may be issuable under the Plan shall not exceed 10% of the Corporation’s issued and outstanding shares. In addition, the number of option shares which may be issuable under the Plan within a one year period: (i) to any one individual shall not exceed 5% of the outstanding issued shares; and (ii) to a consultant or an employee performing investor relations activities, shall not exceed 2% of the outstanding issued shares.

There were no options granted to the Named Executive Officer, or any other person, during the Corporation’s completed financial year ended February 28, 2009; and there were 3,885,000 previously granted options outstanding as at February 28, 2009. Subsequent to February 28, 2009, there were 2,250,000 options granted on April 28, 2009, exercisable at a price of \$0.10 per share for a period of five years. Of these options, 650,000 options were granted to the Named Executive Officer; an aggregate 950,000 options were granted to three other directors of the Corporation; and 650,000 options were granted to one employee of the Corporation.

### **Option Repricings**

There were no repricings of stock options under the stock option plan or otherwise during the Corporation’s completed financial year ended February 28, 2009.

### **Defined Benefit or Actuarial Plan**

The Corporation does not have a defined benefit or actuarial plan.

### **Termination and Change of Control Benefits**

The Corporation does not have an employment contract with the Named Executive Officer. In addition, there is no compensatory plan, contract or arrangement in place with the Named Executive Officer resulting from the resignation, retirement or any other termination of employment of the Named Executive Officer with the Corporation or from a change in control of the Corporation or a change in the Named Executive Officer’s responsibilities following a change in control, where in respect of the Named Executive Officer the value of such compensation exceeds \$50,000.

## **Director Compensation**

The Corporation has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Corporation for their services in their capacity as directors, or for committee participation, except for the granting of incentive stock options from time to time in accordance with the terms of the Corporation's stock option plan and the policies of the TSX Venture Exchange ("TSX.V"). The purpose of granting such options is to assist the Corporation in compensating, attracting, retaining and motivating the directors of the Corporation and to closely align the personal interests of such persons to that of the shareholders.

Compensation for the Named Executive Officers has been disclosed in the "Summary Compensation Table" above. During the fiscal year ended February 28, 2009, no stock options were granted to the remaining directors of the Corporation (excluding the Named Executive Officers). Other than as noted under "Interests of Management and Insiders in Material Transactions" below, no amount was paid to any director of the Corporation during the fiscal year ended February 28, 2009 for services as a consultant or expert or for professional services.

## **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The Corporation has no compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year.

## **INTEREST OF INFORMED PERSONS AND COMPANIES IN MATERIAL TRANSACTIONS**

To the knowledge of management of the Corporation, no informed person or nominee for election as a director of the Corporation, or any associate or affiliate of an informed person or proposed director, has or had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or will materially affect the Corporation or any of its subsidiaries other than as set out herein. The term "informed person" as defined in National Instrument 51-102 *Continuous Disclosure* Obligations means a director or executive officer of the Corporation, or any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, other than voting securities held by the person or company as underwriter in the course of a distribution, except that:

- (a) During the year ended February 28, 2009, the Corporation incurred \$45,000 for accounting services provided by a private company controlled by Kathleen Mitchell, a spouse of the Named Executive Officer; and
- (b) During the year ended February 28, 2009 the Corporation incurred \$10,052.85 in legal fees and disbursements to a law firm of which Jeffrey Lightfoot (a director of the Corporation) is a partner.

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

None of the directors or senior officers of the Corporation or any associates or affiliates of the Corporation are or have been indebted to the Corporation at any time since the beginning of the last completed financial year of the Corporation.

## **MANAGEMENT CONTRACTS**

Except as otherwise disclosed in this Information Circular, management functions of the Corporation are generally performed by directors and senior officers of the Corporation and not, to any substantial degree, by any other person to whom the Corporation has contracted.

## **AUDIT COMMITTEE**

Pursuant to the provisions of section 224 of the *Business Corporations Act* of British Columbia, and in accordance with the policies of the TSX.V, the Corporation is required to have an Audit Committee comprised of at least three directors, the majority of which must not be officers or employees of the Corporation.

The Corporation must also, pursuant to the provisions of National Instrument 52-110 *Audit Committees* (“NI 52-110”), which came into force on March 30, 2004, have a written charter, which sets out the duties and responsibilities of its audit committee. In providing the following disclosure, the Corporation is relying on the exemption provided under NI 52-110, which allows for the short form disclosure of the audit committee procedures of venture issuers.

### **Audit Committee’s Charter**

#### *Mandate*

The primary function of the audit committee (the “Committee”) is to assist the board of directors (the Board”) in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and shareholders, the Corporation’s systems of internal controls regarding finance and accounting, and the Corporation’s auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Corporation’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Corporation’s financial reporting and internal control systems and review the Corporation’s financial statements;
- review and appraise the performance of the Corporation’s external auditors; and
- provide an open avenue of communication among the Corporation’s auditors, financial and senior management and the Board.

#### *Composition*

The Committee shall be comprised of three directors as determined by the Board, the majority of whom shall be free from any relationship that, in the opinion of the Board, would reasonably interfere with the exercise of his or her independent judgment as a member of the Committee. At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee’s Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation’s financial statements. The

members of the Committee shall be elected by the Board at its first meeting following the annual shareholders' meeting.

### *Meetings*

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Executive Officer and the external auditors in separate sessions.

### *Responsibilities and Duties*

To fulfill its responsibilities and duties, the Committee shall:

#### Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Corporation's financial statements, MD&A and any annual and interim earnings, press releases before the Corporation publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.
- (c) Confirm that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements.

#### External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Corporation.
- (b) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Corporation, consistent with the Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors, take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.
- (g) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - (i) the aggregate amount of all such non-audit services provided to the Corporation constitutes not more than five percent of the total amount of fees paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;
  - (ii) such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and
  - (iii) such services are promptly brought to the attention of the Committee by the Corporation and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee. Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

#### Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

#### Other

Review any related-party transactions.

### Composition of the Audit Committee

The following are the members of the Committee:

D. Neil Briggs	Not Independent <sup>1</sup>	Financially literate <sup>1</sup>
Donald G. Moore	Not Independent <sup>1</sup>	Financially literate <sup>1</sup>
Jeffrey B. Lightfoot	Independent <sup>1</sup>	Financially literate <sup>1</sup>

1. As defined by NI 52-110.

### Audit Committee Oversight

At no time since the commencement of the Corporation's most recent completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

### Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

### Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors".

### External Auditor Service Fees (By Category)

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

Financial Year Ending	Audit Fees <sup>1</sup>	Audit Related Fees <sup>2</sup>	Tax Fees <sup>3</sup>	All Other Fees <sup>4</sup>
Feb. 28, 2009	\$34,500	Nil	\$16,000	Nil
Feb. 29, 2008	\$27,500	Nil	\$3,250	Nil

1. Includes services for the annual audit of the Corporation's financial statements.
2. Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
3. Fees charged for tax compliance services.
4. Fees for services other than disclosed in any other column.

### STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101, *Disclosure of Corporate Governance Practices*, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines adopted in National Instrument 58-201. These guidelines are not prescriptive. Corporate governance relates to the activities of the board of directors (the "Board"), the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual

members of management who are appointed by the Board and who are charged with the day-to-day management of the Corporation. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making. The Board is of the view that the Corporation's general approach to corporate governance, summarized below, is appropriate and substantially consistent with objectives reflected in the guidelines for improved corporate governance in Canada adopted by the Canadian Securities Administrators (the "National Guidelines").

## **Board of Directors**

### *Structure and Compensation*

The Board is currently composed of five directors.

The National Guidelines suggest that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "unrelated" directors. An "unrelated" director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the Corporation, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, the National Guidelines suggest that the board of directors should include a number of directors who do not have interests in either the Corporation or the significant shareholder. Of the proposed nominees, two are considered by the Board to be "unrelated" within the meaning of the TSX.V Guidelines and two are "inside" or management directors and accordingly considered to be "related". In assessing the TSX.V Guidelines and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors.

### *Mandate of the Board*

The mandate of the Board is to manage or supervise the management of the business and affairs of the Corporation and to act with a view to the best interests of the Corporation. In doing so, the board oversees the management of the Corporation's affairs directly and through its committees. In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Corporation's overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Corporation's proposed actions accord with shareholder objectives; reviewing succession planning; assessing management's performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to shareholders; ensuring the effective operation of the Board; and safeguarding shareholders' equity interests through the optimum utilization of the Corporation's capital resources.

### *Meetings of the Board*

The Board meets quarterly to review, among other things, the performance of the Corporation. Results are compared and measured against a previously established plan and performance in prior years. The Board also holds a meeting each year to review and assess the Corporation's financial budget and business plan for the ensuing year and its overall strategic objectives. This process establishes, among other things, benchmarks against which the Board may measure the performance of management. Other meetings of the Board are called to deal with special matters as circumstances require.

## Nomination and Assessment

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members. The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions.

## Compensation

The directors decide as a Board the compensation for the Corporation's officers, based on industry standards and the Corporation's financial situation. The directors currently do not receive any remuneration for their acting in such capacity.

## Other Directorships

The following directors are also currently directors of reporting issuers, other than the Corporation:

Director	Reporting Issuer
D. Neil Briggs	Rupert Resources Ltd. (TSX-V) Kermode Resources Ltd. (TSX-V) Nova Uranium Corporation (TSX-V)
Donald G. Moore	Rupert Resources Ltd. (TSX-V) Kermode Resources Ltd. (TSX-V) Nova Uranium Corporation (TSX-V)
Jeffrey B. Lightfoot	Benzai Capital Corp. (TSX-V) Tatmar Ventures Ltd. (TSX-V) CCT Capital Corp. (TSX-V) Avani International Group Inc. (OTC-BB)
James Robertson	Avocet Mining PLC (AIM) Gateway Gold Corp. (TSX-V) Riverstone Resources Inc. (TSX-V) Sennen Resources Ltd. (TSX-V) Primary Metals Inc. (TSX-V) GFM Resources Limited (TSX-V) Premium Exploration Inc. (TSX-V)

## Other Matters

The Board has not adopted any formal steps to orient new board members. The Board's continuing education is typically derived from correspondence with the Corporation's legal counsel to remain up to date with developments in relevant corporate and securities' law matters. The Board has not adopted guidelines or attempted to quantify or stipulate steps to encourage and promote a culture of ethical business conduct; but does promote ethical business conduct through the nomination of Board members it considers ethical, through avoiding or minimizing conflicts of interest, and by having a majority of its Board members independent of corporate matters.

The Board has not established any committees other than its audit committee. All decisions are made by full Board of director meetings or consent resolutions.

Neither the Corporation nor the Board has determined formal means or methods to regularly assess the Board, its committees or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director is informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Corporation feels its corporate governance practices are appropriate and effective for the Corporation, given its relatively small size and limited operations. The Corporation's method of corporate governance allows for the Corporation to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

### **MATTERS TO BE APPROVED AT THE MEETING**

#### **A. Election of Directors**

Although Management is only nominating five (5) individuals to stand for election, the names of further nominees for directors may come from the floor at the Meeting.

Each director of the Corporation is elected annually and holds office until the next Annual General Meeting of the shareholders unless that person ceases to be a director before then. In the absence of instructions to the contrary, the shares represented by Proxy will, on a poll, be voted for the nominees herein listed. **Management does not contemplate that any of the nominees will be unable to serve as a director.**

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Corporation, their respective principal occupations or employments during the past five years if such nominee is not presently an elected director and the number of shares of the Corporation which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular:

<b>Name and Residence of Proposed Directors and Present Offices Held</b>	<b>Date Elected or Appointed a Director</b>	<b>Principal Occupation</b>	<b>Number of Shares<sup>1</sup></b>
<b>Donald G. Moore</b> Lion's Bay, B.C. <i>CEO and Director</i>	July 18, 1997	Independent consultant to junior mining companies in British Columbia since 1989; CEO and director of Nova Uranium Corporation; CEO and director of Rupert Resources Ltd.; CEO and director of Kermode Resources Ltd.	1,392,400 <sup>2</sup>
<b>D. Neil Briggs</b> West Vancouver, B.C. <i>President and Director</i>	May 31, 1995	<i>B.Sc. (Honours) Geology from the University of Durham, England.</i> President and director of Rupert Resources Ltd.; Director of Nova Uranium Corporation; President and Director of Kermode Resources Ltd..	870,600

Name and Residence of Proposed Directors and Present Offices Held	Date Elected or Appointed a Director	Principal Occupation	Number of Shares <sup>1</sup>
<b>Jeffrey B. Lightfoot</b> Richmond, B.C. <i>Director</i>	July 22, 2002	Lawyer and partner at the law firm of Maitland & Company. Director and or officer of several junior resource companies.	540,000
<b>James Robertson</b> West Vancouver, B.C. <i>Director</i>	Jan. 18, 2006	President of Midas Management Inc., a private company providing technical support services to resource companies; a Director of Sennen Resources Ltd., Riverstone Resources Inc., Primary Metals Inc., Gateway Gold Corp, GFM Resources Limited and Premium Exploration Inc.	25,000
<b>Dave Matousek</b> Vancouver, B.C. <i>Director</i>	June 2, 2009	Investor Relations Consultant for the Corporation; previously a consultant with CP Capital (a merchant bank) and Centrasia Mining Corp., a public company (TSX-V, OTCBB, Frankfurt).	Nil

1. Information as to voting shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective nominees individually.
2. • of these shares are held in the name of RobK Investments, a private company wholly owned by Donald G. Moore.

Ricardo Ho was appointed as Corporate Secretary of the Corporation on May 19, 2009. He holds no shares of the Corporation and has not been granted any incentive stock options.

The directors and senior officers of the Corporation as a group beneficially own, directly or indirectly, an aggregate of approximately 2,828,000 common shares, which together represent approximately 3.72% of the total votes attached to the Corporation's common shares.

The Board does not have an executive committee. The Board does not have a "compensation committee" or any other board committee performing a similar function. There is only one committee of the Board of Directors, namely, the Audit Committee as outlined above. The Board has determined that no officer of the Corporation will be compensated except on a fees-for-services basis. In this regard (i) Mr. Lightfoot will receive compensation for any legal services provided; and (ii) Mr. Briggs will receive compensation for any geological services provided.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company except the directors and executive officers of the Corporation acting solely in such capacity.

No proposed director:

- (a) is, at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity,

- (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
  - (ii) was the subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
  - (iii) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

All of the proposed nominees are resident in Canada.

**B. Appointment of Auditor**

Members will vote for the re-appointment of Davidson & Company LLP, Chartered Accountants, of Suite 1200 – 609 Granville Street, Vancouver, BC V7Y 1G6, as Auditor of the Corporation for the ensuing year, until the close of the next Annual General Meeting at a remuneration to be fixed by the Directors. Davidson & Company LLP were first appointed as auditors for the Corporation in 1995.

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**C. Ratification of Stock Option Plan**

The Corporation presently has in place a “rolling” stock option plan (the “Plan”) whereby the Corporation is authorized to grant stock options of up to 10% of its issued and outstanding shares, from time to time. As at the record date, the Corporation was eligible to grant up to 863,736 additional options under its Plan. There are presently 6,135,000 options outstanding under the Plan. The TSX Venture Exchange (the “TSX.V”) requires listed companies that have “rolling” stock option plans in place to receive shareholder approval to such plan on a yearly basis at the Corporation’s annual general meeting. The only change to the Corporation’s stock option plan is that the maximum term permitted under the Plan has been increased from five years to ten years. As such, the directors of the Corporation wish to ratify and approve the Plan. As such, the directors of the Corporation wish to ratify and approve the Plan.

The material terms of the Plan are as follows:

1. The term of any options granted under the Plan will be fixed by the board of directors at the time such options are granted, provided that options will not be permitted to exceed a term of ten years.
2. The exercise price of any options granted under the Plan will be determined by the board of directors, in its sole discretion, but shall not be less than the closing price of the Corporation’s common shares on the day preceding the day on which the directors grant such options, less any discount permitted by the TSX.V to a minimum of \$0.10 per share.
3. No vesting requirements will apply to options granted thereunder, however a four month hold period will apply to all shares issued under each option, commencing from the date of grant.

4. All options will be non-assignable and non-transferable.
5. No more than (i) 5% of the issued shares may be granted to any one individual in any 12 month period; and (ii) no more than 2% of the issued shares may be granted to a consultant, or an employee performing investor relations activities, in any 12 month period.
6. If the option holder ceases to be a director of the Corporation or ceases to be employed by the Corporation (other than by reason of death), as the case may be, then the option granted shall expire on no later than the 90th day following the date that the option holder ceases to be a director or ceases to be employed by the Corporation, subject to the terms and conditions set out in the Plan. However, if the option holder is engaged in investor relations activities the options must expire within 30 days after the option holder ceases to be employed by the Corporation to provide investor relations activities, in accordance with the policies of the TSX.V.
7. Disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders, within a 12 month period, exceeding 10% of the Corporation's issued shares; and (iii) any grant of options to any one individual, within a 12 month period, exceeding 5% of the Corporation's issued shares.
8. For stock options granted to employees, consultants or management company employees, the Corporation represents that the proposed optionee is a bona fide employee, consultant or management company employee, as the case may be.
9. Options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Corporation's common shares.

The Plan is subject to receipt of annual TSX.V acceptance to its filing. Shareholders will be asked to consider, and if thought fit to approve a resolution ratifying and approving the Corporation's existing Plan.

At February 28, 2009 there were 3,185,000 options outstanding under the existing Plan. As at June 26, 2009 (the record date) there were 6,135,000 options outstanding under the existing Plan.

#### **D. Approval of Option Grants**

In addition to the terms of the Plan mentioned above, TSX.V Policy 4.4 requires that a listed company must obtain "disinterested shareholder approval" (such that no insider or proposed insider to whom options may be granted under the stock option plan, or their associates, will be entitled to vote on such resolutions) to:

1. if and only if the Corporation becomes a Tier 1 issuer, the issuance to any one optionee, within any 12 month period, of a number of shares exceeding 5% of the issued shares; and
2. the grant to insiders, within a 12 month period, of a number of options exceeding 10% of the number of issued shares.

It may occur that the Corporation will grant stock options pursuant to the Plan, from time to time during the next 12 months, to insiders that in aggregate will exceed 10% of the Corporation's issued shares. Accordingly, shareholders will be asked to pass resolutions authorizing the directors to implement the above. **Granting the directors the right to issue such options does not mean that the same will occur.** Rather it allows the directors the flexibility to undertake the same should the circumstances warrant, without the expense of calling another shareholder meeting to specifically approve each issuance.

### **OTHER MATTERS**

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Instrument of Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available under the Corporation's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com). Financial information relating to Playfair Mining Ltd. is provided in the Corporation's comparative financial statements and management discussion and analysis ("MD&A") for the fiscal year ended February 28, 2009. A copy of these financial statements and MD&A have also been mailed out to those shareholders who returned the Corporation's Financial Statement Request Form provided with the Corporation's 2008 annual general meeting material, in accordance with National Instrument 51-102 "Continuous Disclosure Obligations". Shareholders may contact the Corporation to request copies of the financial statements and MD&A by: (i) mail to Suite 520, 470 Granville Street, Vancouver, B.C. V6C 1V5; or (ii) fax to (604) 687-7179.

### **APPROVAL**

The content and sending of this Information Circular has been approved by the Corporation's board of directors. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

**DATED** at Vancouver, B.C., the 26 day of June, 2009.

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

***"D. Neil Briggs"***

President