

Tiger International Resources Inc

INFORMATION CIRCULAR

(as at April 30, 2006)

**FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON February 14, 2007**

PROXY SOLICITATION

PURPOSE OF SOLICITATION

This management information circular is furnished in connection with the solicitation of proxies by the management of Tiger International Resources Inc. (the "Corporation") for use at the annual and special meeting of common shareholders of the Corporation, to be held at the offices of the Company at 26981 Highwood Circle, Laguna Hills CA 92653 on February 14, 2007 at 8:00 a.m. local time or at any adjournment for the purposes set out in the accompanying notice of meeting (the "Meeting").

The cost of such solicitation will be borne by the Corporation and will be made primarily by mail. Directors and officers of the Corporation may without special compensation solicit proxies by telephone, facsimile or in person.

APPOINTMENT AND REVOCATION OF PROXIES

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, and may do so by inserting the name of the appointed representative in the blank space provided in the form of proxy.

A form of proxy will not be valid for the Meeting or any adjournment unless it is completed by the shareholder or by his attorney authorized in writing and must be delivered to: PROXY DEPARTMENT, Tiger International Resources Inc., 26981 Highwood Circle, Laguna Hills CA 92653, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays In California) prior to the time set for the meeting or any adjournment of the meeting. Approval has been granted by the Province of British Columbia to hold this meeting extraprovincially, which means that the Corporation may hold the meeting in California at the offices of the Company.

In addition to revocation in any other manner permitted by law, a shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. A proxy may be revoked by either executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the shareholder or by his authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by depositing the proxy bearing a later date with the Company at any time up to and including the last business day preceding the date of the meeting or any adjournment at which the proxy is to be used, or by depositing the revocation of proxy with the chairman of such meeting on the day of the meeting, or any adjournment of the meeting.

VOTING OF PROXIES

The persons named in the enclosed form of proxy are directors and/or 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 his shares by completing the proxy form.

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 event of a direction to vote the shares in respect of which they are appointed, the management appointees named in the accompanying proxy will vote such shares in favour of:

- 1. The election of the persons proposed to be nominated by management as directors;**
- 2. The appointment of John J. Geib, Chartered Accountant as auditor of the Corporation.**

Furthermore, in the absence of any direction to vote for or against, the shares will be voted by management appointees in favour of:

- 1. The approval of the Corporation's Stock Option Plan; and**
- 2. The approval of the amendment of the articles of the Corporation to change the name of the Corporation to any name selected by the board of directors;**

all as more specifically described in this Information Circular.

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 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS (THE "NOTICE") 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 and the Information Circular. If any matters which are not now known to the directors and senior 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.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant 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 "Beneficial 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 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 The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

The Corporation does not know for whom the shares registered to CDS & Co. are held. Therefore, Beneficial Shareholders cannot be recognized by the Corporation at the Meeting. In order to ensure that their shares are voted at the Meeting, Beneficial Shareholders should carefully follow the return instructions. Often, the form of proxy supplied to Beneficial Shareholders by their brokers is identical in content to that provided to registered shareholders, however, its purpose is limited to instructing the brokers/registered shareholder how to vote on behalf of the Beneficial Shareholder. The majority of the brokers now delegate the job of obtaining instructions from clients and voting shares according to their client's instructions to a corporation named Broadridge Financial Solutions Inc. ("Broadridge"). Broadridge creates its own form of proxy based upon the proxy form produced by the Corporation, or applies a special sticker to the proxy forms produced by the Corporation, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to either register their proxy vote by telephone or return the completed proxy form to Broadridge. Broadridge then tabulates the results of all instructions received and then votes the shares to be voted at the Meeting according to the instructions received. A Beneficial Shareholder receiving a proxy from Broadridge cannot use that proxy to vote shares at the Meeting. The proxy must be returned to Broadridge well in advance of the Meeting in order to have the shares voted.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker (or an agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder, should enter their own names in the blank space on the form of Proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

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

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

Only the Common Shares of the Corporation are entitled to vote at the Meeting. As of the date of this Information Circular, 6, Common Shares without nominal or par value are issued and outstanding. Each Common Share entitles the holder 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 February 12, 2007, as the record date for determination of the persons entitled to receive notice of the Meeting. A shareholder of record as of the record date is entitled to vote his Common Shares except to the extent that he has transferred the ownership of any of his shares

Name and Principal Position	Year Ending	Annual Compensation			Long Term Compensation			All Other Compensation (\$)
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Awards		Payouts	
					Securities Under Options/SAR's Granted (#)	Restrict Shares or Restricted Share Units (\$)	Long Term Incentive Plan Payouts (\$)	
Corporate Secretary	Dec. 2004	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes: (1) Patric Barry received \$36,000 during each of 2004, 2005 and 2006 for compensation for office costs and general overheads which are not directly billed to the company. This payment is as compensation for these costs which have been born by Mr. Barry and are not salary.

Long Term Incentive Plans (LTIP) Awards

The Corporation does not have a LTIP, pursuant to which cash or non-cash compensation intended to serve as an incentive for performance (whereby performance is measured by reference to financial performance or the price of the Corporation's securities) was paid or distributed to the Named Executive Officers during the most recently completed financial year.

Stock Options/Stock Appreciation Rights ("SAR") Granted During the Most Recently Completed Financial Year

The following table sets out the stock options outstanding to the Named Executive Officers and Directors during the fiscal year ended April 30, 2006.

Name	Securities Under Options/SAR's Granted #	% of Total Options/SAR's Granted to Employees in Financial Year %	Exercise or Base Price \$/Security	Market Value of Securities Underlying Options/SAR's on the Date of Grant \$/Security	Expiration Date
Patric Barry	200,000	0	\$0.17	N/A	March 26, 2007
Coleen Barry	100,000	0	"	"	"
William Fallick	100,000	0	"	"	"

Option Repricing

There has been no downward repricing of options held by the Named Executive Officers and Directors of the Corporation during the shorter of the 10 year period ending on the date of this Information Circular.

Defined Benefit or Actuarial Plan Disclosure

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

Termination of Employment, Change in Responsibilities and Employment Contracts

Except as disclosed herein, the Corporation does not have any compensatory plan or arrangement in respect of compensation received or that may be received by the Named Executive Officers in the Corporation's most recently completed or current financial year to compensate such executive officer in the event of the termination of employment (resignation, retirement, change of control) or in the event of a change in responsibilities following a change in control, where in respect of the Named Executive Officer the value of such compensation exceeds \$100,000.

Composition of the Compensation Committee

The Compensation Committee is comprised of all of the current directors of the Corporation of whom Patric Barry is an executive officer of the Corporation. See Election of Directors and Interest of Insiders in Material Transactions.

Compensation to Directors

The Corporation does not have any arrangements, standard or otherwise, pursuant to which directors are compensated by the Corporation or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts during the most recently completed financial year or subsequently, up to and including the date of this Information Circular. The directors are reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as directors. Patric Barry is reimbursed at a flat rate of \$3000 per month for expenditures made by him for office provision and equipment, per deum expenditures on behalf of the company, mailings, postage, stationery, vehicle provision etc.

The Corporation has a formalized stock option plan for the granting of incentive stock options to the directors, officers, key employees and consultants. The purpose of granting options pursuant to the stock option plan is to assist the Corporation in compensating, attracting, retaining and motivating the directors, officers, key employees and consultants of the Corporation and to closely align the personal interests of such persons to that of the shareholders.

Equity Compensation Plans

The following table sets forth details with respect to compensation plans under which equity securities of the Corporation are authorized for issuance as of year ended December 31, 2006.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weight-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	N/A	N/A	N/A
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	N/A	N/A	N/A

Notes:

- (1) Common Shares reserved for issuance under the Corporation's "rolling" stock option plan, which automatically increases the number of Common Shares available for issuance to 10% of the Corporation's issued and outstanding Common Shares, will be proposed to the shareholders at a subsequent meeting. At the date of this Annual Meeting there is no rolling stock option plan approved. Specific share options outlined herein have been approved by the shareholders in prior years.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

There is no indebtedness, now nor at any time since the beginning of the most recently completed financial year of the Corporation, of any director, executive officer, senior officer, proposed nominee for election as a director or associate of any of them to or guaranteed or supported by the Corporation or any of its subsidiaries either pursuant to an employee stock purchase program of the Corporation or otherwise.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Circular, no informed person of the Corporation or any associate or affiliate of the foregoing had any material interest, direct or indirect, in any transaction or proposed transaction since April 30, 2005 which has materially affected or would materially affect the Corporation of any of its subsidiaries.

MANAGEMENT CONTRACTS

The management functions of the Corporation are substantially performed by directors and senior officers of the Corporation, and, not to any substantial degree, by any other person with whom the Corporation has contracted. There exist no formal management contracts at this time.

AUDIT COMMITTEE

1. The Audit Committee Charter

The following is the Corporation's "Audit Committee Charter":

Purpose

The primary function of the audit committee of Tiger International Resources Inc. (the “**Committee**”) is to assist the board of directors (the “**Board**”) of the Corporation in fulfilling its responsibilities by reviewing the financial reports and other financial information provided by the Corporation to any regulatory body or the public, the Corporation’s systems of internal controls regarding preparation of those financial statements and related disclosures that management and the Board have established and the Corporation’s auditing, accounting and financial reporting processes generally. Consistent with this function, the Committee encourages continuous improvement of, and fosters adherence to, the Corporation’s policies, procedures and practices at all levels. The Committee’s primary objectives are to:

- Assist directors in meeting their responsibilities in respect of the preparation and disclosure of the financial statements of the Corporation and related matters;
- Provide for open communication between directors and external auditors;
- Enhance the external auditor’s independence;
- Increase the credibility and objectivity of financial reports; and
- Strengthen the role of the outside or “independent” directors by facilitating in depth discussions between directors on the Audit Committee, management and external auditors.

Composition

The Committee is comprised of two or more directors as determined by the Board, if at all possible with the majority of whom shall be “independent” (as such term is used in Multilateral Instrument 52-110 --- Audit Committees (“MI 52-110”) unless the Board shall have determined that the exemption contained in section 3.6 of MI 52-110 would be applicable and has determined to rely thereon.

All of the members of the committee shall be “financially literate” (as defined in MI 52-110) unless the Board shall determine that an exemption under MI 52-110 from such requirement in respect of any particular member would be applicable and has determined to rely thereon in accordance with the provisions of MI 52-110.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board and remain as members of the Committee until their successors shall be duly elected and qualified.

Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate, such meetings to be in person or telephonic or by other means of communication. As part of its mandate to foster open communication, the Committee should meet at least annually with management and the external auditors in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. The Chief Financial Officer (if appointed) is required to be present at the meetings of the Committee and may be excused from all or part of any such meetings by the independent sitting members.

Minutes of all meetings of the Committee shall be taken and the Committee shall report the results of its meetings and reviews undertaken and any associated recommendations or resolutions to the Board. A written resolution signed by all Committee members entitled to vote on that resolution at a meeting of the Committee shall be valid resolution of the Committee.

A quorum for meetings of the Committee shall be majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the committee shall be the same as those governing the Board.

Members of the Committee may participate in a meeting of the Committee by means of telephone or other communication device or facilities that permit all persons participating in any such meeting to hear one another.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

A. Documents/Reports Review

1. Review and update this Charter, as conditions dictate.
2. Review the financial statements, prospectuses, MD&A, annual information forms and all public disclosures containing audited or unaudited financial information (including, without limitation, annual and interim press releases and any other press releases disclosing earnings or financial results) before release and prior to Board approval where required.
3. Review the reports to management prepared by the external auditors and management responses.
4. Established procedures for:
 - a. the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - b. the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.
5. Review and Approve the Corporation's hiring policies regarding employees and former employees of the present and former external auditors of the issuer.
6. Review of significant auditor findings during the year, including the status of previous audit recommendations.
7. Be satisfied with and periodically assess the adequacy of procedures for the review of corporate disclosure that is derived or extracted from the financial statements.

B. External Auditors

1. Be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.
2. Recommend to the Board the external auditors to be nominated for appointment by the shareholders.
3. Recommend to the Board the terms of engagement of the external auditor, including their compensation and a confirmation that the external auditors shall report directly to the Committee.
4. On an annual basis, review and discuss with the auditors all significant relationships the auditors have with the Corporation to determine the auditors' independence.
5. Review the performance of the external auditors and approve any proposed discharge of the external auditors when circumstances warrant.
6. When there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change.
7. Periodically consult with the external auditors, without the presence of management, about internal controls and the fullness and accuracy of the organization's financial statements.
8. Consider, in consultation with the external auditor, the audit scope and plan of the external auditor.
9. Pre-approved the completion of any non-audit services by the external auditors and determined which non-audit services the external auditor is prohibited from providing and the Committee may delegate to one or more independent members of the Committee the authority to pre-approve non-audit services, provided that such member(s) reports to the Committee at the next scheduled meeting such pre-approval and the members(s) complies with such other procedures as may be established by the Committee from time to time.

C. Financial Reporting Processes

1. In consultation with the external auditors and management, review the integrity of the organization's financial reporting processes both internal and external. Consider judgments concerning the appropriateness of the Corporation's accounting policies.
2. Consider and approve, if appropriate, major changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors or management.
3. Review risk management policies and procedures of the Corporation (i.e., hedging, litigation and insurance).

D. Process Improvement

1. Review with external auditors their assessment of internal controls, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses. The Committee shall also review annually with the external

auditors their plan for their audit, and upon completion of the audit, their reports upon the financial statements.

E. Ethical and Legal Compliance

1. Ensure that management has the proper review system in place to ensure that the Corporation's financial statements, reports and other financial information disseminated to regulatory organizations and the public satisfy legal requirements.
2. Conduct and authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain, and to set and pay compensation for any independent counsel and other professionals to assist in the conduct of any investigation, subject to the Board approving any expenditure in excess of \$50,000 in this regard.
3. Perform any other activities consistent with this Charter, the Corporation's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

2. Composition of the Audit Committee

The Committee consists of two members:

1. One member is not considered to be independent:
 - a. Patric Barry, the Company's President and Chief Operations Officer.
2. Two available members are considered to be independent:
 - a. Joseph Breslawski, and
 - b. William Fallick

The Board of Directors has selected Patric Barry and Joseph Breslawski to serve as the Audit Committee for this financial year and annual meeting.

All are considered to be financially literate.

3. Relevant Education and Experience

Patric Barry has acted as a director and officer of public companies for 17 years.

William Fallick has been involved in public and private business for over 25 years, has been a director of the Company for over twenty years, and is a past president of the Company.

Joseph Breslawski is an independent businessman who is knowledgeable of petroleum and biofuels businesses, and is a computer end electronics expert.

Coleen Barry is the Corporate Secretary of the Company, a position filled by her since 1990. While being a non-executive officer, she does not serve as a director.

4. Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year were any Committee's recommendations to nominate or compensate an external auditor not adopted by the Board.

5. Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on any exemption under Part 8 of Multilateral Instrument 52-110.

6. Pre-Approval Policies and Procedures

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

7. External Auditor Service Fees

The fees paid by the Corporation to its auditor in each of the last two fiscal years are approximately :

Financial Year Ending April 30	Audit Fees	Separate Tax Fees ⁽¹⁾	All Other Fees
2006	\$7,000	Nil	Nil
2005	\$7,000	Nil	Nil

Note:

(1) Fees paid to the auditors related to the preparation of the Corporation's T-2 corporate income tax return and General Index of Financial Information required by Canada Revenue Agency.

8. Venture Issuer Exemption

The Corporation, as a "Venture Issuer", is relying upon section 6.1 of Multilateral Instrument 52-110 exempting the Corporation from certain requirements relating to the composition of the audit committee requirements and reporting obligations.

CORPORATE GOVERNANCE

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.

Pursuant to National Instrument 58-101 Disclosure of Corporate Governance Practices ("NI 58-101") which came into effect for financial years ending on or after June 30, 2005 the Corporation is required to disclose its corporate governance practices, as summarized below.

1. Board of Directors

The Board of the Corporation facilitates its exercising of independent supervision over the Corporation's management through meetings of the Board and both directly and indirectly through its committees.

William Fallick and Joseph Breslawski are "independent" directors in that they are independent and free from any interest, and any business or other relationship which could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Corporation, other than interests and relationships arising from shareholdings.

Patric Barry is a member of management and are therefore not independent.

2. Directorship

Certain of the directors are presently directors in one or more other reporting issuers, as follows:

Directors	Other Issuers
Patric Barry	None
William Fallick	None
Joseph Breslawski	None, although he serves as an advisor to Telkwa Gold Corp.

3. Orientation and Continuing Education

Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Corporation's business will be necessary and relevant to each new director. The Corporation provides continuing education to its directors as such need arises and encourages open discussion at all meetings which format encourages learning by the directors

4. Ethical Business Conduct

The Corporation endeavours to select only people of the highest personal moral stature and expects them to follow a high ethical standard when exercising their authority or discretion in all of the Corporation's business dealings.

5. Nomination of Directors

The Board determines new nominees to the Board, although no formal process has been adopted.

6. Compensation

The Corporation has a Compensation Committee (the "CC") with a mandate including determination of (1) remuneration to directors and officers, and (ii) allocation of incentive stock options. The CC members are Patric Barry, Joseph Breslawski and William Fallick. The directors are presently not compensated for their services other than through incentive stock options.

7. Other Board Committees

There are presently no other committees of the Board.

8. Assessments

The Corporation is currently working on a plan for semi-annual review of the performance of every director, such review to be implemented in a later fiscal year

PARTICULARS OF MATTERS TO BE ACTED UPON

FINANCIAL STATEMENTS

The board of directors of the Corporation has approved all of the information in the audited financial statements of the Corporation for the year ended April 30, 2006 and the report of the auditor thereon.

ELECTION OF DIRECTORS

At the meeting it is proposed that up to eight directors be eligible for nomination, and that three (3) 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* (British Columbia) and the By-laws of the Corporation. There are presently three (3) directors of the Corporation.

The following table indicates the names of the three (3) nominees for directors, the date each such person first became a director (if applicable), the principal occupation of each such person and the number of Common Shares of the Corporation beneficially owned or controlled (directly or indirectly) by each such person as of February 1st, 2007. The information contained in this table as to the number of shares of the Corporation beneficially owned or controlled, directly or indirectly, is based upon information furnished to the Corporation by the respective nominees. The board of directors is required to appoint an Audit Committee, the proposed members of which are indicated in the table.

Name and Municipality of Residence	Date First Appointed a Director	Principal Occupation and Positions Held During the Past Five Years	Number of Shares Beneficially Owned or Controlled as at the Effective Date
Patric Barry(1) (2) Laguna Hills, California	1990	President and Chief Executive Officer of the Corporation since 1990.	0
William Fallick, (2) Vancouver, B.C.	1997	Served as a securities dealer for Wolverton Securities in the 1980s, Mr. Fallick joined his family owned transportation company in 1990 and serves as a non-executive director. He is a financial expert having conducted numerous public financings during his career in the securities industry	10,000
Joseph Breslawski, (1) (2) Calgary, Alberta	2005	Director of Tiger International Resources, advisor to Telkwa Gold Corp., president of several corporations which are in computer and communications businesses..	0

Notes: (1) Members of audit committee.
(2) Members of compensation committee.

APPOINTMENT OF AUDITORS

The shareholders of the Corporation will be asked to vote for the re-appointment of John J. Geib, Chartered Accountant, as auditor of the Corporation. Unless directed otherwise by a proxy holder, or such authority is withheld, the Management Designees, if named as proxy, intend to vote the Common Shares represented by any such proxy in favour of a resolution appointing John J. Geib, Chartered Accountant, as auditor of the Corporation for the next ensuing year, to hold office until the close of the next annual general meeting of shareholders or until John J. Geib, Chartered Accountant, is removed from office or resigns as provided by law or by the the Corporation's By-laws, and to authorize the directors to fix the remuneration of John J. Geib, Chartered Accountant, as auditor. John J. Geib, Chartered Accountant, has been the accountant of the Corporation since 2004.

STOCK OPTION PLAN

As required by TSX Venture Exchange rules, management is requesting that shareholders provide their approval of the Corporation's stock option plan (the "Plan"). A copy of the Plan has been made available for viewing under the Corporation's profile on the SEDAR website: www.sedar.com . Options granted pursuant to the Plan will not exceed a term of five years and are granted at an option price and on other terms which the directors determine is necessary to achieve the goal of the Plan and in accordance with regulatory policies. The option price may be at a discount to market price, which discount will not, in any

event, exceed that permitted by any stock exchange on which the Corporation's shares are listed for trading.

The number of common shares allocated to the Plan will be determined by the board of directors from time to time. The aggregate number of shares reserved for issuance under the Plan may not exceed 10 percent of the issued and outstanding shares. In addition, the aggregate number of shares so reserved for issuance in any 12 month period to any one person shall not exceed 5 percent, or to any one consultant or any one employee conducting investor relations activities shall not exceed 2 percent, of the issued and outstanding shares.

The Common Shares, when fully paid for by a participant, are not included in the calculation of Common Shares allocated to or within the Plan. Should a participant cease to be eligible due to the loss of corporate office (being that of an officer or director) or employment, the option shall cease for varying periods not exceeding 90 days. Loss of eligibility for consultants is regulated by specific rules imposed by the directors when the option is granted to the appropriate consultant. The Plan also provides that estates of deceased participants can exercise their options for a period not exceeding one year following death.

The board of directors may from time to time make rules, regulations and amendments to the Plan. Should any rule, regulation or amendment materially differ from the provisions set out in this management information circular, the Corporation shall obtain the necessary regulatory or shareholder approvals.

The shareholders will be asked to consider and approve the following resolution:

IT IS RESOLVED THAT, subject to any necessary regulatory approval, the Stock Option Plan in the form as described in the Information Circular of the Corporation in connection with the 2006 annual and special shareholder meeting be adopted and the same is approved.

OTHER BUSINESS

The management of the Corporation 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 named in the form of proxy to vote the same in accordance with their best judgment in such matters.

The Company has been involved in mineral exploration activities in several countries, including Australia, Union of Myanmar, Republic of the Philippines, Canada, The United States. The Company has also been involved in petroleum development and production in Canada and petroleum exploration in the United States. The Company states that it will continue in these businesses. However directors plan diversification in the Resource Industry and are investigating biofuels opportunities which are a compatible business area with the resources industry.

APPROVAL AND CERTIFICATION

The contents of this Information Circular, Proxy Statement, and the sending thereof have been approved by the board of directors of the Corporation.

This Information Circular constitutes full, true, and plain disclosure of all material facts relevant to the particular matters to be voted on by the shareholders.

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 is made.

DATED the February 1, 2007.

Signed "*Patric Barry*" _____

Patric Barry
President, Chief Executive Officer, and Director

