

**MPH VENTURES CORP.**  
**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that an Annual General Meeting (the "Meeting") of the shareholders of **MPH VENTURES CORP.** (the "Company") will be held at Suite 3350, Four Bentall Centre, 1055 Dunsmuir Street, Vancouver, British Columbia on Tuesday, the 25th day of October, 2011 at 10:00 a.m. for the following purposes:

1. To receive the report of the directors.
2. To receive the audited consolidated financial statements of the Company for the financial year ended May 31, 2011, together with the auditor's report thereon.
3. To appoint the auditor for the Company and to authorize the directors to fix their remuneration.
4. To fix the number of directors at four and to elect directors for the ensuing year.
5. To consider and, if thought fit, to pass an ordinary resolution to ratify, confirm and approve the Company's Stock Option Plan, as more particularly described in the accompanying information circular.
6. To transact such other business as may properly be brought before the Meeting or at any adjournment thereof.

**It is important that your shares be represented at this Meeting to ensure a quorum. If you cannot be present to vote in person, please ensure that your proxy or, if a corporation, your representative, is appointed and present to vote on your behalf at the Meeting. Instructions regarding the appointment of a proxy or representative are contained in the accompanying Information Circular. A Shareholder unable to attend the Meeting in person is entitled to appoint a proxy to attend and vote in his/her stead. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed form of Proxy and return it within the time and to the location in accordance with the instructions set out in the form of Proxy and Information Circular accompanying this Notice. The Proxy will not be used at the Meeting or any adjournment(s) thereof unless the same is deposited at the office of the Registrar and Transfer Agent, Computershare Investor Services Inc., at the address noted in the enclosed Information Circular and Proxy, at least 48 hours, excluding Saturdays, Sundays and holidays, before the holding of the Meeting or any adjournment thereof. The enclosed Proxy form is solicited by Management and you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.**

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

**DATED** at Vancouver, British Columbia, this 20th day of September, 2011.

**BY ORDER OF THE BOARD**

*"James G. Pettit"*

**James G. Pettit**  
President

**MPH VENTURES CORP.**

**INFORMATION CIRCULAR  
FOR THE 2011 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

This information is given as of September 20, 2011

**I. SOLICITATION OF PROXIES**

This Information Circular is furnished in connection with the solicitation of proxies by the management of **MPH VENTURES CORP.** (the "Company") for use at the Annual General Meeting (the "Meeting") of the shareholders of the Company, 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.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Company has retained Georgeson Shareholder Communications Canada Inc. ("Georgeson") in connection with the solicitation of proxies. For this service, and other advisory services, Georgeson will be paid a fee of up to \$18,000 plus out-of-pocket expenses.

**II. 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 Company and by Georgeson, as set out above. The Company 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. As stated above, the Company has retained Georgeson to assist in respect of the solicitation of proxies. The cost of solicitation will be borne by the Company. None of the directors of the Company have advised management in writing that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

**III. APPOINTMENT AND REVOCATION OF PROXIES**

The persons named in the accompanying instrument of proxy are directors or officers of the Company. **A shareholder has the right to appoint a person other than the persons named in the enclosed instrument of proxy to attend and act for him on his behalf at the Meeting. To exercise this right, a shareholder shall strike out the names of the persons named in the instrument of proxy and insert the name of the shareholder's nominee in the blank space provided, or complete another instrument of proxy.**

**The completed instrument of proxy must be dated and signed and the duly completed instrument of**

**proxy must be deposited at the Company's registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 11<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1 at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays, Sundays and holidays.**

The instrument of proxy must be signed by the shareholder or by the shareholder's duly authorized attorney. If signed by a duly authorized attorney, the instrument of proxy must be accompanied by the original power of attorney or a notarially certified copy thereof. If the shareholder is a corporation, the instrument of proxy must be signed by a duly authorized attorney, officer, or corporate representative, and must be accompanied by the original power of attorney or document whereby the duly authorized officer or corporate representative derives his or her power, as the case may be, or a notarially certified copy thereof. The Chair of the Meeting has discretionary authority to accept proxies which do not strictly conform to the foregoing requirements.

**In addition to revocation in any other manner permitted by law, a shareholder may revoke a proxy by (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid, (b) signing and dating a written notice of revocation (in the same manner as the instrument of proxy is required to be executed as set out in the notes to the instrument of proxy) and either depositing it at the place and within the time aforesaid or with the Chair of the Meeting on the day of the Meeting or on the day of any adjournment thereof before any vote on a matter in respect of which the proxy is to be used has been taken, or (c) registering with the scrutineer at the Meeting as a shareholder present in person, whereupon such proxy shall be deemed to have been revoked.**

#### **IV. VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES**

On any poll, the persons named in the enclosed instrument of proxy will vote the shares in respect of which they are appointed and, where directions are given by the shareholder in respect of voting for or against any resolution or voting or withholding from voting with respect to any matter, will do so in accordance with such direction.

**In the absence of any direction in the instrument of proxy, it is intended that such shares will be voted in favour of the resolutions placed before the Meeting by management and for the election of the management nominees for directors and auditor, as stated under the headings in this Information Circular.** The instrument of proxy enclosed, when properly completed and deposited, confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to any other matters which may be properly brought before the Meeting. At the time of printing of this Information Circular, the management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any such amendments, variations or other matters should properly come before the Meeting, the proxies hereby solicited will be voted thereon in accordance with the best judgement of the nominee.

**If you have any questions or require additional information with regards to the voting of your shares, please contact our proxy solicitation agent, Georgeson, toll-free within North America at 1-866-676-3029.**

#### **V. ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES**

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company 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) of which the Intermediary is a participant.

#### *Distribution to NOBOs*

In accordance with the requirements of the Canadian Securities Administrators and National Instrument 54-101, “Communication with Beneficial Owners of Securities of a Reporting Issuer”, the Company will have caused its agent to distribute copies of the Notice of Meeting and this Information Circular (collectively, the “meeting materials”) as well as a Voting Instruction Form directly to those Non-Registered Holders who have provided instructions to an Intermediary that such Non-Registered Holder does not object to the Intermediary disclosing ownership information about the beneficial owner (“Non-Objecting Beneficial Owner” or “NOBO”).

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions.

The meeting materials distributed by the Company’s agent to NOBOs include a Voting Instruction Form. Please carefully review the instructions on the Voting Instruction Form for completion and deposit. Please return your voting instructions as specified in the Voting Instruction Form.

#### *Distribution to OBOs*

In addition, the Company will have caused its agent to deliver copies of the meeting materials to the clearing agencies and Intermediaries for onward distribution to those Non-Registered Shareholders who have provided instructions to an Intermediary that the beneficial owner objects to the Intermediary disclosing ownership information about the beneficial owner (“Objecting Beneficial Owner” or “OBO”).

Intermediaries are required to forward the meeting materials to OBOs unless an OBO has waived his or her right to receive them. Intermediaries often use service companies such as Broadridge Financial Solutions, Inc. to forward the meeting materials to OBOs. Generally, those OBOs who have not waived the right to receive meeting materials will either:

- (a) be given a form of proxy **which has already been signed by the intermediary** (typically by a facsimile stamped signature), which is restricted as to the number of shares beneficially owned by the OBO, but which is otherwise uncompleted. This form of proxy need not be signed by the OBO. In this case, the OBO who wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare Investor Services Inc. in the manner set out above in this circular, with respect to the common shares beneficially owned by such OBO; **OR**

- (b) more typically, be given a voting registration form which is not signed by the Intermediary and which, when properly completed and signed by the OBO and returned to the Intermediary or its service company, will constitute authority and instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code or other information. In order for the form of proxy to validly constitute a proxy authorization form, the OBO must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit the OBO to direct the voting of the shares he or she beneficially owns.

**Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the persons named in the form and insert the Non-Registered Holder's name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

## **VI. VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

### **A. Voting Securities**

On September 20, 2011, 77,825,010 common shares without par value of the Company were issued and outstanding, each share carrying the right to one vote. At a general meeting of the Company, on a show of hands, every shareholder present in person or by proxy shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he or she is the holder.

### **B. Record Date**

Only shareholders of record at the close of business on the 20th day of September, 2011, 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 their shares voted at the Meeting or any adjournment thereof.

### **C. Principal Holders**

To the knowledge of the directors and executive officers of the Company, there are no persons who, or corporations which, beneficially own, directly or indirectly, or exercise control or direction over, common shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company.

## **VII. INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

Other than as disclosed elsewhere in this Information Circular, none of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company'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.

### **VIII. INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

For the purposes of this Information Circular, "informed person" means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

Other than as set out below or elsewhere herein, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

During the Company's financial year ended May 31, 2011, the Company completed a private placement of 21,000,000 units at a purchase price of \$0.05 per unit. Each unit consisted of one common share and one common share purchase warrant which entitled the holder to purchase an additional share of the Company at an exercise price of \$0.10 per share. A total of 11,720,000 Warrants are exercisable until December 1, 2013 and the balance of 9,280,000 are exercisable until December 15, 2011. James G. Pettit, President and Chief Executive Officer and a director, subscribed for 500,000 units, Donald C. Huston, acting Chief Financial Officer and a director, subscribed for 100,000 units and William Trimble, a reporting insider, subscribed for 3,000,000 units.

### **IX. STATEMENT OF EXECUTIVE COMPENSATION**

#### **A. General Provisions**

For the purposes of this Information Circular:

"CEO" of the Company means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" of the Company means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"equity incentive plan" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of Section 3870 of the Canadian Institute of Chartered Accountants Handbook;

"executive officer" of the Company means an individual who is the Chairman or Vice-Chairman of the board of directors of the Company (the "Board"); the President; a Vice-President in charge of a principal business unit, division or function including sales, finance or production; an officer of the Company or any of its subsidiaries who performs a policy-making function in respect of the Company, or any other individual who performed a policy-making function in respect of the Company;

"incentive plan" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"incentive plan award" means compensation awarded, earned, paid or payable under an incentive plan;

"NEO" or "named executive officer" means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 Statement of Executive Compensation, for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year;

"non-equity incentive plan" means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

"option-based award" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

"plan" includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

"share-based award" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

## **B. Compensation Discussion and Analysis**

### **Compensation Program Objectives**

The Company's executive compensation policies and programs are designed to be competitive with similar junior mineral exploration companies and to recognize and reward performance consistent with the success of the Company. These policies and programs are intended to attract and retain capable and experienced people. The Compensation Committee's role and philosophy is to ensure that the Company's

goals and objectives, as applied to the actual compensation paid to the Company's executive officers and directors, are aligned with the Company's overall business objectives and with shareholders' interests. The Company's Compensation Committee is comprised of two directors, Donald G. Myers and Amanda B. Chow. Each member of the Compensation Committee is independent of management of the Company.

In addition to informal industry comparables from publicly available information, the Compensation Committee considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-range interests of the Company and its shareholders, overall financial and operating performance of the Company, and the Compensation Committee's assessment of each executive officer's individual performance and contribution toward meeting corporate objectives. Superior performance is recognized through the Company's incentive policy and programs.

### **Role of Executive Officers in Determining Compensation**

The Compensation Committee reviews and recommends compensation policies and programs to the Board, as well as salary and benefit levels for the Company's executive officers. The Company's President and CEO and acting CFO may not be present during meetings of the Compensation Committee at which their compensation is being discussed. The Board makes the final determination regarding the Company's compensation programs and practice.

### **Elements of the Compensation Program for the 2011 Financial Year**

The total compensation plan for executive officers is comprised of two components: base salary or consulting fees and incentive stock options. There is no policy or target regarding cash and non-cash elements of the Company's compensation program. The Compensation Committee annually reviews the total compensation of each of the Company's executive officers on an individual basis against the backdrop of the compensation goals and objectives described above, and makes recommendations to the Board concerning the individual components of each executive officer's compensation. The Company does not currently provide the executive officers with personal benefits, nor does the Company provide any additional compensation to the executive officers for serving as directors or as members of other committees.

### **Base Salary and Consulting Fees**

As a general rule for establishing base salaries or consulting fees, the Compensation Committee reviews competitive market data for each of the executive positions and determines placement at an appropriate level within a range. Compensation levels are typically negotiated with the candidate for the position prior to his or her selection as an executive officer or consultant. Salaries or consulting fees for the executive officers are reviewed annually to reflect external factors such as inflation as well as the overall corporate performance and the results of internal performance reviews.

### **Stock Options**

The Company has a stock option plan (the "Plan") for the granting of stock options to the directors, officers, employees and consultants of the Company. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating such persons and to closely align the personal interest of such persons to that of the Company's shareholders. The allocation of options under the Plan is determined by the Compensation Committee which, in determining such allocations, considers such factors as previous grants to individuals, overall performance of the Company,

peer company performance, share price performance, the business environment and labour market, the role and performance of the individual in question and, in the case of grants to non-executive directors, the amount of time directed to the Company's affairs and time expended for serving on the Company's audit and compensation committees.

### Employment Contracts

*James G. Pettit*

Pursuant to a written agreement dated February 1, 2008, as amended, Mr. James G. Pettit, the President, CEO and a director of the Company, was paid management fees in the amount of \$2,000 per month plus GST. Effective September 1, 2010, Mr. Pettit's fees were reduced to \$1,000 per month plus HST. During the year ended May 31, 2011, Mr. Pettit received the sum of \$15,000 plus HST.

*Donald C. Huston*

Pursuant to a written agreement dated February 1, 2008, as amended, Mr. Donald C. Huston, the acting CFO and a director of the Company, was paid consulting fees in the amount of \$1,000 per month plus GST. During the year ended May 31, 2011, Mr. Huston received the sum of \$12,000 plus HST.

### C. Summary Compensation Table

During the financial year ended May 31, 2011, the Company had two NEOs, being James G. Pettit, the President, CEO and a director, and Donald C. Huston, the acting CFO and a director.

The compensation paid to the NEOs during the Company's most recently completed financial years ended May 31, 2011, May 31, 2010 and May 31, 2009 is as follows:

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation\$		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
James G. Pettit (CEO, President and Director)	May 31, 2011	\$15,000	Nil	Nil <sup>(1)</sup>	Nil	Nil	Nil	Nil	\$15,000
	May 31, 2010	\$24,000	Nil	Nil <sup>(2)</sup>	Nil	Nil	Nil	Nil	\$24,000
	May 31, 2009	\$24,000	Nil	\$28,760 <sup>(3)</sup>	Nil	Nil	Nil	Nil	\$52,760
Donald C. Huston (acting CFO and Director)	May 31, 2011	\$12,000	Nil	Nil <sup>(1)</sup>	Nil	Nil	Nil	Nil	\$12,000
	May 31, 2010	\$12,000	Nil	Nil <sup>(2)</sup>	Nil	Nil	Nil	Nil	\$12,000
	May 31, 2009	\$12,000	Nil	\$24,463 <sup>(3)</sup>	Nil	Nil	Nil	Nil	\$36,463

(1) No incentive stock options were granted during the financial year ended May 31, 2011.

(2) During the financial year ended May 31, 2010, the Company repriced a total of 1,862,271 stock options from their original exercise prices ranging from \$0.195 to \$0.34 to \$0.10. No incentive stock options were granted during the

financial year ended May 31, 2010.

- (3) Mr. Pettit was granted a total of 300,000 options comprised of 100,000 stock options exercisable at a price of \$0.15 per common share until August 1, 2013 and 200,000 incentive stock options exercisable at a price of \$0.11 per common share until May 28, 2014. Mr. Huston was granted a total of 250,000 incentive stock options comprised of 100,000 options having an exercise price of \$0.15 per share and expiring August 1, 2012, and 150,000 options having an exercise price of \$0.11 per share and expiring on May 28, 2014.

#### **D. Incentive Plan Awards**

The Company has in place the Plan for the purpose of attracting and motivating directors, officers, employees and consultants of the Company and advancing the interests of the Company by affording such persons the opportunity to acquire an equity interest in the Company through options granted under the Plan to purchase shares of the Company. See “Ratification of Approved Stock Option Plan” under “XVI. Particulars of Matters to be Acted Upon” below for details relating to the Plan.

#### **Outstanding Share-Based Awards and Option-Based Awards**

The following table discloses the particulars of all awards for each NEO outstanding at the end of the Company’s financial year ended May 31, 2011:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
James G. Pettit (CEO, President and Director)	70,000	\$0.10	23-Aug-2011	Nil	N/A	N/A
	100,000	\$0.10	10-May-2012	Nil	N/A	N/A
	100,000	\$0.10	14-Dec-2012	Nil	N/A	N/A
	55,000	\$0.17	23-May-2013	Nil	N/A	N/A
	100,000	\$0.15	1-Aug-2013	Nil	N/A	N/A
	200,000	\$0.11	28-May-2014	Nil	N/A	N/A
Donald C. Huston (acting CFO and Director)	70,000	\$0.10	23-Aug-2011	Nil	N/A	N/A
	100,000	\$0.10	10-May-2012	Nil	N/A	N/A
	100,000	\$0.10	14-Dec-2012	Nil	N/A	N/A
	55,000	\$0.17	23-May-2013	Nil	N/A	N/A
	100,000	\$0.15	1-Aug-2013	Nil	N/A	N/A
	150,000	\$0.11	28-May-2014	Nil	N/A	N/A

- (1) The value of unexercised “in the money options” at May 31, 2011 is the difference between the market value of the underlying stock on the TSX Venture Exchange (the “Exchange”) on May 31, 2011 and the option exercise price. The market value of the shares is the closing price of the Company’s common shares on the Exchange on May 31, 2011. The closing price of the shares on May 31, 2011 was \$0.04.

**Incentive Plan Awards – Value Vested or Earned During the Year**

The following table summarizes the value of each incentive plan award vested or earned by each NEO during the Company’s financial year ended May 31, 2011:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
James G. Pettit (CEO, President and Director)	Nil	N/A	N/A
Donald C. Huston (acting CFO and Director)	Nil	N/A	N/A

**E. Pension Plan Benefits**

The Company has no pension plans that provide for payments or benefits to any NEO at, following or in connection with retirement.

The Company also does not have any deferred compensation plans relating to any NEO.

**F. Termination and Change of Control Benefits**

There are no contracts, agreements, plans or arrangements between the Company and an NEO that provide for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive) with respect to the resignation, retirement, a change in control of the Company or a change in an NEO’s responsibilities.

**G. Director Compensation**

The Board established and adopted compensation guidelines for its independent directors, which are reviewed by the Company on an annual basis. The guidelines provide for the payment of fees to independent directors who are not otherwise compensated under a formal management agreement. The fees are paid to independent directors for attendance at various directors and/or committee meetings, the consideration of consent resolutions of the directors or audit committee, and the review of related documentation. The aggregate fees payable during any one month will not exceed \$1,000 per independent director. The Company may also pay a fee for any additional services rendered by directors at the regular rates for services. In such instances, Board approval will be obtained. All directors are reimbursed by the Company for travel and other out-of-pocket expenses incurred in attending meetings. The directors of the Company participate in the insurance and indemnification arrangements of the Company. See “XIII. Liability Insurance” below.

During the Company’s financial year ended May 31, 2011, directors’ fees in the amount of \$6,000 were paid to Amanda B. Chow, and directors’ fees in the amount of \$6,187 were paid to Donald G. Myers pursuant to an agreement with 98 Corporate Group Resources Ltd. (“98 Corporate”). See “XII. Management Contracts” below.

The Company has no pension plan or other arrangement for non-cash compensation for its directors who

are not NEOs, except incentive stock options.

### Director Compensation Table

The following table discloses all amounts of compensation provided by the Company to its directors who are not NEOs for the financial year ended May 31, 2011:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$) <sup>(1)</sup>	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Donald G. Myers	\$6,187	N/A	Nil <sup>(1)</sup>	N/A	N/A	Nil	\$6,187
Amanda B. Chow	\$6,000	N/A	Nil <sup>(1)</sup>	N/A	N/A	Nil	\$6,000

(1) No incentive stock option's were granted during the financial year ended May 31, 2011.

### Outstanding Share-Based Awards and Option-Based Awards

The following table discloses the particulars of all awards outstanding at the end of the Company's financial year ended May 31, 2011 for each director who is not an NEO:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Donald G. Myers	70,000	\$0.10	23-Aug-2011	Nil	N/A	N/A
	75,000	\$0.10	10-May-2012	Nil	N/A	N/A
	75,000	\$0.10	14-Dec-2012	Nil	N/A	N/A
	55,000	\$0.17	23-May-2013	Nil	N/A	N/A
	100,000	\$0.15	1-Aug-2013	Nil	N/A	N/A
	150,000	\$0.11	28-May-2014	Nil	N/A	N/A
Amanda B. Chow	25,000	\$0.10	23-Aug-2011	Nil	N/A	N/A
	25,000	\$0.10	10-May-2012	Nil	N/A	N/A
	40,000	\$0.10	14-Dec-2012	Nil	N/A	N/A
	37,000	\$0.17	23-May-2013	Nil	N/A	N/A
	35,000	\$0.15	1-Aug-2013	Nil	N/A	N/A
	50,000	\$0.11	28-May-2014	Nil	N/A	N/A

(1) The value of unexercised "in the money options" at May 31, 2011 is the difference between the market value of the underlying stock on the Exchange on May 31, 2011 and the option exercise price. The market value of the shares is the closing price of the Company's common shares on the Exchange on May 31, 2011. The closing price of the shares on May 31, 2011 was \$0.04.

**Incentive Plan Awards – Value Vested or Earned During the Year**

The following table summarizes the value of each incentive plan award vested or earned by each director who is not an NEO during the Company’s financial year ended May 31, 2011:

<b>Name</b>	<b>Option-based awards – Value vested during the year (\$)</b>	<b>Share-based awards – Value vested during the year (\$)</b>	<b>Non-equity incentive plan compensation – Value earned during the year (\$)</b>
Donald G. Myers	Nil	N/A	N/A
Amanda B. Chow	Nil	N/A	N/A

**X. SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets forth details of the Company’s compensation plans under which equity securities of the Company were authorized for issuance at the end of the Company’s most recently completed financial year ended May 31, 2011:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans</b>
Equity compensation plans approved by securityholders	3,501,175	\$0.12	4,278,825 <sup>(1)</sup>
Equity compensation plans not approved by securityholders	3,501,175	N/A	N/A
<b>Total</b>	<b>7,780,000</b>	<b>\$0.12</b>	<b>4,278,825</b>

(1) Based on 10% of the issued and outstanding common shares of the Company at the end of the Company’s most recently completed financial year ended May 31, 2011 less the common shares issuable under column (a).

**XI. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

Since the beginning of the last completed financial year ended May 31, 2011, no current or former director, executive officer or employee of the Company or of any of its subsidiaries has been indebted to the Company or to any of its subsidiaries, nor have any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

**XII. MANAGEMENT CONTRACTS**

1. The Company has engaged 98 Corporate of Suite 2230 – 885 West Georgia Street, Vancouver, British Columbia, a private British Columbia company, to provide office space and support services to the Company pursuant to an office space and support services agreement which is renewed annually. 98 Corporate provides to the Company office space, office furniture, access to the necessary equipment in order to carry on business and various services, including, but not

limited to, managerial, administration, SEDAR, SEDI, computer and data base management, reception and secretarial services, bookkeeping and accounting and liaison with transfer agent, auditors, accountants and lawyers. The fee paid by the Company to 98 Corporate is on a cost plus 15% basis. During the financial year ending May 31, 2011, the Company paid \$114,853 (including the 15% fees) to 98 Corporate for the provision of such services. The Agreement is renewed automatically subject to termination by either party on six (6) months' written notice of the termination. 98 Corporate is controlled by William A. Trimble of West Vancouver, B.C. Neither Mr. Trimble nor his associates or affiliates were indebted to the Company at any time since the commencement of the Company's last completed financial year. During the Company's financial year ended May 31, 2011, Mr. Donald G. Myers, a director of the Company received, through 98 Corporate for administration purposes, the amount of \$6,186.57 as payment of directors' fees.

### **XIII. LIABILITY INSURANCE**

The Company has purchased, at its expense, directors' and officers' liability insurance in the aggregate amount of \$1,000,000 for the protection of its directors and officers against liability incurred by them in their capacities as directors and officers of the Company and its subsidiaries. During its most recently completed financial year ended May 31, 2011, the Company paid a premium of \$11,774 for this insurance coverage.

### **XIV. CORPORATE GOVERNANCE**

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* the Company is required to and hereby discloses its corporate governance practices as follows:

#### **1. Board of Directors**

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

The Board currently consists of four directors, James G. Pettit, President and CEO of the Company; Donald G. Myers; Donald C. Huston, acting CFO of the Company; and Amanda B. Chow. Mr. Myers and Ms. Chow are "independent" in that they are independent and 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 in the best interests of the Company, other than the interests and relationships arising from shareholdings. Mr. James G. Pettit and Mr. Donald C. Huston are not independent as they are executive officers of the Company.

#### **2. Directorships**

Please see "Election of Directors" under "XVI. Particulars of Matters to be Acted Upon" which discloses the directors' directorships in other reporting issuers.

#### **3. Orientation and Continuing Education**

The Board briefs all new directors on the policies of the Board and other relevant corporate and business information pertaining to the Company.

#### **4. Ethical Business Conduct**

The Board does not currently have a written code of ethics but views good corporate governance as an integral component to the success of the Company. The primary step taken by the Company to encourage and promote a culture of ethical business conduct is to conduct appropriate due diligence on proposed directors and ensure that proposed directors are of the highest ethical standards. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

#### **5. Nomination of Directors**

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual general meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

#### **6. Compensation**

The Compensation Committee is responsible for reviewing and recommending compensation to be paid to directors and executive officers; establishing and reviewing incentive plans for directors, officers and management; and providing guidance to the Company on corporate governance matters. The Compensation Committee is composed of two directors, Donald G. Myers and Amanda B. Chow. The process of determining compensation includes conducting a comparison of compensation paid to directors and executive officers of entities comparable to the Company. The Compensation Committee meets at least annually to fulfill its mandate.

#### **7. Other Board Committees**

The Board has no committees other than its Audit Committee and Compensation Committee.

#### **8. Assessments**

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

### **XV. AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR**

National Instrument 52-110 of the Canadian Securities Administrators ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor, as follows:

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

The Company's Audit Committee is governed by an audit committee charter, the text of which is attached as Schedule A to this Information Circular.

## **2. Composition of Audit Committee**

The Company's Audit Committee is comprised of three directors, James G. Pettit, Donald G. Myers and Amanda B. Chow. As defined in NI 52-110, James G. Pettit is not "independent" and Donald G. Myers and Amanda B. Chow are "independent". Also as defined in NI 52-110, all of the Audit Committee members are "financially literate".

## **3. Relevant Education and Experience**

### James G. Pettit

Mr. Pettit is a director on the boards of six junior resource companies which trade on the Exchange and has fifteen years of experience within the industry. He has significant audit committee experience and has been involved in a variety of matters requiring financial literacy.

### Donald G. Myers

Mr. Myers has over twenty years of experience in public company management and corporate communications working with companies listed on the Exchange, NASDAQ, and the Toronto Stock Exchange. Mr. Myers is currently a director and/or officer and audit committee member of several junior public companies.

### Amanda B. Chow

Ms. Chow currently holds the position of director and is a member of the audit committee of several junior public companies. Ms. Chow received her Bachelor of Business Administration in May 1994 and has been a Certified Management Accountant since 2000.

## **4. Audit Committee Oversight**

At no time since the commencement of the Company's most recently completed financial year, was a recommendation of the Audit Committee 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 Company's most recently completed financial year, has the Company relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

## **6. Pre-approval of Policies and Procedures**

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board and, where applicable, the Audit Committee on a case-by-case basis.

## 7. External Auditor Service Fees (By Category)

In the following table, “audit fees” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its auditor in each of the last two financial years, by category, are as follows:

<b>Financial Year Ending</b>	<b>Audit Fees</b>	<b>Audit Related Fees</b>	<b>Tax Fees<sup>(1)</sup></b>	<b>All Other Fees</b>
May 31, 2011	\$28,250	\$425	\$3,500	\$Nil
May 31, 2010	\$25,350	\$406	\$4,850	\$Nil

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

## 8. Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

## **XVI. PARTICULARS OF MATTERS TO BE ACTED UPON**

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

Management intends to propose for adoption an ordinary resolution that the number of directors of the Company be fixed at four.

Each director of the Company 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 country in which each is ordinarily resident, the positions and offices which they presently hold with the Company, their respective principal occupations or employment during the past five years if such nominee is not presently an elected director, the period of time each has been a director of the Company, and the number of common shares of the Company 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, Province or State, Country of Residence and Present Position(s) Held<sup>(1)</sup></b>	<b>Principal Occupation and, if not at Present an Elected Director, Employment for the Last Five Years<sup>(1)</sup></b>	<b>Director Since</b>	<b>Number of Common Shares Beneficially Owned or Controlled<sup>(1)</sup></b>
<b>James G. Pettit<sup>(2)</sup></b> British Columbia, Canada  President, CEO and Director	Director and/or officer of: Bayfield Ventures Corp., Aben Resources Ltd., Cypress Development Corp., Gold Reach Resources Ltd. and Skyharbour Resources Ltd., all of which are resource, mineral exploration companies listed on the Exchange.	January 24, 2002	1,861,000 common shares
<b>Donald C. Huston</b> British Columbia, Canada  Acting CFO and Director	Director and/or officer of: Bayfield Ventures Corp., Aben Resources Ltd., Cypress Development Corp. and Skyharbour Resources Ltd., all of which are resource, mineral exploration companies listed on the Exchange.	October 1, 1997	920,000 common shares
<b>Donald G. Myers<sup>(2)(3)</sup></b> British Columbia, Canada  Director	Director and/or officer of: Bayfield Ventures Corp., Aben Resources Ltd., Cypress Development Corp., and Skyharbour Resources Ltd., all of which are resource, mineral exploration companies listed on the Exchange. Corporate development for 98 Corporate, a private company - see "XII. Management Contracts" above.	September 28, 2005	90,000 common shares
<b>Amanda B. Chow<sup>(2)(3)</sup></b> CMA British Columbia, Canada  Director	Accountant, director and/or officer of the Company; director and/or officer of: Bayfield Ventures Corp., Aben Resources Ltd., Cypress Development Corp., and Skyharbour Resources Ltd., all of which are resource, mineral exploration companies listed on the Exchange	November 2, 2005	62,000 common shares

(1) The information as to province and country of residence and principal occupation and number of common shares beneficially owned by the nominee (directly or indirectly or over which control or direction is exercised) not being within the knowledge of the Company, has been furnished by the respective directors individually.

- (2) Member of the Audit Committee.
- (3) Member of the Compensation Committee.

The terms of office of those nominees who are presently directors of the Company will expire as of the date of the Meeting. All of the directors who are elected at the Meeting will have their term of office expire at the next Annual General Meeting of the Company.

### **Corporate Cease Trade Orders and Bankruptcies**

No proposed director of the Company is, as at the date of this Information Circular, or was within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company), that:

- (a) was subject to a cease trade order, an order similar to a cease trade 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, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or
- (b) was subject to a cease trade order, an order similar to a cease trade 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, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No proposed director of the Company:

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

No proposed director of the Company has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanction imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

The above information was provided by management of the Company.

**B. Appointment of Auditor**

Management proposes that Davidson & Company, Chartered Accountants, of Suite 1270, 609 Granville Street, Vancouver, BC, V7Y 1G6 be re-appointed as the auditor of the Company for the ensuing year at a remuneration to be fixed by the directors of the Company. Davidson & Company, Chartered Accountants were first appointed as auditor of the Company on August 24, 2006.

**C. Ratification of Approved Stock Option Plan**

At the Annual and General Meeting of the shareholders of the Company held on October 27, 2010, the shareholders ratified and approved the Plan which was originally approved by shareholders on November 7, 2003 and entitles the Company to grant options to purchase up to a maximum of 10% of the Company's issued and outstanding common shares as at the time of grant.

The Exchange requires all Exchange listed companies who have adopted a stock option plan which reserves a rolling maximum of 10% of the number of common shares issued and outstanding on the applicable date of grant, to obtain shareholder ratification to the stock option plan on an annual basis. As at the date of this Information Circular, the Company had 77,800,010 common shares issued and outstanding so that a maximum of 7,780,000 common shares would be available for issuance pursuant to the stock options granted under the Plan. Currently there are 3,501,175 stock options outstanding under the Plan, leaving 4,278,825 common shares available for grant of further stock options. Accordingly, the Company requests that the shareholders ratify and approve the Plan.

The rules of the Exchange require that the Plan be approved annually by the affirmative vote of a majority of the votes cast at the Meeting. Accordingly, the shareholders will be asked at the Meeting to pass the following ordinary resolution:

**"BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:**

- (a) the stock option plan (the "Plan"), in the form originally approved by the shareholders of MPH Ventures Corp. (the "Company") at the Annual and Special Meeting held on November 7, 2003, is hereby ratified, confirmed and approved;
- (b) the Company is authorized to grant stock options pursuant and subject to the terms and conditions of the Plan entitling all of the option holders in aggregate to purchase up to such number of common shares of the Company as is equal to 10% of the number of common shares of the Company issued and outstanding on the applicable grant date; and
- (c) the board of directors of the Company, or any committee created pursuant to the Plan (the "Board") is authorized to make such amendments to the Plan from time to time as the Board may, in its discretion, consider to be appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and in certain cases, in accordance with the terms of the Plan, the shareholders."

An ordinary resolution is a resolution passed by a majority of greater than 50% of the votes cast by those shareholders, who being entitled to do so, vote in person or by proxy in respect of that resolution at the Meeting.

A complete copy of the Plan will be available for inspection at the Meeting. The directors believe that the Plan is in the Company's best interests and recommend that the shareholders ratify, confirm and approve the Plan.

**XVII. OTHER MATTERS TO BE ACTED UPON**

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. The management of the Company 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 proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by proxy.

**XVIII. ADDITIONAL INFORMATION**

Additional information concerning the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information concerning the Company is provided in the Company's comparative financial statements and management's discussion and analysis for the financial year ended May 31, 2011.

Shareholders wishing to obtain a copy of the Company's financial statements and management's discussion and analysis may contact the Company as follows:

MPH Ventures Corp.  
2230 - 885 West Georgia Street  
Vancouver, B.C. V6C 3E8  
Telephone: (604) 687-3376  
Fax: (604) 687-3119  
E-mail: [info@mphventurescorp.com](mailto:info@mphventurescorp.com)

DATED at Vancouver, British Columbia, the 20th day of September, 2011.

**ON BEHALF OF THE BOARD**

*"James G. Pettit"*

**James G. Pettit**  
President, Chief Executive Officer and a Director

## **SCHEDULE "A"**

### **MPH VENTURES CORP.** (the "Company")

#### **AUDIT COMMITTEE CHARTER**

##### **PURPOSE OF THE COMMITTEE**

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of the Company is to provide an open avenue of communication between management, the Company's independent auditor and the Board and to assist the Board in its oversight of:

- (a) the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;
- (b) the Company's compliance with legal and regulatory requirements related to financial reporting; and
- (c) the independence and performance of the Company's independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company's articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with generally accepted accounting principles ("GAAP"). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor's responsibility is to audit the Company's financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with GAAP.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Company's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

## **AUTHORITY AND RESPONSIBILITIES**

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Company by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.
11. Establish and review the Company's procedures for the:
  - (a) receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
  - (b) confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.

12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of Multilateral Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the articles of the Company.

**Please direct all inquiries to:**

**Questions and Further Assistance**

If you have any questions about the information contained in this document or require assistance in completing your proxy form, please contact our proxy solicitation agent at:



North American Toll Free Number: 1-866-676-3029

Email: [askus@georgeson.com](mailto:askus@georgeson.com)

**MPH VENTURES CORP.**  
**FINANCIAL STATEMENT REQUEST FORM**

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations* of the Canadian Securities Administrators, we shall deliver our annual and interim financial statements and the Management Discussion & Analysis ("MD&A") related to such financial statements to our shareholders when they request that copies be sent to them. If you wish to receive either our annual financial statements and related MD&A or our interim financial statements and related MD&A, or both, please complete the information below and mail this form or e-mail the information on this form to us at the following address:

MPH VENTURES CORP.  
P.O. Box 1048  
2230 – 885 West Georgia Street  
Vancouver, BC  
V6C 3E8

Attention: Secretary

e-mail: [info@mphventurescorp.com](mailto:info@mphventurescorp.com)

I wish to receive your:  
(Check one or both, as necessary)

\_\_\_\_\_ Annual financial statements and MD&A

\_\_\_\_\_ Interim financial statements and MD&A

which should be sent to:

\_\_\_\_\_  
NAME (please print)

\_\_\_\_\_  
ADDRESS

\_\_\_\_\_  
Postal or Zip Code

To use electronic methods for communication with our shareholders, we request that you provide us with your e-mail address. Please insert your e-mail address and initial and date below to indicate your consent to receive information by e-mail instead of in paper form.

**I HEREBY CONSENT** to receipt of information by e-mail at the following address:

\_\_\_\_\_  
e-mail address

Initial: \_\_\_\_\_

Date: \_\_\_\_\_

**Security Class**

**Holder Account Number**

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## Form of Proxy - Annual General Meeting to be held on October 25, 2011

### This Form of Proxy is solicited by and on behalf of Management.

#### Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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**Proxies submitted must be received by 5:00 PM, Pacific Time, on Friday, October 21, 2011.**

### VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



**To Vote Using the Telephone**

- Call the number listed BELOW from a touch tone telephone.

**1-866-732-VOTE (8683) Toll Free**



**To Vote Using the Internet**

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)

**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

**Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

**To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.**

**CONTROL NUMBER**



### Appointment of Proxyholder

I/We, being holder(s) of MPH Ventures Corp. hereby appoint: James G. Pettit, or failing him, Donald C. Huston,

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General Meeting of shareholders of MPH Ventures Corp. to be held at Suite 3350, Four Bentall Centre, 1055 Dunsmuir Street, P.O. Box 49222, Vancouver, B.C., V7X 1L2, on October 25, 2011 at 10:00 AM (Pacific Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

**For**      **Against**

#### 1. Number of Directors

To set the number of Directors at four (4).

      

#### 2. Election of Directors

**For**      Withhold

**For**      Withhold

**For**      Withhold

01. Donald C. Huston

      

02. James G. Pettit

      

03. Donald G. Myers

      

04. Amanda B. Chow

      

**For**      **Withhold**

#### 3. Appointment of Auditors

Appointment of Davidson & Company as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

      

**For**      **Against**

#### 4. Incentive Stock Option Plan

To ratify, confirm and approve the Stock Option Plan of the Company as described in the accompanying Information Circular.

      

#### Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

DD / MM / YY

