

LARAMIDE RESOURCES LTD.

The Exchange Tower
130 King Street West, Suite 3680
Toronto, ON M5X 1B1

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting of shareholders (the “**Meeting**”) of Laramide Resources Ltd. (the “**Company**”) will be held at the National Club, 303 Bay Street, Toronto, Ontario, M5H 2R1, on Thursday, May 30, 2013 at 4:00 p.m. (Eastern Time) for the purpose of:

- (a) receiving the Company's financial statements for the year ended December 31, 2012 and the report of the auditor thereon;
- (b) electing directors;
- (c) appointing the auditor and authorizing the directors to fix the auditor's remuneration; and
- (d) to consider and, if deemed advisable, pass a resolution to confirm By-Law No. 2013-1 of the Company, being a by-law to amend By-Law No. 1 of the Company, the particulars of which are set out in the accompanying management information circular;
- (e) considering and, if deemed advisable, approving with or without variation, a resolution to renew the shareholder rights plan of the Company;
- (f) transacting such further and other business as may properly come before the meeting or any adjournment thereof.

A copy of By-Law 2013-1 is attached to this Notice of Meeting as Schedule “A”.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Company's registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, not later than 4:00 p.m. (Eastern Time) on May 28, 2012 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned Meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

DATED this 30th day of April, 2013.

BY ORDER OF THE BOARD

(Signed)

Marc C. Henderson,
President & Chief Executive Officer

Schedule "A"

LARAMIDE RESOURCES LTD.

**BY-LAW NO. 2013-1
Amendment to the General By-laws of the Corporation**

**ADVANCE NOTICE REQUIREMENT FOR
NOMINATIONS OF DIRECTORS**

The General By-laws of the Corporation are hereby amended by adding the following requirement under Section 9A thereof:

9A. Nomination of Directors.

Subject to the provisions of the Canada Business Corporations Act (the "**Act**") and the articles of the Corporation (the "**Articles**"), a nominee will not be eligible for election as director of the Corporation unless such nomination is made in accordance with the following procedures. Nominations of a person for election to the Board of Directors (the "**Board**") may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors, (a) by or at the direction of the Board or an authorized officer of the Corporation, including pursuant to a notice of meeting; (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of the shareholders made in accordance with the provisions of the Act or (c) by any person (a "**Nominating Shareholder**") (i) who, at the close of business on the date of the giving of the notice provided for below in this Section 1A and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and (ii) who complies with the notice procedures set forth below in this Section 9A:

(i) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Corporate Secretary of the Corporation at the registered office of the Corporation in accordance with this Section 9A.

(ii) To be timely, a Nominating Shareholder's notice to the Corporate Secretary of the Corporation must be made:

(a) In the case of an annual meeting of shareholders, not less than 30 or more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is called for a date that is less than 50 days after the date (the "**Notice Date**") on which the first Public Announcement (as defined below) of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and

(b) In the case of a special meeting (other than an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of

business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made. Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this paragraph (b). In no event shall any adjournment or postponement of a meeting of shareholders of the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice as described above.

(iii) To be in proper written form, a Nominating Shareholder's notice to the Corporate Secretary of the Corporation must set forth (as as to each person whom the Nominating Shareholder proposes to nominate for election as a director (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class or series and number of shares in the share capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice, and (iv) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and (b) as of the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Corporation and any other information relating to such Nominating Shareholder that would be required to be made in a dissent's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below). The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

(iv) No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this Section 9A; provided, however, that nothing in this Section 9A shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

(v) For purposes of this Section 9A, (i) "Public Announcement" shall mean disclosure in a press release reported by a national news service in Canada, or in ad document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and (ii) "Applicable Securities Laws" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.

(vi) Notwithstanding any other provision of the General By-laws, notice given to the Corporate Secretary of the Corporation pursuant to this Section 9A may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Corporate Secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission or by email (as such email address as stipulated from time to time by the Corporate Secretary of the Corporation for purposes of this notice), and shall be deemed to have been

given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Corporate Secretary at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

The General By-laws of the Corporation, as amended from time to time, and this By-law No. 2013-1 shall be read together and shall have effect, so far as practicable, as though all the provisions thereof were contained in one by-law of the Corporation. All terms contained in this by-law which are defined in General By-laws, as amended from time to time, shall, for all purposes hereof, have the meanings given to such terms in the said General By-laws unless expressly stated otherwise or the context otherwise requires.

LARAMIDE RESOURCES LTD.

The Exchange Tower
130 King Street West
Suite 3680, Box 99
Toronto, Ontario
M5X 1B1

**MANAGEMENT INFORMATION CIRCULAR FOR THE
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

SOLICITATION OF PROXIES

This information circular is furnished in connection with the solicitation by the management of Laramide Resources Ltd. (the “Company”) of proxies to be used at the annual and special meeting of shareholders of the Company (the “Meeting”) to be held at the National Club, 303 Bay Street, Toronto, Ontario, M5H 2R1, on Thursday, May 30, 2013 at 4:00 p.m. (Eastern Time) and at any adjournment thereof for the purposes set forth in the enclosed Notice of Meeting.

Proxies will be solicited primarily by mail and may also be solicited personally or by telephone by the directors and/or officers of the Company at nominal cost.

The Company may pay the reasonable costs incurred by persons who are the registered but not beneficial owners of voting shares of the Company (such as brokers, dealers, other registrants under applicable securities laws, nominees and/or custodians) in sending or delivering copies of this information circular, the notice of meeting and form of proxy to the beneficial owners of such shares. The Company will provide, without cost to such persons, upon request to the Secretary of the Company, additional copies of the foregoing documents required for this purpose.

NON-REGISTERED HOLDERS

Only registered shareholders, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a “**Non-Registered Shareholder**”) are registered either:

- (a) in the name of an intermediary (an “**Intermediary**”) with whom the Non-Registered Shareholder deals in respect of the Common Shares (Intermediaries include, among others: banks, trust companies, securities dealers or brokers, trustees or administrators of a self-administered registered retirement savings plan, registered retirement income fund, registered education savings plan and similar plans); or
- (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited, in Canada, and the Depository Trust Company, in the United States) of which the Intermediary is a participant, and CHESSE Depository Nominees Pty Ltd (“**CDN**”).

Holders (“**CDI Holders**”) of CHESSE Depository Interests (“**CDIs**”) are Non-Registered Shareholders and should refer to the section entitled “CDI Holders May Give Instruction to CDN”.

ADVICE TO NON-REGISTERED HOLDERS (OTHER THAN CDI HOLDERS)

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), the Company has distributed copies of the Notice of Meeting, this information circular and its form of proxy (collectively the “**Meeting Materials**”) to the Intermediaries and clearing agencies for onward distribution to Non-Registered Shareholders. The Company is not relying on the notice and access delivery procedures outlined in NI

54-101 to distribute copies of the Meeting Materials. Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless the Non-Registered Shareholders have waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. The Company will pay the reasonable costs of Intermediaries to deliver copies of the Meeting Materials to objecting Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (a) be given a voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “voting instruction form”), which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for the form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder 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; or
- (b) 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 Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Since the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives either a voting instruction form or a form of proxy wish to attend the Meeting and vote in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the names of the persons named in the form of proxy and insert the Non-Registered Shareholder’s (or such other person’s) name in the blank space provided or, in the case of a voting instruction form, follow the directions indicated on the form. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediaries and their service companies, including those regarding when and where the voting instruction form or the proxy is to be delivered.**

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the form of proxy accompanying this information circular are directors and/or officers of the Company. A shareholder has the right to appoint a person or company (who need not be a shareholder), other than the persons whose names appear in such form of proxy, to attend and act for and on behalf of such shareholder at the Meeting and at any postponement or adjournment thereof. Such right may be exercised by either striking out the names of the persons specified in the form of proxy and inserting the name of the person or company to be appointed in the blank space provided in the form of proxy, or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to,

Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, in time for use at the Meeting in the manner specified in the Notice of Meeting.

A registered shareholder who has given a proxy may revoke the proxy at any time prior to use by:

(a) depositing an instrument in writing, including another completed form of proxy, executed by such registered shareholder or by his or her attorney authorized in writing or by electronic signature or, if the registered shareholder is a corporation, by an officer or attorney thereof properly authorized, either: (i) at the head office of the Company, 130 King Street West, Suite 3680, Box 99, Toronto, Ontario, M5X 1B1, at any time prior to 5:00 p.m. (Toronto time) on the last business day preceding the day of the Meeting or any postponement or adjournment thereof, (ii) with, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1,, at any time prior to 5:00 p.m. (Toronto time) on the last business day preceding the day of the Meeting or any postponement or adjournment thereof, or (iii) with the chairman of the Meeting on the day of the Meeting or any postponement or adjournment thereof; (b) transmitting, by telephone or electronic means, a revocation that complies with paragraphs (i), (ii) or (iii) above and that is signed by electronic signature, provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such shareholder or by or on behalf of his or her attorney, as the case may be; or (c) in any other manner permitted by law including attending the Meeting in person.

A Non-Registered Shareholder who has submitted a proxy may revoke it by contacting the Intermediary through which the non-registered shareholder's Common Shares are held and following the instructions of the Intermediary respecting the revocation of proxies.

EXERCISE OF DISCRETION BY PROXIES

The Common Shares represented by an appropriate form of proxy will be voted or withheld from voting on any ballot that may be conducted at the Meeting, or at any postponement or adjournment thereof, in accordance with the instructions of the shareholder thereon. **In the absence of instructions, such Common Shares will be voted FOR each of the matters referred to in the Notice of Meeting as specified thereon.**

The enclosed form of proxy, when properly completed and signed, confers discretionary authority upon the persons named therein to vote on any amendments to or variations of the matters identified in the Notice of Meeting and on other matters, if any, which may properly be brought before the Meeting or any postponement or adjournment thereof. At the date hereof, management of the Company knows of no such amendments or variations or other matters to be brought before the Meeting. However, if any other matters which are not now known to management of the Company should properly be brought before the Meeting, or any postponement or adjournment thereof, the Common Shares represented by such proxy will be voted on such matters in accordance with the judgment of the person named as proxy therein.

SIGNING OF PROXY

The form of proxy must be signed by the shareholder or the duly appointed attorney of the shareholder authorized in writing or, if the shareholder is a corporation, by a duly authorized officer of such corporation. A form of proxy signed by the person acting as attorney of the shareholder or in some other representative capacity, including an officer of a corporation which is a shareholder, should indicate the capacity in which such person is signing and should be accompanied by the appropriate instrument evidencing the qualification and authority to act of such person, unless such instrument has previously been filed with the Company. A shareholder or his or her attorney may sign the form of proxy or a power of attorney authorizing the creation of a proxy by electronic signature provided that the means

of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such shareholder or by or on behalf of his or her attorney, as the case may be.

CDI HOLDERS MAY GIVE INSTRUCTION TO CDN

A CDI is a CHESS Depository Interest representing an uncertificated unit of beneficial ownership in the common shares of the Company registered in the name of CDN. One CDI represents one underlying common share of the Company. "CHESS" refers to the Clearing House Electronic Subregister System, which is the electronic system pursuant to which CDIs of the Company trade on the Australian Securities Exchange (the "ASX").

CDI Holders are non-registered or beneficial owners of the underlying common shares, which underlying shares are registered in the name of CDN. As holders of CDIs are not the legal owners of the underlying common shares, CDN is entitled to vote at meetings of shareholders on the instruction of the registered holder of the CDIs.

As a result, CDI Holders can expect to receive a voting instruction form, together with the Meeting Materials from Computershare Investor Services Pty Ltd ("**Computershare Australia**"), the CDI Registry in Australia. These voting instruction forms are to be completed by holders of CDIs who wish to vote at the Meeting and returned to Computershare Australia in accordance with the instructions contained therein. Completed voting instruction forms must be returned to Computershare Australia by no later than 4.00pm Perth time on 28 May 2013 or forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the cut-off time for the receipt of proxies before any adjourned or postponed Meeting.

CDN is required to follow the voting instructions properly received from registered holders of CDIs. If you hold your interest in CDIs through a broker, dealer or other intermediary, you will need to follow the instructions of your intermediary.

CDI Holders can request CDN to appoint the CDI Holder (or a person nominated by the CDI Holder) as proxy to exercise the votes attaching to the underlying common shares represented by the holders of CDIs. In such case, a CDI Holder may, as proxy, attend and vote in person at the Meeting.

If you hold your interest in CDIs through a broker, dealer or other intermediary, you will need to follow the instructions of your intermediary and request a form of legal proxy which will grant you the right to attend the Meeting and vote in person.

CDI Holders that wish to change their vote must in sufficient time in advance of the Meeting contact Computershare Australia to arrange to change their vote. If you hold your interest in CDIs through a broker, dealer or other intermediary, you must in sufficient time in advance of the Meeting, arrange for your intermediary to change its vote through Computershare Australia in accordance with the revocation procedure set out above

APPLICATION OF CANADIAN CORPORATE AND SECURITIES LAW - NOTICE TO HOLDERS OF CDIs

The Company is a uranium exploration and development company trading on the Toronto Stock Exchange ("**TSX**") (under the symbol LAM) and on the ASX (under the symbol LAM). The Company was continued under the laws of the Dominion of Canada and has since been subject to the relevant provisions of the Canada Business Corporations Act ("**CBCA**"). The Company is registered as a foreign company in Australia pursuant to the Corporations Act (2001) (Cth) (the "**Corporations Act**"). The Company's ARBN is 154 146 755.

Chapters 6, 6A, 6B and 6C of the Australian Corporations Act

The Company is not subject to Chapters 6, 6A, 6B and 6C of the Corporations Act dealing with the acquisition of shares (i.e. substantial holdings and takeovers).

Summary of Canadian Legal Requirements Respecting the Acquisition of Securities of the Company

Applicable Canadian laws, like their Australian equivalent, are very technical. Accordingly, shareholders should consult their own Canadian legal advisors with respect to Canadian legal requirement matters, rather than relying upon this general summary.

In general, subject to compliance with applicable Canadian securities laws, a holder of shares in the capital of a corporation incorporated under the CBCA is entitled to transfer his, her or its shares to anyone else upon compliance with the provisions of the CBCA and the articles and by-laws of the corporation.

Canadian securities laws impose certain limitations on the acquisition of securities. The issuance to the public and trading of securities in Canada is regulated at the provincial/territorial level by securities legislation administered by the relevant provincial or territorial securities commission.

The CBCA governs a takeover of certain listed companies registered in Canada. The CBCA sets out certain rules and exemptions that apply to takeover bids and bids commenced by the issuer. The CBCA provides generally that a takeover bid occurs when there is an offer to acquire outstanding voting securities or equity securities of a class, where the securities subject to the offer to acquire, together with the offeror's securities constitute 20% or more of the outstanding securities of that class.

The CBCA sets out certain exceptions which apply to these rules, such as acquisitions where the offer is for not more than 5% of the outstanding securities, where the offer for securities is from not more than 5 persons or companies in the aggregate or an exemption which is generally available if security holders in Canada hold less than 10% of the outstanding securities.

Takeover bids must treat all shareholders of the class of securities subject to the bid alike and must not involve collateral benefits, unless such collateral benefits are employment benefits as specified under the CBCA. Takeover bids are commenced by publishing an advertisement containing a brief summary of the bid in at least one major newspaper of general and regular paid circulation in Ontario or by sending the takeover bid to the security holders that are subject to the bid.

If the takeover bid has been made, the directors of the Company will prepare and send, not later than 15 days after the date of the bid, a directors' circular to every person or company to whom the bid was required to be sent. The directors will evaluate the terms of the takeover bid and, in the directors' circular, will either recommend to security holders that they accept or reject the bid, advise security holders that the board is unable to or is not making a recommendation, or advise security holders that they are considering whether to make a recommendation to accept or reject the bid, and the directors will give applicable reasons for which recommendation they will make.

The CBCA also permits compulsory acquisition of outstanding securities by 90% holders.

Reporting by Substantial Shareholders and Insiders

Under the insider reporting and trading rules of applicable Canadian securities legislation,

reporting obligations and trading restrictions are placed on substantial shareholders. A reporting “insider” generally includes any person or company who beneficially owns, directly or indirectly, voting securities or who exercises control or direction over voting securities or a reporting issuer or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities.

Similar notification requirements apply in the event that a shareholder who is required to provide disclosure as mentioned above acquires “beneficial ownership of or the power to exercise control over” every additional 2% or more of securities that are convertible into an additional 2% or more of the outstanding securities in the company.

Shareholders who become insiders must file an “Insider Profile” in the prescribed form under National Instrument 55-102 – System for Electronic Disclosure by Insiders (“SEDI”). Further insider reports must be filed within 5 calendar days of any change in the ownership or control or direction over securities of the Company of that insider. Insider reports must be filed electronically on SEDI at www.sedi.ca.

Voting in Relation to Resolutions Electing a Director or Appointing an Auditor

The Company has been granted a waiver by ASX from ASX Listing Rule 14.2.1 to the extent necessary to permit the Company not to provide in its voting instruction form an option for CDI Holders to vote against a resolution to elect a director or appoint an auditor, on the following conditions:

- (i) The Company complies with relevant Canadian laws as to the content of proxy forms applicable to resolutions for the election of directors and the appointment of an auditor;
- (ii) the notice given by the Company to CDI Holders under ASX Settlement Operating Rule 13.8.9 makes it clear that CDI Holders are only able to vote for the resolutions or abstain from voting and the reasons why this is the case; and
- (iii) the Company releases details of the waiver as pre-quotation disclosure and the terms of the waiver are set out in the management proxy circular provided to all CDI Holders.

This waiver was granted on the basis that the Company is incorporated in Canada and regulated by Canadian law. The applicable law of Canada does not provide for the casting of votes against certain types of resolution (including the election of directors and appointment of auditors). Canada has an alternative legislative scheme for security holders to contest the reappointment of directors and auditors.

Accepting Nominations for the Election of Directors

ASX has granted the Company a waiver from ASX Listing Rule 14.3 to the extent necessary to permit the Company to accept nominations for the election of directors in accordance with the shareholder proposal provisions of section 137 of the CBCA on condition that the Company releases the terms of the waiver to the market as pre-quotation disclosure, and the terms of the waiver are set out in the management proxy circular provided to all CDI Holders.

In particular, section 137 of the CBCA provides that a company is not required to accept notice of any matter that a shareholder proposes to raise at an annual meeting which is not submitted to the corporation at least 90 days before the anniversary date of the notice of meeting that was sent to shareholders in connection with the previous annual meeting of shareholders.

Section 4 of this Management Proxy Circular describes proposed amendments to the by-laws of the Company to introduce advance notice requirements for the nomination of directors. These amendments

have been proposed in light of Canadian Corporate Governance Policy 2013 Updates released by Institutional Shareholder's Services Inc. ("ISS"), which, for the first time, included consideration of advance notice requirements. ISS stated that it would likely support advance notice requirements which "provide a reasonable framework for shareholders to nominate directors by allowing shareholders to submit director nominations as close to the meeting date as reasonably possible and within the broadest window possible, recognizing the need to allow sufficient notice, regulatory, and shareholder review". Specifically, ISS recommends a deadline for notice of a shareholders' director nomination between 30 and 65 days prior to the meeting date. The proposed amendments to the by-laws set out in this Management Proxy Circular are in accordance with these recommendations and are designed to ensure that all Shareholders receive adequate notice of director nominations and sufficient time to and information with respect to all nominees to make appropriate deliberations and register an informed vote.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

At the date hereof, the Company has outstanding 73,311,958 Common Shares, each of which carries one vote per share. To the knowledge of the directors and officers of the Company, there are no persons or corporations beneficially owning, directly or indirectly, or exercising control or direction over securities carrying in excess of 10% of the voting rights attached to any class of outstanding voting securities of the Company.

RECORD DATE

The directors of the Company have fixed April 25, 2013 as the record date for the determination of the shareholders entitled to receive notice of the Meeting. Shareholders of record at the close of business on April 25, 2013 will be entitled to vote at the Meeting.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE DIRECTORS

None of the Company's directors, executive officers or employees, or former directors, executive officers or employees, nor any associate of such individuals, is as at the date hereof, or has been, during the financial year ended December 31, 2012, indebted to the Company in connection with a purchase of securities or otherwise. In addition, no indebtedness of these individuals to another entity has been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding of the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person who has been a director or an officer of the Company at any time since the beginning of its last completed financial year or any associate of any such director or officer 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, except as disclosed in this information circular.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director, executive officer or beneficial holder of more than 10% of the issued and outstanding Common Shares, or any director, executive officer of such beneficial holder, or any associate or affiliate of the foregoing have had or has any material interest, direct or indirect, in any transaction since the beginning of the Company's last financial year or any completed or currently proposed transaction that has materially or would materially affect the Company or its subsidiaries.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the board of directors of the Company (the “**Board**” or “**Board of Directors**”), the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

1. RECEIPT OF FINANCIAL STATEMENTS

The audited financial statements of the Company for the fiscal year ended December 31, 2012 and the report of the auditors thereon, which have been filed on SEDAR and mailed to registered holders and those who requested receipt of such financials, will be tabled at the Meeting.

2. ELECTION OF DIRECTORS

The Board currently consists of five directors and the five directors will be seeking re-election. The accompanying form of proxy provides for individual voting on directors rather than slate voting. The Company’s majority voting policy provides that a director who receives a majority of “withhold” votes must tender his/her resignation and the board will generally accept that resignation, absent exceptional circumstances, and publicly announce its decision by news release. The table and the notes thereto state the names of all persons nominated by management for election as directors, their principal occupations or employment during the past five years, the period or periods of service as directors of the Company and the approximate number of voting securities of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them as of the date hereof. Each director of the Company holds office until his successor is elected at the next annual meeting of the Company, or any adjournment thereof, or until his successor is elected or appointed.

The Nominees

Set forth on the following pages is information relating to each person proposed to be nominated by management at the Meeting for election as a director. The information provided below has been provided to us by the individuals themselves and has not been independently verified.

The information on the following pages includes the number of Common Shares and options (“**Options**” under the Stock Option Plan) that each person nominated for election to the Board has advised Laramide are beneficially owned, directly or indirectly, or over which control or discretion is exercised, by him as at December 31, 2012.

The information on the following pages also indicates whether each such person is a member of the Board’s audit committee (“**Audit Committee**”), compensation committee (“**Compensation Committee**”) or nominating and governance committee (“**Nominating & Governance Committee**”).

John Booth, London, United Kingdom

Director since: December 3, 2003

Age: 47

Independent

Mr. Booth is a partner with Conservation Financial International, an FSA authorized, U.K.-based alternative asset manager that he joined in 2004. He is also the Chairman, Chief Executive Officer and Director of Midpoint Holdings Ltd., an online Foreign Exchange matching service. A qualified lawyer in Ontario, New York and DC, John articulated on Bay Street with Aylesworth, Thompson in 1989 before moving to London to join the structured finance group of the non-dollar derivatives capital markets desk at Merrill Lynch International. He has also worked for ICAP, ABN AMRO Bank, CIBC, the World Bank and Climate Change Capital at various points during a 24-year career in financial services. Mr. Booth has co-founded three finance sector start-ups during his career – one sold, one merged and the other, Midpoint Holdings. He is on the Board for the Ottawa RiverKeeper charity. John currently resides in London, United Kingdom.

Mr. Booth holds a BSc. (Hons) in Biology and Environmental Science from the University of Guelph, LLB & JD from the joint international law program at the Universities of Windsor and Detroit and LLM in International Finance, Tax and Environmental Law from Kings College, University of London.

Mr. Booth is the non-executive Chairman of the Board and is a member of the Audit, Compensation and Nominating & Governance Committees.

Areas of Expertise: Public and private equity, M&A, structured finance, and capital markets and international law.

Attendance at Board Meetings:

Jan. 13, 2012	March 29, 2012	May 8, 2012	Aug. 7, 2012	Oct. 19, 2012	Nov. 19, 2012
	✓	✓	✓	✓	✓

Attendance at Committee Meetings:

Compensation Committee April 19, 2012	Audit Committee March 29, 2012	Audit Committee May 8, 2012	Compensation Committee as well as Nominating & Governance Committee, May 30, 2012	Audit Committee Aug. 7, 2012	Audit Committee Oct. 19, 2012
✓	✓	✓	✓	✓	✓

Securities Held on December 31, 2012:

Common Shares: 597,100

Market Value of Common Shares at December 31, 2012 (TSX closing price \$0.82): \$489,622

Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Unexercised	Value of In-the-Money Unexercised Options ⁽¹⁾
Feb 15, 2012	Sept 15, 2014	150,000	\$1.20	150,000	Nil
May 10, 2010	May 19, 2-13	100,000	\$1.10	100,000	Nil

1) Based on the closing price on the TSX of the Common Shares of \$0.82 on December 31, 2012.

Public Board Membership (as of the date of this Information Circular): Midpoint Holdings Ltd., Sacre-Coeur Minerals, H2O Innovation, Maya Gold and Silver, Tirex Resources

Voting Results of May 30, 2012 Annual General Meeting:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes:	10,586,895	194,168	10,781,063
Percentage of Votes:	98.2%	1.8%	100%

Marc Henderson, Toronto, Ontario

Director since: May 16, 1995

Age: 54

Not Independent

Mr. Henderson has been President, Chief Executive Officer of Laramide Resources Ltd. since May 1995. Mr. Henderson has more than 20 years of experience as an executive officer at public junior mining companies. He is past President of Aquiline Resources Inc. (1998-2009), which was developing the world-class Navidad silver project in Argentina and was acquired by Pan American Silver in January 2010. He is also Past President of MineFinders (1987 to 1994), responsible for acquiring the Delores property (Mexico), which is now in production and contains in excess of 2.0 million ounces of gold and 160 million ounces of silver.

Mr. Henderson is a Chartered Financial Analyst. He holds an economics degree from the University of Colorado.

Mr. Henderson is not an “independent” member of the Board because he is an executive officer of Laramide.

Areas of Expertise: Finance, Accounting, Corporate Governance, Strategic Planning, Risk Management.

Attendance at Board Meetings:

Jan. 13, 2012	March 29, 2012	May 8, 2012	Aug. 7, 2012	Oct. 19, 2012	Nov. 19, 2012
✓	✓	✓	✓	✓	✓

Attendance at Committee Meetings:

Compensation Committee April 19, 2012	Audit Committee March 29, 2012	Audit Committee May 8, 2012	Compensation Committee as well as Nominating & Governance Committee, May 30, 2012	Audit Committee Aug. 7, 2012	Audit Committee Oct. 19, 2012
N/A	N/A	N/A	N/A	N/A	N/A

Securities Held on December 31, 2012:

Common Shares: 6, 201, 712

Market Value of Common Shares at December 31, 2012 (TSX closing price \$0.82): \$5, 085, 403.84

Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Unexercised	Value of In-the-Money Unexercised Options ⁽¹⁾
Feb 15, 2012	Sept 15, 2014	250, 000	\$1.20	250, 000	Nil
May 10, 2010	May 19, 2010	275, 000	\$1.10	275, 000	Nil

1) Based on the closing price on the TSX of the Common Shares of \$0.82 on December 31, 2012.

Public Board Membership (as at date of this Information Circular): Lydian International Ltd., Treasury Metals Inc., MidPoint Holdings Ltd., Khan Resources Inc.

Voting Results of May 30, 2012 Annual General Meeting:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes:	10,542,572	256,491	10,799,063
Percentage of Votes:	97.62	2.38	100%

Peter Mullens, Brisbane, Australia

Director since: Dec. 3, 2003

Age: 52

Not Independent

Mr. Mullens has been a mining and exploration geologist for more than 20 years. Mr. Mullens's experience includes six years as a mine geologist for Rio Tinto and Mt Isa Mines at Broken Hill and Mt Isa in Australia. In addition his career has brought him to Asia and several South and Central American countries. Mr. Mullens was District Manager Argentina, and then for all of Central America for Mt Isa from 1994 to 1997. He followed this with a six-month consultancy in China. He spent five years as an independent consultant geologist based out of Lima, Peru, before returning to Australia in 2004 for Laramide.

Mr. Mullens has a Bachelor of Science degree, majoring in Geology, from Monash University in Australia, and is a member of the Australian Institute of Mining and Metallurgy.

Mr. Mullens is not an "independent" member of the Board because he is an executive officer with Laramide.

Areas of Expertise: Geology, Mining Operations, Strategic Planning, Risk Management.

Attendance at Board Meetings⁽²⁾:

Jan. 13, 2012	March 29, 2012	May 8, 2012	Aug. 7, 2012	Oct. 19, 2012	Nov. 19, 2012
✓	✓			✓	✓

Attendance at Committee Meetings:

Compensation Committee April 19, 2012	Audit Committee March 29, 2012	Audit Committee May 8, 2012	Compensation Committee as well as Nominating & Governance Committee, May 30, 2012	Audit Committee Aug. 7, 2012	Audit Committee Oct. 19, 2012
N/A	N/A	N/A	N/A	N/A	N/A

Securities Held on December 31, 2012:

Common Shares: 593,600

Market Value of Common Shares at December 31, 2012 (TSX closing price \$0.82): \$486,752

Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Unexercised	Value of In-the-Money Unexercised Options ⁽¹⁾
Feb. 15, 2012	Sept. 15, 2014	250,000	1.20	250,000	Nil
May 10, 2010	May 19, 2013	225,000	1.10	225,000	Nil

1) Based on the closing price on the TSX of the Common Shares of \$0.82 on December 31, 2012.

Public Board Membership (as of the date of this Information Circular): Terreno Resources Corp.

Voting Results of May 30, 2012 Annual General Meeting:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes:	10,525,707	255,356	10,781,063
Percentage of Votes:	97.63	2.37%	100%

Note:

⁽²⁾ Mr. Mullens is based in Australia, and typically participates in the quarterly Board meetings by conference call, although he travels to North America at least twice per year in connection with Board meetings and shareholder events including the Annual General Meeting.

D. Scott Patterson, Toronto, Ontario

Director since: June 21, 1995

Age: 52

Independent

Mr. Patterson is President and Chief Operating Officer of FirstService Corporation. Mr. Patterson joined FirstService in 1994 as Vice President Corporate Development and was responsible for executing the firm's acquisition strategy. From 1995-2003, Mr. Patterson held the office of Senior Vice President and Chief Financial Officer before his appointment in September 2003 to his current role. From May 1993 to January 1995, Mr. Patterson was an investment banker at Loewen, Ondaatje, McCutcheon Ltd., and prior to that, he was Vice President at Bankers Trust. He began his career at Price Waterhouse in 1983. In 2008, he achieved designation as a LEED AP.

Mr. Patterson is a Chartered Accountant. He holds a Bachelor of Arts degree in Business Administration from the University of Western Ontario.

Mr. Patterson is an "independent" member of the Board and is a member of the Audit, Compensation and Nominating & Governance Committees.

Areas of Expertise: Finance, Accounting, Corporate Governance, Strategic Planning, Risk Management.

Attendance at Board Meetings:

Jan. 13, 2012	March 29, 2012	May 8, 2012	Aug. 7, 2012	Oct. 19, 2012	Nov. 19, 2012
✓	✓	✓	✓	✓	✓

Attendance at Committee Meetings:

Compensation Committee April 19, 2012	Audit Committee March 29, 2012	Audit Committee May 8, 2012	Compensation Committee as well as Nominating & Governance Committee, May 30, 2012	Audit Committee Aug. 7, 2012	Audit Committee Oct. 19, 2012
✓	✓	✓	✓	✓	✓

Securities Held on December 31, 2012

Common Shares: 460,400

Market Value of Common Shares at December 31, 2012 (TSX closing price \$0.82): \$377,528

Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Unexercised	Value of In-the-Money Unexercised Options ⁽¹⁾
Feb. 15, 2012	Sept. 15, 2014	100,000	\$1.20	100,000	Nil
May 10, 2010	May 19, 2013	100,000	\$1.10	100,000	Nil

1) Based on the closing price on the TSX of the Common Shares of \$0.82 on December 31, 2012.

Public Board Membership (as of the date of this Information Circular): None.

Voting Results of May 30, 2012 Annual General Meeting:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes:	10,620,630	160,433	10,781,063
Percentage of Votes:	98.51%	1.49%	100%

Paul Wilkens, Ontario, State of New York, USA

Director since: March 7, 2007

Age: 66

Independent

Mr. Wilkens, who is now retired, brings to the Company more than 30 years of experience with Rochester Gas and Electric (RG&E), where he served as President as well as several other senior posts during his tenure. While at RG&E, Mr. Wilkens provided direction and leadership to the company's electric generation, including the RE Ginna and Nine Mile 2 nuclear power plants. While under his leadership, Ginna received commendations from the Nuclear Regulatory Commission for its engineering organization and from the Institute of Nuclear Power Operations for top performance.

Mr. Wilkens holds an MBA from the University of Rochester and a Master of Science in Nuclear Engineering.

Mr. Wilkens is an "independent" member of the Board and is a member of the Audit, Compensation and Nominating & Governance Committees.

Areas of Expertise: Nuclear Engineering, Utility Operations, Corporate Governance, Strategic Planning, Risk Management.

Attendance at Board Meetings:

Jan. 13, 2012	March 29, 2012	May 8, 2012	Aug. 7, 2012	Oct. 19, 2012	Nov. 19, 2012
✓	✓	✓	✓	✓	✓

Attendance at Committee Meetings:

Compensation Committee April 19, 2012	Audit Committee March 29, 2012	Audit Committee May 8, 2012	Compensation Committee as well as Nominating & Governance Committee, May 30, 2012	Audit Committee Aug. 7, 2012	Audit Committee Oct. 19, 2012
✓	✓	✓	✓	✓	✓

Securities Held on December 31, 2012:

Common Shares: 101,000

Market Value of Common Shares at December 31, 2012 (TSX closing price \$0.82): \$82,820

Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Unexercised	Value of In-the-Money Unexercised Options ⁽¹⁾
Feb. 15, 2012	Sept. 15, 2014	100,000	1.20	100,000	Nil
May 10, 2010	May 19, 2013	100,000	1.10	100,000	Nil

1) Based on the closing price on the TSX of the Common Shares of \$0.82 on December 31, 2012.

Public Board Membership (as of the date of this Information Circular): None.

Voting Results of May 30, 2012 Annual General Meeting:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes:	10,612,095	168,968	10,781,063
Percentage of Votes:	98.43%	1.57%	100%

As at the date of this information circular, the directors of the Company as a group, directly and indirectly, beneficially own or exercise control or direction over 8,121,312 Common Shares, representing approximately 11.08% of the issued and outstanding Common Shares.

None of the directors is, as at the date of this information circular, or was within 10 years before the date of this information circular, a director or chief executive officer or chief financial officer of any company that:

- (a) was the subject of an order (as defined in Multilateral Instrument 51-102F5) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the director or executive officer 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 a director, chief executive officer, or chief financial officer.

None of the directors, executive officers or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is at the date hereof, or has been within 10 years before the date of this information circular, a director or executive officer of any 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 the 10 years before 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 director, executive officer or shareholder.

Proxies received in favour of management will be voted FOR the election of the above-named nominees, unless the shareholder has specified in the proxy that the Common Shares are to be withheld from voting in respect thereof. Management has no reason to believe that any of the nominees will be unable to serve as a director but, if a nominee is for any reason unavailable to serve as a director, proxies in favour of management will be voted in favour of the remaining nominees and may be voted for a substitute nominee unless the shareholder has specified in the proxy that the Common Shares are to be withheld from voting in respect of the election of directors.

3. APPOINTMENT OF AUDITOR

Smith Nixon & Co. LLP, Chartered Accountants, were first appointed as the Company's auditor on April 30, 2003. In July, 2009, Smith Nixon & Co. LLP merged with another entity to become Collins Barrow Toronto LLP.

Unless the shareholder directs that his or her Common Shares are to be withheld from voting in connection with the appointment of auditors, the persons named in the enclosed form of proxy intend to vote FOR the reappointment of Collins Barrow Toronto LLP, Chartered

Accountants, to serve as the auditor of the Company until the next annual meeting of the shareholders and to authorize the directors to fix the auditor's remuneration.

4. APPROVAL OF ADVANCE NOTICE PROVISION

On April 15, 2013, the Board adopted By-Law No. 2013-1, an amendment to By-Law No. 1 of the Company providing for an advance notice requirement for the nominations of directors, the full text of which is reproduced as Schedule "A" to the Notice of the Meeting. By-Law No. 2013-1 sets deadlines and establishes a formal process for nominations of directors other than by management, through a requisition for a meeting or by way of a shareholder proposal. The purpose of By-Law No. 2013-1 is to ensure that all Shareholders receive adequate notice of director nominations and sufficient time and information with respect to all nominees to make appropriate deliberations and register an informed vote. The Company will be able to evaluate the proposed nominees' qualifications and suitability as directors. It will also facilitate an orderly and efficient meeting process. At the Meeting, Shareholders will be asked to review and, if deemed appropriate, to adopt the following resolution in order to ratify By-Law No. 2013-1.

If approved at the Meeting, By-Law 2013-1 will continue to be effective in accordance with the terms thereof. In the event By-Law No. 2013-1 is not approved at the Meeting, it will terminate and be of no further force and effect from and after the termination of the Meeting.

Accordingly, Shareholders will be asked at the Meeting to approve the following resolution approving and ratifying By-Law No. 2013-1:

"BE IT RESOLVED THAT:

1. By-Law No. 2013-1 of the Company in the form made by the board of directors, being a by-law to amend By-Law No. 1 of the Corporation, is hereby confirmed; and
2. any director or officer of the Company be and is hereby authorized and directed, for and on behalf of the Company, to do all acts and things, as such director or officer may determine necessary or advisable to give effect to this resolution."

Proxies received in favour of management will be voted FOR the approval of the resolution confirming the amendment to By-Law No. 1 of the Corporation, unless a Shareholder has specified in the proxy that his or her Common Shares are to be voted against such resolution.

5. RENEWAL OF SHAREHOLDER RIGHTS PLAN

Shareholders of the Company will be asked to consider and, if deemed advisable, to adopt a resolution (the "**Rights Plan Resolution**") ratifying the continued existence of the shareholder rights plan (the "**Rights Plan**") originally adopted by the Board on April 25, 2007. The Rights Plan was approved by Shareholders on June 27, 2007, and its continued existence was ratified on May 19, 2010. On November 23, 2012, in connection with the change of the transfer agent and registrar of the Company, the Company entered into a new Shareholder Rights Plan Agreement (the "**Rights Agreement**") with Computershare Investor Services Inc., as rights agent, and in accordance with the policies of the TSX, the Rights Agreement will continue for an additional 3-year term should the Rights Plan Resolution, which is reproduced below, be approved by a majority of the votes cast at the Meeting.

The Rights Plan is not continued in response to any specific proposal to acquire control of the Company, nor is the Board currently aware of any pending or threatened take-over bid for the Company. Subject to shareholder approval, the Rights Plan will be in effect until the 2016 annual meeting of shareholders.

General

The objective of the Rights Plan is to ensure, to the extent possible, that all shareholders of the Company are treated equally and fairly in connection with any take-over bid for the Company.

The Rights Plan is designed to: (i) provide shareholders and the Board with adequate time to consider and evaluate any take-over bid made for the outstanding shares of the Company; (ii) provide the Board with adequate time to identify, develop and negotiate value-enhancing alternatives to any such take-over bid; (iii) encourage the fair treatment of shareholders in connection with any take-over bid made for the outstanding shares of the Company; and (iv) generally prevent any person from acquiring beneficial ownership of or the right to vote more than 20% of the outstanding shares of the Company (or where such person already owns more than 20% of the shares, from acquiring ownership of or the right to vote any additional shares) while this process is ongoing or entering into arrangements or relationships that have a similar effect.

Summary of Shareholder Rights Plan

The following is a summary of the principal terms of the Rights Plan which is qualified in its entirety by reference to the text of the Rights Agreement, which is available on SEDAR at www.sedar.com.

Term

Subject to the approval by shareholders at the Meeting, as set forth herein, the Rights Agreement and the Rights issued thereunder will expire at the close of the annual meeting of the Company in 2016, unless the Rights Agreement is reconfirmed at such meeting or otherwise terminated in accordance with its terms.

Issue of Rights

One right (a “**Right**”) will be issued and attached to each Common Share outstanding on the Effective Date and will attach to each Common Share subsequently issued.

Rights Exercise Privilege

The Rights will separate from the Common Shares and will be exercisable 10 trading days (the “**Separation Time**”) after a person has acquired, or commences a take-over bid to acquire, 20% or more of the Common Shares, other than by an acquisition pursuant to a take-over bid permitted by the Rights Plan (a “**Permitted Bid**”). The exercise price per Common Share is an amount equal to five times the market price of the Common Shares as at the Separation Time, subject to anti-dilution adjustments. The acquisition by any person (an “**Acquiring Person**”) of 20% or more of the Common Shares, other than by way of a Permitted Bid, is referred to as a “**Flip-in Event**”. Any Rights held by an Acquiring Person will become void upon the occurrence of a Flip-in Event. If prior to the expiration time a Flip-in Event shall occur, each Right shall thereafter constitute, effective at the close of business on the tenth business day after the relevant stock acquisition date, the right to purchase from the Company, upon exercise thereof in accordance with the terms hereof, that number of Common Shares having an aggregate market price on the date of consummation or occurrence of such Flip-in Event equal to twice the exercise price for an amount in cash equal to the exercise price.

Certificates and Transferability

Prior to the Separation Time, the Rights are evidenced by a legend imprinted on certificates for the Common Shares issued from and after the Effective Date and are not to be transferable separately from the Common Shares. From and after the Separation Time, the Rights will be evidenced by separate certificates that will be transferable and traded separately from the Common Shares.

Permitted Bid Requirements

The requirements for a Permitted Bid include the following:

- (a) the take-over bid must be made by way of a take-over bid circular;
- (b) the take-over bid must be made to all shareholders, other than the bidder;
- (c) the take-over bid must be outstanding for a minimum period of 60 days and Common Shares tendered pursuant to the take-over bid may not be taken up prior to the expiry of the 60 day period and only if at such time more than 50% of the Common Shares held by shareholders, other than the bidder, its affiliates and persons acting jointly or in concert and certain other persons (the “**Independent Shareholders**”), have been tendered to the take-over bid and not withdrawn;
- (d) if more than 50% of the Common Shares held by Independent Shareholders are tendered to the take-over bid within the 60 day period, the bidder must make a public announcement of that fact and the take-over bid must remain open for deposits of Common Shares for an additional 10 days from the date of such public announcement;
- (e) the take-over bid must permit Common Shares to be deposited pursuant to the take-over bid, unless such take-over bid is withdrawn, at any time prior to the date Common Shares are first taken up and paid for; and
- (f) the take-over bid must provide that any Common Shares deposited pursuant to the takeover bid may be withdrawn until taken up and paid for.

A Permitted Bid need not be a bid for all outstanding Common Shares not held by the bidder, i.e., a Permitted Bid may be a partial bid.

The Rights Plan also allows for a competing Permitted Bid (a “**Competing Permitted Bid**”) to be made while a Permitted Bid is in existence. A Competing Permitted Bid must satisfy all the requirements of a Permitted Bid except that a Competing Permitted Bid is only required to remain open until a date that is not earlier than the later of 35 days after the Competing Permitted Bid is made and 60 days after the date of the earliest Permitted Bid that is in existence when the Competing Permitted Bid is made.

Waiver

The Board may, prior to the occurrence of a Flip-in Event which has not been waived, waive the application of the Rights Plan to a particular Flip-in Event (an “**Exempt Acquisition**”) where the take-over bid is made by a take-over bid circular to all the holders of Common Shares. Where the Board exercises this waiver power in respect of a take-over bid, the waiver will also be deemed to apply to any other take-over bid for the Company made by a take-over bid circular to all holders of Common Shares prior to the expiry of any bid in respect of which the Rights Plan has been waived or deemed to have been waived.

Redemption

Prior to the occurrence of a Flip-in Event which has not been waived, the Board, with the approval of a majority of the votes cast by Independent Shareholders (or by the holders of Rights if the Separation Time has occurred) voting in person or by proxy at a meeting duly called for that purpose, may redeem all but not less than all of the then outstanding Rights at a redemption price of \$0.00001 per Right. Rights will be deemed to be redeemed by the Board without such approval following completion of a Permitted Bid, Competing Permitted Bid or Exempt Acquisition in respect of which the Board has waived, or is deemed to have waived, the application of the Rights Plan.

Amendment

The Board may amend the Rights Plan with the approval of a majority of the votes cast by Independent Shareholders (or the holders of Rights if the Separation Time has occurred) voting in person or by proxy at a meeting duly called for that purpose. The Board may, without such approval, correct clerical or typographical errors and, subject to approval by a majority of the votes cast by Independent Shareholders voting in person or by proxy at the next meeting of the shareholders (or by holders of Rights, as the case may be), may make amendments to the Rights Plan to maintain its validity due to changes in applicable laws or a decision of a court or regulatory authority.

Board of Directors

The Rights Plan will not detract from or lessen the duty of the Board to act honestly and in good faith with a view to the best interests of the Company and its shareholders. The Board, when a Permitted Bid is made, will continue to have the duty and power to take such actions and make such recommendations to shareholders as are considered appropriate.

The Board of Directors of the Company considers it to be in the best interests of the Company to renew the Rights Plan. There have been no material changes to the Rights Plan since its ratification by shareholders in 2007. Shareholders will therefore be asked at the Meeting to pass the following resolution, with or without variation, relating to the approval as described above:

“BE IT RESOLVED THAT:

1. the shareholder rights plan evidenced by the shareholder rights plan agreement entered into between the Company and Computershare Investor Services Inc., as rights agent, dated November 23, 2012, be, and it is continued, for an additional 3 year term, as substantially described in the management information circular of the Company dated April 30, 2013;
2. any director or officer of the Company be, and each of them is hereby authorized and empowered, acting for, in the name of and on behalf of the Company, to execute all such documents, agreements and instruments as are necessary or advisable to give effect to the foregoing resolution, and to perform or cause to be performed all such other acts and things as in such person’s opinion may be necessary or advisable to give full effect to the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such documents, agreements or instruments or the doing of any such acts or things, including compliance with all Canadian securities laws and regulations; and

3. the directors of the Company be, and it is hereby, authorized to cause all measures to be taken, such further agreements to be entered into and such further documents to be executed as may be deemed necessary or advisable to give effect and fully carry out the intent of this resolution.”

The Board believes that the Rights Plan will result in fair treatment to Shareholders, is in the best interest of the Company and is consistent with current best Canadian corporate practices and addresses institutional investor guidelines. **The Board therefore recommends that all shareholders vote FOR the Rights Plan Resolution. The persons whose name appears in the attached form of proxy intend to vote FOR the Rights Plan Resolution.**

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

The management knows of no matters to come before the Meeting other than as set forth in the Notice of Meeting. **However, if other matters which are not known to the management should properly come before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the persons voting the proxy.**

STATEMENT OF EXECUTIVE COMPENSATION

A. Named Executive Officers

For the purposes of this information circular, a Named Executive Officer (“**NEO**”) of the Company means each of the following individuals:

- a) a chief executive officer (“**CEO**”) of the Company;
- b) a chief financial officer (“**CFO**”) of the Company;
- 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, for that financial year; and
- d) each individual who would be an NEO under paragraph above 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.

During 2012, the Company had the following five NEOs: Marc Henderson, President and Chief Executive Officer, Dennis Gibson, Chief Financial Officer, Greg Ferron, Vice President Corporate Development and Investor Relations, Peter Mullens, Vice President Exploration, and Evan Hughes, General Manager, Lagoon Creek Resources Pty.

B. Compensation Discussion and Analysis

The Compensation Committee of the Board is responsible for ensuring that the Company has in place an appropriate procedure for evaluating executive compensation and for making recommendations to the Board with respect to the compensation of the Company’s CEO and President. To date, the focus of the Compensation Committee has been on the remuneration paid to the CEO and President, with

compensation authority for other senior executives being delegated to the CEO, who then reports to the Committee. The Compensation Committee, through the CEO and President, ensures that total compensation paid to all NEOs is fair and reasonable and is consistent with the Company's compensation philosophy.

Compensation plays an important role in achieving short and long-term business objectives that ultimately drive business success. The Company's compensation philosophy is to foster entrepreneurship at all levels of the organization through, among other things, the granting of stock options, a significant component of executive compensation. This approach is based on the assumption that the performance of the Company's common share price over the long term is an important indicator of long term performance.

The Company's compensation philosophy is based on the following fundamental principles:

1. *Compensation programs align with shareholder interests* – the Company aligns the goals of executives with maximizing long term shareholder value;
2. *Performance sensitive* – compensation for executive officers should be linked to operating and market performance of the Company and fluctuate with the performance; and
3. *Offer market competitive compensation to attract and retain talent* – the compensation program should provide market competitive pay in terms of value and structure in order to retain existing employees who are performing according to their objectives and to attract new individuals of the highest calibre.

The objectives of the compensation program in compensating all NEOs were developed based on the above-mentioned compensation philosophy and are as follows:

- to attract and retain highly qualified executive officers;
- to align the interests of executive officers with shareholders' interests and with the execution of the Company business strategy; and
- to evaluate executive performance on the basis of key objectives and performance against those objectives, which are determined to correlate to long-term shareholder value.

Competitive Compensation

Aggregate compensation for each NEO is designed to be competitive. The Compensation Committee has focused its review on CEO compensation, as Laramide is a relatively small company with a small team of corporate executives, where the compensation established at the top provides the model for reporting executives. Going forward, the Compensation Committee will continue to rely on reports from the CEO on senior executive performance and recommended compensation, but will have the authority to review and modify proposed compensation. The Compensation Committee will be guided by changing market conditions, shareholder return objectives, and sector-specific factors.

The Compensation Committee is comprised of three independent directors who rely on their diverse business knowledge to compare proposed compensation with plans of other companies known to the directors through their employment or their other Board positions.

Aligning the Interests of the NEOs with the Interests of the Company's Shareholders

The Company believes that transparent, objective and easily verified corporate goals, combined with individual performance goals, play an important role in creating and maintaining an effective compensation strategy for the NEOs. This has been the Committee's philosophy in evaluating the performance and compensation of Laramide's CEO, and the Committee will apply the same philosophy in evaluating the other NEOs. The Committee believes that employment agreements are necessary at the senior level to ensure accountability and better transparency. The intent of the Committee will be to replace consulting agreements with employment agreements over time. Currently, all the NEOs disclosed above have employment agreements.

A combination of fixed and variable compensation is used to motivate executives to achieve overall corporate goals. For the 2012 financial year, the three basic components of executive officer compensation program were:

- fixed salary;
- annual incentive; and
- option based compensation.

Fixed salary comprises a portion of the total cash-based compensation; however, annual incentives and option based compensation represent compensation that is "at risk" and thus may or may not be paid to the respective executive officer depending on: (i) whether the executive officer is able to meet or exceed his or her applicable performance targets; and (ii) market performance of the Company's Common Shares. To date, no specific formulae have been developed to assign a specific weighting to each of these components. Instead, the Compensation Committee has considered each pre-determined objective and the CEO's performance against his objective, and has empowered the CEO to follow a similar process in considering the compensation recommended for each of the other NEOs.

Base Salary

In the past, the Compensation Committee and the Board of Directors have approved the salary range for the CEO, with the CEO and senior executives then setting salary ranges for executives who report to them. Starting in 2009, the Compensation Committee agreed to expand its role to encompass review and approval of the salary range for the NEOs, and for other executives whose compensation is likely to exceed an agreed upon threshold. The base salary review for each NEO will be based on assessment of factors such as current competitive market conditions, compensation levels within the peer group and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual, as well as an understanding of shareholder objectives and balance sheet strength. This practice will form the basis for the administration of salaries for all other employees.

Annual Incentives

The Company, in its discretion and under the review of the Compensation Committee, may award such incentives in order to motivate executives to achieve short-term corporate goals. The Compensation Committee and the Board of Directors approve annual incentives.

The success of NEOs in achieving their individual objectives and their contribution to the Company in reaching its overall goals will be factors in the determination of their annual bonus. The CEO will assess each NEO's performance on the basis of his or her respective contribution to the

achievement of the predetermined corporate objectives, as well as to needs of the Company that arise on a day to day basis. This assessment will be used by the Compensation Committee in developing its recommendations to the Board of Directors with respect to the determination of annual bonuses for the NEOs. Where the Compensation Committee cannot unanimously agree, the matter should be referred to the full Board for decision. In 2009, the Company recommended that a freeze be imposed on annual cash bonus incentives due to the decline in shareholder returns and to the Company's objective of conserving capital. However, in 2009, the Company did award reduced cash bonuses to certain officers in recognition for work they performed in 2008, but no bonuses were awarded or paid for in 2009. In 2011, the Company did award cash bonuses to certain officers in recognition for work they performed in 2010.

Compensation and Measurements of Performance

The compensation committee discusses potential annual performance objectives with the CEO near the beginning of each financial year. These objectives are tied to overall Company objectives, and include financial performance, strategic direction, plan implementation, financial controls and other facets of the Company's development.

Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day to day corporate activities, will be influential in the Compensation Committee's decision to award a bonus payment to the CEO. The Compensation Committee will also review data and recommendations from the CEO for other senior executives of the Company. In years where annual incentive payments are warranted, the NEOs will receive a partial or full incentive payment depending on the number of the predetermined targets met and the Compensation Committee's and the Board's assessment of overall performance.

Long Term Compensation

The Company currently has no long-term incentive plans. The new stock option plan of the Company (the "**Stock Option Plan**") was approved at the 2011 annual shareholders' meeting.

Under the Stock Option Plan, stock options may be granted from time to time by the Board of Directors only to directors, senior officers, employees and consultants of the Company and its subsidiaries and *other designated persons as designated from time to time by the Board of Directors*. The number of Common Shares which may be reserved for issuance is limited to 10% of the issued and outstanding shares of the Company as at the date of the grant of options. The maximum number of Common Shares which may be reserved for issuance to any one director, senior officer or employee is 5% of the Common Shares outstanding at the time of the grant (calculated on a non-diluted basis). In addition, the number of Common Shares issuable to insiders under the Stock Option Plan or when combined with all of the Company's other security based compensation arrangements shall not exceed 10% of the issued and outstanding Common Shares, and the number of Common Shares issued to insiders, within any one year period, under the Stock Option Plan or when combined with all of the listed issuer's other security based compensation arrangements, cannot exceed 10% of the aggregate issued and outstanding Common Shares. Options which are exercised, or for any reason are cancelled or terminated prior to exercise would be available for a subsequent grant under the Stock Option Plan. The option price of any Common Shares cannot be less than the five day weighted average of the shares on the Toronto Stock Exchange (the "**TSX**") preceding the day upon which the option is granted. Options granted may only be exercised during a period not exceeding ten years, subject to earlier termination upon the termination of the optionee's employment, upon the employee ceasing to be an employee, senior officer, director or consultant of the Company or any of its subsidiaries or ceasing to have a designated relationship with the Company, as applicable, or upon the optionee retiring, becoming permanently disabled or dying. The options are non-transferrable. The Stock Option Plan contains provisions for adjustment in the number of shares issuable thereunder in the event of subdivision,

consolidation, reclassification or change of the Common Shares, a merger or other relevant changes in the Company's capitalization. Subject to shareholder approval in certain circumstances, the Board of Directors may from time to time amend or revise the terms of the Stock Option Plan or may terminate the Stock Option Plan at any time.

The purpose of a Stock Option Plan is to encourage Common Share ownership in the Company by directors, senior officers, employees and consultants of the Company and its affiliates and other designated persons. The Compensation Committee believes that a Stock Option Plan aligns the interests of the NEOs with shareholders by linking a component of executive compensation to the longer term performance of the Company's Common Shares.

Hedging Policy

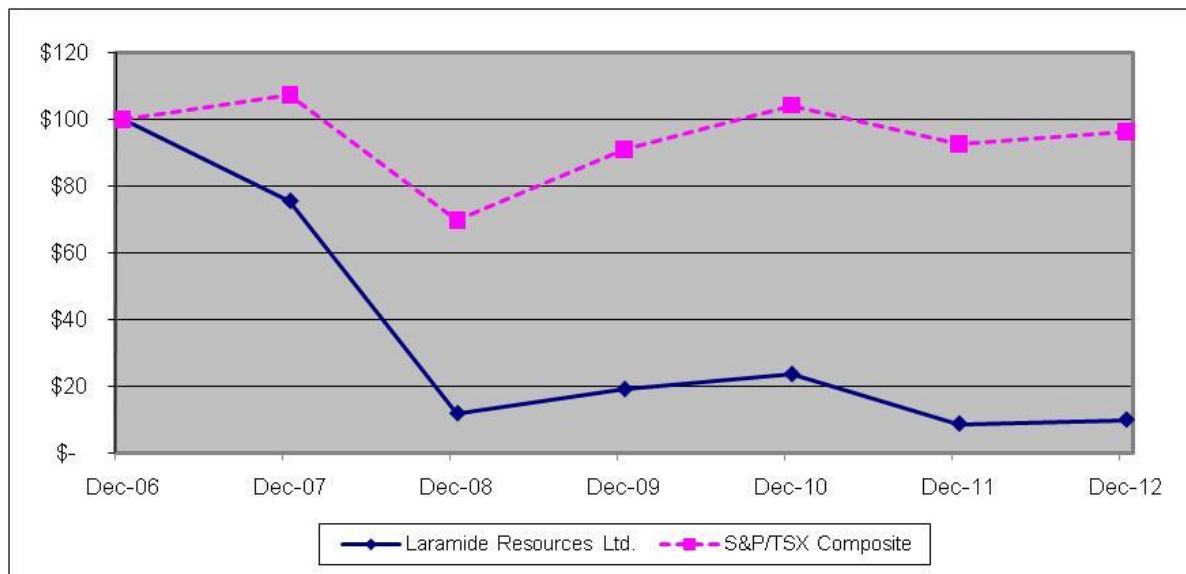
The Company has not adopted a policy to prohibit NEOs or directors from engaging in transactions designed to hedge or offset a decrease in the market value of equity-based compensation or other Company securities which are held directly or indirectly by them.

Performance Graph

The following graph compares the cumulative shareholder return on a \$100 investment in Common Shares of the Company to the cumulative shareholder return of the S&P/TSX Composite Index, on a monthly basis for the six years ended December 31, 2012.

CUMULATIVE TOTAL RETURN ON \$100 INVESTMENT

(Cdn.\$)



	Dec. 2006	Dec. 2007	Dec. 2008	Dec. 2009	Dec. 2010	Dec 2011	Dec 2012
Laramide Resources Ltd.	100.00	75.00	12.00	19.00	23.00	9.00	10.00
S&P/TSX Composite Index	100.00	107.16	69.63	91.00	104.14	92.61	96.32

Notes:

(1) Assuming an investment of \$100 on December 31, 2006.

The Compensation Committee considers a number of factors and performance elements when determining compensation. Although the Company's total shareholder return is one performance measure that is reviewed, it is not the only consideration in executive compensation deliberations. As a result, a direct correlation between total shareholder return over a given period and executive compensation levels is not anticipated.

D. Summary Compensation Table

The following table contains a summary of the compensation paid to the NEOs of the Company during the three most recently completed financial years.

NEO Name and principal position	Year	Salary (\$)	Option-based awards (\$) ⁽¹⁾	Non-Equity incentive plan compensation (\$) ⁽²⁾		Pension value (\$)	All other compensation (\$) ⁽²⁾	Total compensation (\$)
				Annual incentive plans	Long-term incentive plans			
Marc C. Henderson, President and Chief Executive Officer	2012	225,000	75,500	Nil	Nil	Nil	Nil	300,500
	2011	227,750	Nil	114,750	Nil	Nil	Nil	342,500
	2010	183,750	155,925	Nil	Nil	Nil	Nil	339,675
Dennis Gibson, Chief Financial Officer	2012	182,500	40,770	Nil	Nil	Nil	Nil	223,270
	2011	160,000	Nil	40,000	Nil	Nil	Nil	200,000
	2010	140,000	70,875	Nil	Nil	Nil	Nil	210,875
Greg Ferron, Vice President Corporate Development and Investor Relations ⁽³⁾	2012	160,000	37,750	Nil	Nil	Nil	Nil	197,750
	2011	153,383	103,308	Nil	Nil	Nil	20,000	276,691
	2010	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Peter Mullens, Vice President Exploration ⁽⁴⁾⁽⁵⁾⁽⁶⁾	2012	137,074	75,500	Nil	Nil	12,337	61,683	286,594
	2011	67,319	Nil	Nil	Nil	Nil	82,664	149,963
	2010	40,000	127,575	Nil	Nil	Nil	121,817	289,392
Evan Hughes, General Manager, Lagoon Creek Resources Pty ⁽⁴⁾⁽⁵⁾	2012	179,910	37,750	Nil	Nil	16,192	Nil	233,852
	2011	169,255	Nil	Nil	Nil	15,233	Nil	184,488
	2010	146,847	70,875	Nil	Nil	13,216	Nil	230,938

Notes:

- (1) Grant date fair value calculations are based on the Black-Sholes Option Price Model. Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates and therefore, in management's opinion, existing models do not necessarily provide a reliable measure of the fair value of the Company's share and option-based awards.
- (2) The Company does not have a long-term incentive plan, but annual incentive bonuses can be awarded based on the individual NEO's performance during the year. These awards are based on both individual performance, and the performance of the Company as a whole. In 2011, bonuses were paid to two of the NEOs, reflecting work performed in 2010.
- (3) Pursuant to an Employment Agreement effective as at Jan. 17, 2011, Mr. Ferron was appointed Vice President Corporate Development and Investor Relations.
- (4) The amount under "Pension Value" earned by Mr. Mullens and Mr. Hughes in 2012, 2011 and 2010 reflects payment to an Australia superannuation fund, which is a mandatory requirement for all employees in Australia, and is set at 9% of the individual's total salary.
- (5) Mr. Mullens and Mr. Hughes are paid in Australian dollars which have been converted into Canadian dollars based on the average exchange rate for the year.

- (6) Pursuant to an Employment Agreement effective as at May 1, 2012, Mr. Mullens became an employee of the Company. Prior to this date, Mr. Mullens worked on a consultancy basis except for the period August 2010 to August 2011 when he was based in Canada and was paid as an employee. There was no employment contract in place for that time period.

E. Incentive Plan Awards

Option and Share-based Awards During 2012

The following table sets out for each NEO, the incentive stock options (option-based awards) outstanding at December 31, 2012. These incentive stock options either vested at the time of grant or were fully vested during the year ended December 31, 2012.

Name	Option-based Awards ⁽¹⁾				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽²⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Marc C. Henderson	250,000	\$1.20	September 15, 2014	Nil	Nil	Nil
	275,000	\$1.10	May 19, 2013	Nil	Nil	Nil
Dennis Gibson	135,000	\$1.20	September 15, 2014	Nil	Nil	Nil
	125,000	\$1.10	May 19, 2013	Nil	Nil	Nil
Greg Ferron	125,000	\$1.20	September 15, 2014	Nil	Nil	Nil
	125,000	\$1.90	January 6, 2013	Nil	Nil	Nil
Peter Mullens	250,000	\$1.20	September 15, 2014	Nil	Nil	Nil
	225,000	\$1.10	May 19, 2013	Nil	Nil	Nil
Evan Hughes	125,000	\$1.20	September 15, 2014	Nil	Nil	Nil
	125,000	\$1.10	May 19, 2013	Nil	Nil	Nil

Notes:

- (1) The Stock Option Plan under which these options were granted is a "rolling" stock option plan whereby the maximum number of Common Shares that may be reserved for issuance pursuant to the Stock Option Plan will not exceed 10% of the issued Common Shares at the time of grant. The Stock Option Plan was approved at the 2011 annual shareholders' meeting.
- (2) Calculated using the closing price of the Common Shares on the TSX on December 30, 2012 of \$0.82 and subtracting the exercise price of in-the-money stock options. These stock options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the Common Shares on the date of exercise.

Value Vested or Earned During the Year

The following table sets forth, for each NEO, the value of all incentive plan awards vested during the year ended December 31, 2012. The value vested as shown in the table below is not calculated based on the Black-Scholes Option Pricing Model, and instead reflects any in-the-money value at the option vesting date.

Name	Option-based awards- Value vested during the year ⁽¹⁾ (\$)	Share-based awards- Value vested during the year ⁽¹⁾ (\$)	Non-equity incentive plan compensation- Value earned during the year ⁽²⁾ (\$)
Marc C. Henderson	Nil	Nil	Nil
Dennis Gibson	Nil	Nil	Nil
Greg Ferron	Nil	Nil	Nil
Peter Mullens	Nil	Nil	Nil
Evan Hughes	Nil	Nil	Nil

Notes:

- (1) Summarizes for each of the NEOs the aggregate value that would have been realized if the options had been exercised on the vesting date during the financial year ended December 31, 2012. As these options were not necessarily exercised, or exercised on such vesting date, by the NEOs, these amounts do not necessarily reflect amounts realized by the NEOs during the year ended December 31, 2012.
- (2) These are the same amounts as disclosed under "Non-Equity Incentive Plan Compensation" in the Summary Compensation Table earlier in this information circular.

Equity Compensation Plan Information

The following table sets forth aggregated information as at December 31, 2012 with respect to compensation plans of the Company under which equity securities of the Company are authorized for issuance.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (#)	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights (\$)	Number of Securities remaining available for Future Issuance under Equity Compensation Plans (#)
Equity compensation plans approved by securityholders	4,030,000	\$1.18	Nil
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	4,030,000	\$1.18	Nil

Note:

- (1) The Stock Option Plan under which the above options were granted is a "rolling" stock option plan whereby the maximum number of Common Shares that may be reserved for issuance pursuant to the Stock Option Plan will not exceed 10% of the issued shares of the Company at the time of the stock option grant.

F. Employment Agreements

During the fiscal year ended December 31, 2012, the Company had in place the following employment contracts between the Company or any subsidiary or affiliate thereof and its NEOs:

Marc Henderson

Pursuant to an employment agreement effective as of May 31, 2006, as amended, the Company has engaged the services of Marc Henderson as Chief Executive Officer of the Company at a salary of \$180,000 per year. Pursuant to this agreement, Mr. Henderson will devote approximately 50% of his time to the affairs of the Company. Pursuant to a new employment agreement dated December 9, 2010, Mr. Henderson will continue to be engaged as the Chief Executive Officer of the Company at a salary of \$225,000 per year and will devote approximately 75% of his time to the affairs of the Company. Mr. Henderson will also be eligible to participate in the Stock Option Plan and may receive an annual bonus at the discretion of the Board of Directors. In the event Mr. Henderson's employment is terminated without cause or upon the occurrence of a change of control of the Company, Mr. Henderson will be entitled to receive an amount equal to 24 months of his base salary. In addition, any unvested stock options held by Mr. Henderson shall vest upon termination of employment without cause or upon a change of control and shall be exercisable on the terms granted. Mr. Henderson was formerly the President and Chief Executive Officer of Aquiline Resources Inc., until Aquiline Resources Inc. was acquired by a senior silver producer in December 2009. Mr. Henderson now devotes a larger proportion of his time to the Company.

Dennis Gibson

Pursuant to an employment agreement effective as of May 27, 2006, as amended, the Company has engaged the services of Dennis Gibson as Chief Financial Officer of the Company at a salary of \$80,000 per year and Mr. Gibson will devote approximately 50% of his time to the affairs of the Company. Effective April 1, 2010, Mr. Gibson will devote 100% of his time to the affairs of the Company at a salary of \$160,000 per year, which was subsequently increased to \$175,000. Mr. Gibson will also be eligible to participate in the Stock Option Plan and may receive an annual bonus at the discretion of the Board of Directors. In the event Mr. Gibson's employment is terminated without cause or upon the occurrence of a change of control of the Company in the first year of employment, Mr. Gibson will be entitled to receive an amount equal to six months of his base salary. After the first year of employment, upon termination of employment without cause or upon the occurrence of a change of control he will be entitled to an amount equal to ten months of his base salary plus an amount equal to one month's base salary for every year (or partial year) of service to a maximum of eighteen months. In addition, any unvested stock options held by Mr. Gibson shall vest upon termination of employment without cause or upon a change of control and shall be exercisable on the terms granted. Mr. Gibson was formerly the Chief Financial Officer of Aquiline Resources Inc., which was acquired by a senior silver producer in December 2009. Mr. Gibson now devotes a large portion of his time to the affairs of the Company. Mr. Gibson is also the Chief Financial Officer of Treasury Metals Inc. Treasury Metals reimburses the Company directly for the services of Mr. Gibson.

Greg Ferron

Pursuant to an employment agreement effective as at January 17, 2011, the Company has engaged the services of Greg Ferron as Vice President Investor Relations and Corporate Development of the Company at an annual salary of \$160,000. Mr. Ferron will also be eligible to participate in the Stock Option Plan and may receive an annual bonus at the discretion of the Board of Directors. In the event Mr. Ferron's employment is terminated without cause or upon the occurrence of a change of control of the Company in the first year of employment, Mr. Ferron will be entitled to receive an amount equal to six months of his base salary. After the first year of employment, upon termination of employment without cause or upon the occurrence of a change of control he will be entitled to an amount equal to ten months of his base salary plus an amount equal to one month's base salary for every year (or partial year) of service

to a maximum of eighteen months. In addition, any unvested stock options held by Mr. Ferron shall vest upon termination of employment without cause or upon a change of control and shall be exercisable on the terms granted. Mr. Ferron was formerly the Head of Global Mining, Business Development and Senior Listing Manager of the Toronto Stock Exchange. Mr. Ferron is also the Vice President Investor Relations and Corporate Development of Treasury Metals Inc., which reimburses the Company directly for Mr. Ferron's services.

Peter Mullens

Pursuant to an employment agreement effective as at May 1, 2012, the Company has engaged the services of Peter Mullens as Vice President Exploration of the Company at an annual salary of AUD\$200,000, and will devote 80% of his time to the affairs of the Company. Prior to this date, Mr. Mullens acted on a consultancy basis. Mr. Mullens will also be eligible to participate in the Stock Option Plan and may receive an annual bonus at the discretion of the Board of Directors. In the event Mr. Mullens employment is terminated without cause or upon the occurrence of a change of control of the Company he will be entitled to an amount equal to 24 months of his base salary. In addition, any unvested stock options held by Mr. Mullens shall vest upon termination of employment without cause or upon a change of control and shall be exercisable on the terms granted.

Evan Hughes

Mr. Hughes entered into an employment agreement effective August 2006. Mr. Hughes serves as General Manager, Lagoon Creek Resources Pty, at a base salary of AUD\$130,000, which was subsequently increased to AUD\$175,000. Mr. Hughes is entitled to participate in the Company Stock Option Plan. In the event Mr. Hughes's employment is terminated without cause or upon the occurrence of a change of control of the Company in the first year of employment, Mr. Hughes will be entitled to receive an amount equal to six months of his base salary. After the first year of employment, upon termination of employment without cause or upon the occurrence of a change of control he will be entitled to an amount equal to ten months of his base salary plus an amount equal to one month's base salary for every year (or partial year) of service to a maximum of eighteen months. In addition, any unvested stock options held by Mr. Hughes shall vest upon termination of employment without cause or upon a change of control and shall be exercisable on the terms granted.

G. Pension Plan Benefits

There are no pension plan benefits in place for the NEOs, other than the mandatory superannuation fund payments as disclosed above in the NEO table. These payments were applicable to Peter Mullens, Vice President Exploration and Evan Hughes, General Manager of Lagoon Creek Resources Pty., and applies to all Australia-based employees.

H. Termination and Change of Control Benefits

The Company does not have in place any pension or retirement plan. The Company has not provided compensation, monetary or otherwise, during the preceding fiscal year, to any person who now acts as a NEO of the Company, in connection with or related to the retirement, termination or resignation of such person and the Company has provided no compensation to such persons as a result of a change of control of the Company, its subsidiaries or affiliates. Except as set forth under "Employment Agreements", the Company is not party to any compensation plan or arrangement with NEOs resulting from the resignation, retirement or the termination of employment of such person, except under the terms of the employment agreements disclosed above.

I. Director Compensation

The following table describes director compensation for non-executive directors for the year ended December 31, 2012:

COMPENSATION OF DIRECTORS ⁽¹⁾⁽²⁾				
Name	Fees earned (\$)	Option-based awards (\$)	All other compensation (\$)	Total compensation (\$)
D. Scott Patterson	24,000	30,200	Nil	54,200
John G. Booth	42,000	45,300	Nil	87,300
Paul Wilkens	24,000	30,200	Nil	54,200

Notes:

- (1) Table does not include any amount paid as reimbursement for expenses.
(2) Compensation paid to the NEOs who served as directors of the Company is disclosed in the Summary Compensation Table. See "Executive Compensation".

The directors of Laramide are compensated based on a retainer of \$1000 per month plus committee retainers of \$500 per month for each committee on which they serve. In August, 2009, a Nominating and Governance Committee was created with the mandate of setting and implementing governance policy, and ensuring that the Board continues to serve the Company as its stage of development matures. Each of the independents serves on all three committees. In 2011, in line with budget restrictions imposed on operations, the Board has agreed that retainers will be reduced to \$1000 per month plus committee retainers of \$500 per month for each committee on which the director serves, to a maximum of \$2000 per month in total fees.

Option-based and Share Based Awards to Directors

The following table sets out for each independent director the incentive stock options (option-based awards) outstanding as of December 31, 2012. The Company does not issue any other share-based awards.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Options expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)
D. Scott Patterson	100,000	\$1.20	September 15, 2014	Nil
	100,000	\$1.10	May 19, 2013	Nil
John G. Booth	150,000	\$1.20	September 15, 2014	Nil
	100,000	\$1.10	May 19, 2013	Nil
Paul Wilkens	100,000	\$1.20	September 15, 2014	Nil
	100,000	\$1.10	May 19, 2013	Nil

Note:

- (1) Calculated using the closing price of the Common Shares on the TSX on December 31, 2012 of \$0.82 and subtracting the exercise price of in-the-money stock options. These stock options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the Common Shares on the date of exercise.

Value Vested or Earned During the Year

Options granted to the independent directors of the Company vest 50% six months from the date of grant with the remaining 50% vesting 12 months from the date of grant. The fair market value at the date of both vesting periods was less than the strike price of the options; therefore, the value of these incentive stock option grants at the time of first vesting was nil.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company. The Board has confirmed the strategic objective of the Company is seeking out and exploring mineral bearing deposits with the intention of developing and mining the deposit or proving the feasibility of mining the deposit for others.

National Instrument 58-101 (*Disclosure of Corporate Governance Practices*) (“**NI 58-101**”) requires the Company to disclose its corporate governance practices by providing in the information circular the disclosure required by Form 58-101F2. National Policy 58-201 (*Corporate Governance Guidelines*) (“**NP 58-201**”) establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company’s practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations. In 2009, the Company formalized certain corporate governance practices which had been followed historically but not committed to written policy. For example, the Board approved adoption of a Code of Conduct which was implemented and SEDAR filed in August 2009.

Board of Directors

The Board is currently composed of five directors. NP 58-201 recommends that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors within the meaning that term is given in Multilateral Instrument 52-110 (Audit Committees) (“**MI 52-110**”), which instrument provides that a director is “independent” if he or she has no direct or indirect “material relationship” with the Company. “Material relationship” is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment. Of the proposed nominees, Marc C. Henderson (President & CEO) and Peter Mullens (Vice-President, Exploration) are members of senior management and accordingly are not considered to be “independent” of the Company within the meaning of MI 52-110. Each of the remaining three (3) directors is considered by the Board to be “independent” within the meaning of MI 52-110. In assessing director independence and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors. In 2009, the Board formally named a Chair, John Booth, to preside over all meetings and to ensure that proper stewardship of the Company’s assets and operations is maintained at all times.

Roles and Responsibilities of the Board

The Board participates fully in assessing and approving strategic plans and prospective decisions proposed by management. A significant portion of each regular Board meeting is devoted to strategic plans and opportunities available to the Company. Such discussions enable directors to gain a fuller

appreciation of planning priorities and provides the opportunity for directors to give constructive feedback to management.

In order to ensure that the principal business risks borne by the Company are appropriate, the Board receives and comments on periodic reports from management on operations, and discussions often include questions concerning the risks and risk management of certain proposed strategies.

The Board regularly monitors the financial performance of the Company, including receiving and reviewing detailed financial information contained in management reports. The Board, directly and through the Audit Committee, assesses the integrity of the Company's internal control and management information systems.

The Board supervises the management of the business and affairs of the Company and is mandated to act with a view to the best interests of the Company. The Board holds regular meetings to review the business and affairs of the Company and to make any decisions relating thereto. The Board believes that it functions independently of management. The Board holds in-camera sessions (no management directors present) as a regular part of each Board meeting. The Board is small, and is comprised of individuals who have known each other in a business context for a number of years. This relationship among directors has been constructive. However, when conflicts do arise, interested parties will be precluded from voting on matters in which they may have an interest.

The Board believes that the foregoing steps are sufficient to enable it to exercise independent judgment in carrying out its responsibilities.

Meetings of the Board and Committees of the Board

The Board intends to meet a minimum of four times per year, usually every quarter and following the annual meeting of the shareholders of the Company. Each committee of the Board intends to meet at least once a year or more frequently as deemed necessary by the applicable committee. For example, the audit committee meets every quarter to report to the Board on approval of the draft financial statements, notes and Management's Discussion and Analysis. The frequency of meetings other than quarterly or annual financial discussions and the nature of the meeting agendas are dependent upon the nature of the business and affairs of the Company faces from time to time.

Directorships

The following table sets forth the directors of the Company who currently (as of the date of this information circular) hold directorships with other reporting issuers:

Name of Director	Reporting Issuer
Marc C. Henderson	Lydian International Ltd.; Treasury Metals Inc.; Midpoint Holdings Ltd.; Khan Resources Inc.
John G. Booth	Midpoint Holdings Ltd., Sacre Coeur Minerals, H2O Innovation Inc.; Maya Gold & Silver Inc.; Torex Resources Ltd.
Peter Mullens	Terreno Resources Corp.

Position Descriptions

Given the small size of the Company's infrastructure, the Board does not feel that it is necessary at this time to formalize position descriptions for the Chairman of each committee of the Board, or the President and Chief Executive Officer in order to delineate their respective responsibilities. Accordingly, the roles of the executive officers of the Company are delineated on the basis of the customary practice. The Company has an Audit Committee Charter, and in 2009, adopted charters for both the Compensation Committee and Nominating & Governance Committee.

Orientation and Continuing Education

The Board does not have a formal orientation or education program for its members. The Board's continuing education is typically derived from correspondence with the Company's legal counsel to remain up to date with developments in relevant corporate and securities' law matters. Additionally, historically board members have been nominated who are familiar with the Company and the nature of its business. The Company also has an advisory board of individuals who represent specific areas of expertise within the nuclear fuel cycle. The Company in 2010, 2011 and 2012 held a strategy session with all members of the Board (in person) and the advisory board members in order to discuss corporate strategy, corporate governance, management of risk, exit planning and operational timelines.

Ethical Business Conduct

The Board encourages and promotes a culture of ethical business conduct through its adoption and implementation of a Code of Conduct in 2009. The Board nominates members it considers ethical, and seeks to avoid or minimize conflicts of interest. The majority of Board members are independent, including the Chair.

Nomination of Directors

In 2009, the Board established a formal nomination committee, which is also entrusted with the corporate governance mandate. Any member of the Board is free to recommend additional members, as required, and the Board will consider such recommendations as a whole. The committee is comprised of all three independent directors, who will take the lead on assessing the effectiveness of the Board, the committees of the Board and the contribution of individual directors, taking into account the competencies and skills that the Board as a whole possess as well as the competencies and skills that each director should possess. The last appointment to the Board was the appointment of Paul Wilkens in March 2007. Mr. Wilkens holds a Master of Science in Nuclear Engineering, and was chosen for his utility operations experience (30 years with Rochester Gas & Electric).

Assessments

Based upon the Company's size, its current state of development and the number of individuals on the Board, the Board considers a formal process for assessing regularly the effectiveness and contribution of the Board, as a whole, its committee or individual directors to be unnecessary at this time. In light of the fact that the Board, its Audit Committee, and Compensation Committee meet at regular intervals during the year, and in light of the fact that four of the five directors have served together for more than five years, each director has significant opportunity to assess other directors. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

Other Board Committees

The Board has established an Audit Committee, a Compensation Committee and a Nominating & Governance Committee. From time to time, when appropriate, *ad hoc* committees of the Board may be established by the Board.

Audit Committee

The Audit Committee consists of Messrs. Patterson (Chair), Wilkens and Booth, each of whom are considered independent directors. The Audit Committee operates under guidelines established by MI 52-110. In addition to carrying out its statutory legal responsibilities (including review of the Company's annual financial statements), the Audit Committee reviews accounting policies and issues and all financial reporting, including interim financial statements and management's discussion and analysis in the Company's annual report. The Audit Committee meets with the Company's external auditors (with and without management) and with members of management at least once a year to assist it in the effective discharge of its duties. The Audit Committee also recommends to the Board the firm to be appointed as the Company's auditors and the terms of their remuneration.

Further information regarding the Audit Committee is contained in the Company's annual information form (the "AIF") dated April 2, 2013 under the heading "Audit Committee Information" and a copy of the Audit Committee charter is attached to the AIF as Appendix "A". The AIF is available under the Company's profile at www.sedar.com.

Compensation Committee

The Compensation Committee consists of Messrs. Wilkens (Chair), Patterson and Booth each of whom are considered independent directors. The Compensation Committee has been established to assist the Board in settling compensation of directors and senior executives, and developing and submitting to the Board recommendations with regard to other employee benefits. The Compensation Committee will review on an annual basis the adequacy and form of compensation of the senior executives and directors to ensure that such compensation reflects the responsibilities, time commitment and risk involved in being an effective executive officer or director, as applicable.

Nominating & Governance Committee

The Nominating & Governance Committee consists of Messrs. Wilkens (Chair), Patterson and Booth each of whom are considered independent directors. The Nominating and Governance Committee has the mandate of setting and implementing governance policy, and ensuring that the Board continues to serve the Company as its stage of development matures. The Nominating and Governance Committee will meet at least once per year, with more frequent meetings to be scheduled when the Board is considering a new nominee director, or is otherwise considering changing the structure or orientation of the Board.

AVAILABILITY OF DISCLOSURE DOCUMENTS

The Company will provide to any person or company, upon request to the Secretary of the Company, a copy of the latest Annual Information Form of the Company, together with one copy of any document, or the pertinent pages of any document, incorporated therein by reference.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Security holders may contact the President of the Company in order to request copies of the Company's consolidated financial statements at 130 King Street West, Suite 3680, Toronto, Ontario M5X 1B1; Telephone: (416) 599-7363; Facsimile: (416) 599-4959. Financial information about the Company may be found in the Company's consolidated financial statements and Management's Discussion and Analysis for its most recently completed financial year.

DIRECTORS' APPROVAL

The contents and the sending of this information circular have been approved by the board of directors of the Company.

Except where otherwise indicated, information contained herein is given as of April 30, 2013.

DATED this 30th day of April, 2013.

(Signed)

Marc C. Henderson,
President & Chief Executive Officer

APPENDIX "A"

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

1. Overall Purpose / Objectives

The committee will assist the board of directors (the "Board") in fulfilling its responsibilities. The committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Company's process of monitoring compliance with laws and regulations and its own code of business conduct. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. The committee will also be responsible for reviewing the Company's financial strategies, its financing plans and its use of the equity and debt markets.

To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Company's business, operations and risks.

2. Authority

The Board authorizes the committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to retain outside legal or professional counsel and other experts and to ensure the attendance of the Company officers at meetings as appropriate.

4. Organization

3.1 Membership

- i) The committee will be comprised of at least three members, each of which should be an independent director.
- ii) The chairman of the audit committee will be nominated by the committee from time to time.
- iii) A quorum for any meeting will be two members.
- iv) The secretary of the committee will be the Company's secretary, or such person as nominated by the Chairman.

3.2 Attendance at Meetings

- i) The committee may invite such other persons (e.g. the CEO) to its meetings, as it deems appropriate.
- ii) The external auditors should be present at the annual audit committee meeting and be expected to comment on the financial statements in accordance with best practices. The committee may as it deems appropriate, invite the external auditors to participate in other audit committee meetings.

iii) Meetings shall be held not less than four times a year. Special meetings shall be convened as required. External auditors may convene a meeting if they consider that it is necessary.

iv) The proceedings of all meetings will be minuted.

5. Roles and Responsibilities

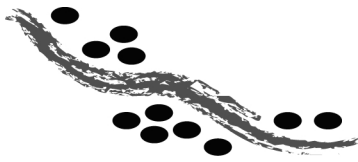
The committee will:

- 4.1 Gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.
- 4.2 Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.
- 4.3 Review the Company's strategic and financing plans to assist the Board's understanding of the underlying financial risks and the financing alternatives.
- 4.4 Review management's plans to access the equity and debt markets and to provide the Board with advice and commentary.
- 4.5 Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- 4.6 Review any legal matters which could significantly impact the financial statements as reported on by the general counsel and meet with outside counsel whenever deemed appropriate.
- 4.7 Review the annual and quarterly financial statements including Management's Discussion and Analysis and determine whether they are complete and consistent with the information known to committee members; determine that the auditors are satisfied that the financial statements have been prepared in accordance with generally accepted accounting principles.
- 4.8 Pay particular attention to complex and/or unusual transactions such as those involving derivative instruments and consider the adequacy of disclosure thereof.
- 4.9 Focus on judgmental areas, for example those involving valuation of assets and liabilities and other commitments and contingencies.
- 4.10 Review audit issues related to the Company's material associated and affiliated companies that may have a significant impact on the Company's equity investment.
- 4.11 Meet with management and the external auditors to review the annual financial statements and the results of the audit.
- 4.12 Assess the fairness of the interim financial statements and disclosures, and obtain explanations from management on whether:
 - a. actual financial results for the interim period varied significantly from budgeted or projected results;
 - b. generally accepted accounting principles have been consistently applied;

c. there are any actual or proposed changes in accounting or financial reporting practices

d. there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure.

- 4.13 Review the external auditors' proposed audit scope and approach and ensure no unjustifiable restriction or limitations have been placed on the scope.
- 4.14 Review the performance of the external auditors and approve in advance provision of services other than auditing.
- 4.15 Consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Company.
- 4.16 Make recommendations to the Board regarding the reappointment of the external auditors.
- 4.17 Meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.
- 4.18 Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditors.
- 4.19 Obtain regular updates from management and the Company's legal counsel regarding compliance matters, as well as certificates from the Chief Financial Officer as to required statutory payments and bank covenant compliance and from senior operating personnel as to permit compliance.
- 4.20 Ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.
- 4.21 Perform other functions as requested by the full Board.
- 4.22 If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist.
- 4.23 Review and update the charter; receive approval of changes from the Board.



Laramide Resources Ltd
ARBN 154 146 755

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



┌ 000001 000 LAM
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

CDI Voting Instruction Form

For your vote to be effective it must be received by 4:00pm Tuesday 28 May 2013

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI that you own at 25 April 2013 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

CDI Voting Instruction Form

Please mark to indicate your directions

STEP 1 CHESSE Depository Nominees will vote as directed XX

Voting Instructions to CHESSE Depository Nominees Pty Ltd

I/We being a holder of CHESSE Depository Interests of Laramide Resources Ltd hereby direct CHESSE Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual and Special Meeting of Laramide Resources Ltd to be held at the National Club, 303 Bay Street, Toronto, Ontario, M5H 2R1 on Thursday, 30 May 2013 at 4:00pm (Eastern Time) and at any adjournment of that meeting. By execution of this CDI Voting Form the undersigned hereby authorises CHESSE Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

STEP 2 Items of Business

ORDINARY BUSINESS

		For	Withhold			For	Withhold
1.	Election of Directors			02.	D. Scott Patterson		
01.	Marc C Henderson	<input type="checkbox"/>	<input type="checkbox"/>	04.	John G. Booth	<input type="checkbox"/>	<input type="checkbox"/>
03.	Peter Mullens	<input type="checkbox"/>	<input type="checkbox"/>				
05.	Paul Wilkens	<input type="checkbox"/>	<input type="checkbox"/>				

		For	Withhold
2.	Appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>

		For	Against
3.	Approval of Advance Notice Provision	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of Renewal of Shareholder Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____



Laramide Resources Ltd
ARBN 154 146 755

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



000002 000 LAMRM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

CDI Voting Instruction Form

For your vote to be effective it must be received by 4:00pm Tuesday 28 May 2013

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI that you own at 25 April 2013 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I N D

CDI Voting Instruction Form

Please mark to indicate your directions

STEP 1 CHESSE Depository Nominees will vote as directed XX

Voting Instructions to CHESSE Depository Nominees Pty Ltd

I/We being a holder of CHESSE Depository Interests of Laramide Resources Ltd hereby direct CHESSE Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual and Special Meeting of Laramide Resources Ltd to be held at the National Club, 303 Bay Street, Toronto, Ontario, M5H 2R1 on Thursday, 30 May 2013 at 4:00pm (Eastern Time) and at any adjournment of that meeting. By execution of this CDI Voting Form the undersigned hereby authorises CHESSE Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

STEP 2 Items of Business

ORDINARY BUSINESS

		For	Withhold			For	Withhold
1.	Election of Directors			02.	D. Scott Patterson		
01.	Marc C Henderson	<input type="checkbox"/>	<input type="checkbox"/>	03.	Peter Mullens	<input type="checkbox"/>	<input type="checkbox"/>
04.	Paul Wilkens	<input type="checkbox"/>	<input type="checkbox"/>	04.	John G. Booth	<input type="checkbox"/>	<input type="checkbox"/>

		For	Withhold
2.	Appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>

		For	Against
3.	Approval of Advance Notice Provision	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of Renewal of Shareholder Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____