



**Notice of Annual and Special Meeting of Shareholders
and
Management Information Circular**

Friday, June 1, 2012

GLOBEX MINING ENTERPRISES INC.
86-14th Street
Rouyn-Noranda, Québec CANADA
J9X 2J1

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual and Special Meeting of Shareholders (the “**Meeting**”) of GLOBEX MINING ENTERPRISES INC. (the “**Company**”) will be held at:

Place: The Offices of the Company
86, 14th Street
Rouyn-Noranda, Québec

Date: June 1, 2012

Time: 9:30 a.m.

The purposes of the Meeting are to:

1. receive and consider the consolidated financial statements of the Company for the fiscal year ended December 31, 2011 and the auditors’ report thereon;
2. elect directors;
3. appoint auditors and authorize the directors to fix their remuneration;
4. consider, and if deemed advisable, to adopt, a resolution in the form annexed as Schedule B to the Management Information Circular, approving an amendment to the 2006 Stock Option Plan of the Company so as to increase by 1 million the number of shares that may be issued thereunder;
5. consider, and if deemed advisable, to adopt, a resolution in the form annexed as Schedule C to the Management Information Circular, approving the Restricted Share Unit Plan of the Company;
6. consider, and if deemed advisable, to adopt, a resolution in the form annexed as Schedule D to the Management Information Circular, approving By-Law No. 2012-1 of the Company;
7. consider, and if deemed advisable, to adopt, a special resolution in the form annexed as Schedule E to the Management Information Circular, authorizing an amendment to the Articles of the Company so as to allow shareholders meetings to be held outside Québec;
8. consider, and if deemed advisable, to adopt, a special resolution in the form annexed as Schedule F to the Management Information Circular, authorizing an amendment to the Articles of the Company so as to allow the Board of Directors of the Company to appoint additional directors; and
9. transact such other business as may properly be brought before the Meeting.

The Company has fixed April 27, 2012 as the record date for the Meeting. If you are unable to attend the Meeting in person, please date, sign and return the enclosed form of proxy. Proxies to be used at the Meeting must be deposited with the Company’s transfer agent, Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, no later than 5:00 p.m. on May 30,

2012 or with the Secretary of the Company, before the commencement of the Meeting or at any adjournment thereof.

DATED at Rouyn-Noranda, Québec.
May 3, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Jack Stoch
President and Chief Executive Officer

GLOBEX MINING ENTERPRISES INC.
MANAGEMENT INFORMATION CIRCULAR
MAY 3, 2012
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GENERAL PROXY INFORMATION

This Management Information Circular (the “Circular”) is furnished in connection with the solicitation by the management of Globex Mining Enterprises Inc. (the “Company”) of proxies to be used at the Annual and Special Meeting of shareholders (the “Meeting”) of the Company to be held at the time and place and for the purposes set forth in the Notice of Meeting. It is expected that the solicitation will be made primarily by mail. However, officers, directors and employees of the Company may also solicit proxies by telephone, fax, e-mail or in person. The total cost of solicitation of proxies will be borne by the Company.

SECTION 1 – VOTING INFORMATION

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy (the “Proxy”) are directors and officers of the Company. A shareholder has the right to appoint as his or her proxy a person, who need not be a shareholder, other than those whose names are printed on the accompanying form of the Proxy. **A shareholder who wishes to appoint some other person to represent him or her at the Meeting may do so either by inserting such other person’s name in the blank space provided in the form of Proxy and signing the form of Proxy or by completing and signing another proper form of Proxy.** To be valid, the duly-completed form of Proxy must be deposited at the offices of Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 prior to 5:00 p.m. on May 30, 2012. The instrument appointing a proxy holder must be executed by the shareholder or by his attorney authorized in writing or, if the shareholder is a corporate body, by its authorized officer or officers.

A shareholder who has given a Proxy may revoke it, as to any motion on which a vote has not already been cast pursuant to the authority conferred by it, by an instrument in writing executed by the shareholder or by the shareholder’s attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The revocation of a proxy, in order to be acted upon, must be deposited with Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 prior to 5:00 p.m. on May 30, 2012, or with the Secretary of the Company before the commencement of the Meeting or at any adjournment thereof.

EXERCISE OF DISCRETION BY PROXIES

Common shares represented by properly-executed proxies in favour of the persons designated in the enclosed form of Proxy, in the absence of any direction to the contrary, will be voted for the: (i) election of directors; (ii) appointment of auditors; (iii) resolution approving an amendment to the 2006 Stock Option Plan of the Company so as to increase the number of shares that may be issued thereunder; (iv) resolution approving the Restricted Share Unit Plan of the Company, (v) resolution approving By-Law No. 2012-1 of the Company; (vi) special resolution authorizing an amendment to the Company’s Articles so as to allow shareholder meetings to be held outside Québec; and (vii) special resolution authorizing an amendment to the Articles of the Company so as to allow the Board of Directors of the Company to appoint additional directors, as stated under such headings in this Circular. The shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for, and if a shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. With respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting, such shares will be voted by the persons so designated in their discretion. At the time of printing this Circular, management of the Company knows of no such amendments, variations or other matters.

VOTING SHARES

As at May 3, 2012, there were 22,751,241 issued and outstanding common shares of the Company. Each common share entitles the holder thereof to one vote. The Company has fixed April 27, 2012 as the record date (the “Record Date”) for the purpose of determining shareholders entitled to receive notice of the Meeting. Any registered shareholder of record as at the close of business on the Record Date will be entitled to vote at the Meeting.

NON-REGISTERED SHAREHOLDERS

Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, shares beneficially owned by a Non-Registered shareholder (a “**Non-Registered Holder**”) are registered either: (i) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the common shares, such as securities dealers or brokers, banks, trust companies, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs, TFSAs and similar plans; or (ii) in the name of a clearing agency of which the Intermediary is a participant. In accordance with National Instrument 54-101 of the Canadian Securities Administrators, entitled “Communication with Beneficial Owners of Securities of a Reporting Issuer”, the Company has distributed copies of the Notice of Meeting and this Circular (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for distribution to Non-Registered Holders. Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive it. Intermediaries often use service companies to forward meeting materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive the Meeting Materials will either:

- (a) typically, be provided with a computerized form (often called a “voting instruction form”) which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow. In order for the applicable computerized form to validly constitute a voting instruction form, the Non-Registered Holder must properly complete and sign the form and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or service company. In certain cases, the Non-Registered Holder may provide such voting instructions to the Intermediary or its service company through the Internet or through a toll-free telephone number;
- (b) less commonly, be given a proxy form which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the proxy form and submit it to Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 no later than 5:00 p.m. on May 30, 2012.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the common shares which they beneficially own.

Should a Non-Registered Holder who receives a voting instruction form wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should print his or her own name, or that of such other person, on the voting instruction form and return it to the Intermediary or its service company. Should a Non-Registered Holder who receives a proxy form wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons set out in the proxy form and insert the name of the Non-Registered Holder or such other person in the blank space provided and submit it to Computershare Investor Services Inc. at the address and before the date set out above.

In all cases, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when, where and by what means the voting instruction form or proxy form must be delivered.

A Non-Registered Holder may revoke voting instructions which have been given to an Intermediary at any time by written notice to the Intermediary.

PRINCIPAL HOLDER

As of May 3, 2012, to the best knowledge of the Company, the following is the only person who beneficially owned, directly or indirectly, or exercised control or direction over, more than 10% of the issued and outstanding common shares of the Company:

Name	Number of Common Shares	Percentage of Common Shares
Jack Stoch Geoconsultant Services Limited ⁽¹⁾	2,684,527	11.80%

(1) Jack Stoch Geoconsultant Services Limited is wholly-owned by Jack Stoch, President and Chief Executive Officer and a director of the Company. The information set above is taken from SEDL, and is not within the direct knowledge of the executive officers and directors of the Company, other than Jack Stoch.

SECTION 2 - BUSINESS OF THE MEETING

ELECTION OF DIRECTORS

The Board of Directors of the Company currently consists of five directors. The persons named in the enclosed form of proxy intend to vote for the election of the five nominees whose names are set forth below, each of whom is currently a director of the Company. Each director will hold office until the next annual meeting of shareholders or until the election of his or her successor, unless he or she resigns or his or her office becomes vacant by removal, death or other cause.

The following table sets out the name and municipality of residence of each of the persons proposed to be nominated for election as director, all other positions and offices with the Company now held by such person, his or her principal occupation, the year in which such person became a director of the Company, and the number of common shares of the Company that such person has advised are beneficially owned or over which control or direction is exercised, directly or indirectly, by such person as at the date indicated below.

Name, municipality of residence and position with the Company	Principal occupation	First year as director	Number of common shares beneficially owned or over which control or direction is exercised as at May 3, 2012
Jack Stoch Toronto, Ontario, Canada President, Chief Executive Officer and Director	President and Chief Executive Officer of the Company	1983	2,684,527
Dianne Stoch Toronto, Ontario, Canada Executive Vice President and Director	Executive Vice President of the Company	1985	926,647
Chris Bryan ^{(1) (2) (3)} Whitby, Ontario, Canada Director	Mining Analyst (retired)	1983	47,500
Ian Atkinson ^{(1) (2) (3)} Toronto, Ontario, Canada Director	Senior Vice President - Global Exploration Centerra Gold Inc. (mining company) ⁽⁴⁾	1986	—
Joel Schneyer ^{(1) (2) (3)} Parker, Colorado, U.S.A. Director	Managing Director Headwaters MB (registered broker-dealer)	1997	50,000

(1) Member of the Audit Committee.

(2) Member of the Corporate Governance Committee.

(3) Member of the Compensation Committee.

(4) On March 14, 2012, Centerra Gold Inc. announced that Mr. Atkinson will become President and Chief Executive Officer effective May 17, 2012.

The information as to shares beneficially owned or over which the above-named individuals exercise control or direction is not within the knowledge of the Company and has been furnished by the respective nominees individually. The Company does not have an Executive Committee of the Board.

Except as set out below, none of the foregoing nominees for election as director of the Company:

- (a) is, or within the last ten years has been, a director, chief executive officer or chief financial officer of any company that:
 - (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an “**Order**”), which Order was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer of such company; or
 - (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company; or
- (b) is, or within the last ten years has been, a director or executive officer of any company that, while the proposed director 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, with the exception of Jack Stoch, who was a director of Strategic Resource Acquisition Corporation, which filed for protection in the United States under Chapter 11 of the U.S. Bankruptcy Code and under the *Companies’ Creditors Arrangement Act* (Canada) in January 2009. On August 17, 2009, Strategic Resource Acquisition Corporation successfully completed its restructuring and emerged from protection under the *Companies’ Creditors Arrangement Act* (Canada); or
- (c) has, within the last ten years, 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 his or her assets.

None of the foregoing nominees for election as director of the Company has been subject to:

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

APPOINTMENT OF AUDITORS

Except where authorization to vote with respect to the appointment of auditors is withheld, the persons named in the accompanying form of proxy intend to vote for the appointment of Samson Bélair/Deloitte & Touche s.e.n.c.r.l., Chartered Accountants, as the auditors of the Company until the next annual meeting of shareholders.

AMENDMENT TO 2006 STOCK OPTION PLAN

The Company currently has three stock options plans in effect, the 1995 Stock Option Plan, 2003 Stock Option Plan and 2006 Stock Option Plan. The terms and conditions of each of the stock option plans are described in full in this Circular, under “1995 Stock Option Plan”, “2003 Stock Option Plan” and “2006 Stock Option Plan” below.

The 2006 Stock Option Plan provides that a maximum of 1,500,000 common shares may be issued thereunder. Since the inception of the 2006 Stock Option Plan, the Company has issued 57,500 common shares pursuant thereto, representing

0.3% of the Company's issued and outstanding shares, and there are at present options outstanding under the 2006 Stock Option Plan in respect of 1,312,900 common shares, representing 5.8% of the Company's issued and outstanding shares. As a result, the Board of Directors can grant stock options in respect of an additional 129,600 common shares under the 2006 Stock Option Plan, representing 0.6% of the Company's issued and outstanding shares.

Under all of the Company's stock option plans on an aggregate basis, including the 2006 Stock Option Plan, the Company has issued an aggregate of 2,999,500 common shares (over the past 25 years), representing 13.23% of the Company's issued and outstanding shares, there are at present options outstanding in respect of 2,137,900 common shares, representing 9.4% of the Company's issued and outstanding common shares, and the Board of Directors can grant stock options in respect of an additional 229,600 common shares, representing 1.0% of the Company's issued and outstanding shares.

The Board of Directors believes that it may be necessary in future to grant stock options in respect of more than 229,600 common shares. Accordingly, in April 2012, the Board of Directors amended the 2006 Stock Option Plan so as to increase the number of shares that can be issued thereunder from 1,500,000 to 2,500,000, representing 10.99% of the issued and outstanding shares of the Company. If the amendment to the 2006 Stock Option Plan is approved, as described below, the Board of Directors will be able to grant stock options in respect of an additional 1,129,600 common shares under the 2006 Stock Option Plan, representing 5.0% of the Company's issued and outstanding shares, and to grant stock options in respect of an additional 1,229,600 common shares under all of the Company's stock option plans on an aggregate basis, including the 2006 Stock Option Plan, representing 5.4% of the Company's issued and outstanding shares.

The amendment of the 2006 Stock Option Plan is subject to the approval of the Toronto Stock Exchange. As the amendment to the 2006 Stock Option Plan involves an increase in the number of common shares that may be issued thereunder, the Toronto Stock Exchange requires shareholder approval for the amendment. Accordingly, at the Meeting, shareholders will be asked to adopt a resolution in the form annexed to this Circular as Schedule B (the "**2006 Stock Option Plan Resolution**"), approving the amendment to the 2006 Stock Option Plan. In order to be adopted, the 2006 Stock Option Plan Resolution must be approved by a majority of the votes cast by the shareholders of the Company, either present in person or represented by proxy at the Meeting, other than votes attached to shares beneficially owned by insiders of the Company to whom shares may be issued pursuant to the 2006 Stock Option Plan, and their associates. Votes attached to a total of 3,708,674 shares may not be exercised with respect to this matter, representing 16.30% of the votes attached to the issued and outstanding shares of the Company. **Unless otherwise specified, the persons named in the accompanying form of proxy intend to vote for the 2006 Stock Option Plan Resolution.**

The complete text of the 2006 Stock Option Plan is available to shareholders on request from the Secretary of the Company. Shareholders wishing to receive a copy of the 2006 Stock Option Plan should contact the Secretary of the Company at 86 - 14th Street, Rouyn-Noranda, Québec J9X 2J1, telephone: (819) 797-5242.

APPROVAL OF RESTRICTED SHARE UNIT PLAN

On April 11, 2012, the Board of Directors adopted the Restricted Share Unit Plan (the "**RSU Plan**") for the Company's executives and key employees, subject to regulatory approval. The purpose of the RSU Plan is to attract and retain qualified individuals to serve as executives and key employees of the Company and its subsidiaries and to promote the alignment of interests of such executives and key employees, on the one hand, and the shareholders of the Company, on the other hand. The RSU Plan represents a portion of the Company's overall compensation philosophy and strategy as further described under the heading "Executive Compensation Philosophy and Objectives" below. If approved by shareholders, the RSU Plan will enable the Company to provide additional meaningful incentives to executives and key employees without necessarily calling upon the cash resources on the Company.

RSUs are units that rise and fall in value based on the value of the Company's common shares. Unlike options, RSUs do not require the payment of any monetary consideration to the Company. Instead, each RSU represents a right to receive one common share following the attainment of vesting criteria as determined at the time of the award. Options, on the other hand, are rights to acquire the Company's common shares upon payment of monetary consideration (i.e. the exercise price), subject also to vesting criteria determined at the time of the grant.

Under the RSU Plan, the Board of Directors may, in its sole discretion, upon the recommendation of the Compensation Committee after consultation with the Chief Executive Officer of the Company, grant RSUs to executives and key employees

of the Company and its subsidiaries (each, an “**RSU Participant**”) from time-to-time in lieu of a bonus or other similar arrangement. The RSUs will be credited to an account maintained for the RSU Participant by the Company.

At the end of the second fiscal year of the Company following the fiscal year during which an RSU Participant provided services to the Company in respect of which RSUs were granted to the RSU Participant (a “**Performance Cycle**”), provided that a termination of employment of such RSU Participant has not occurred prior to the Settlement Date (as defined below), other than by reason of death or long-term disability, as defined in the RSU Plan, an RSU Participant will receive either:

- (a) a number of common shares, to be issued from the Company’s treasury, equal to the number of RSUs granted to the RSU Participant which have vested at the end of such Performance Cycle; or
- (b) a lump-sum cash amount equal to the number of such vested RSUs multiplied by the fair market value of the common shares of the Company on the Settlement Date. The fair market value of the common shares will be equal to their average closing price during the last ten days on which the shares traded on the Toronto Stock Exchange preceding such Settlement Date.

Under the RSU Plan, “**Settlement Date**” means the date on which the Board of Directors of the Company approves the audited annual financial statements of the Company for the fiscal year coinciding with the end of the applicable Performance Cycle.

The mode of payment will be determined by the Board of Directors in its sole discretion. All payments will be made net of applicable withholdings. **A maximum of 600,000 common shares may be issued from treasury under the RSU Plan**, representing 2.63% of the issued and outstanding common shares of the Company as at May 3, 2012. **The Company expects that the RSU Plan will be in effect for a number of years and that the maximum of 600,000 shares issuable from treasury will be sufficient for that purpose.**

At the time of granting RSUs, the Board of Directors may, in its sole discretion, upon the recommendation of the Compensation Committee after consultation with the Chief Executive Officer of the Company, establish vesting conditions in respect of any RSUs, which vesting conditions may be based on corporate, financial and/or business objectives of the Company.

In the event of the termination of employment of an RSU Participant prior to the end of a Performance Cycle, other than by reason of death or long-term disability, as defined in the RSU Plan, all RSUs held by such RSU Participant, whether vested or not, will lapse and be cancelled, unless otherwise determined by the Board of Directors in its sole discretion. Any such cancellation will be as of the date on which: (i) in the event of termination of employment at the initiative of the Company, the RSU Participant is advised of the termination by the Company, or (ii) in the event of termination of employment at the initiative of the RSU Participant (that is, voluntary departure from the Company), the Company is advised of the termination by the RSU Participant, in both cases without taking into account any applicable notice period or severance payments made in lieu of such notice.

In the event of an RSU Participant’s death or long-term disability, as defined in the RSU Plan, prior to the end of a Performance Cycle, there will immediately vest, provided that all applicable vesting conditions have been met at such time, a number of RSUs equal to: (i) the number of RSUs granted to the RSU Participant in respect of the applicable Performance Cycle multiplied by (ii) the fraction arrived at by dividing the number of months elapsed in the Performance Cycle at the time of death or long-term disability, as the case may be, by 36. In such event, the balance of unvested RSUs will automatically lapse and be cancelled, unless the Board of Directors in its sole discretion determines that such balance of unvested RSUs may vest at the end of the applicable Performance Cycle.

In the event that the Company makes a public announcement that it has entered into an agreement to sell all or substantially all of its shares to a third party, by whatever means (a “**Fundamental Transaction**”), the Company will not grant any additional RSUs thereafter. In such event, all outstanding unvested RSUs will continue to vest until the completion, if any, of the Fundamental Transaction, at which time all such outstanding unvested RSUs will vest, whether or not the vesting conditions (if any) have been met at the date of completion of the Fundamental Transaction. In the event of a Fundamental Transaction, the settlement date will be the date of completion of the Fundamental Transaction and the Company will pay to an RSU Participant on such date, provided that termination of employment, other than by reason of

death or long-term disability, as defined in the RSU Plan, of such RSU Participant has not occurred prior to the settlement date, for all RSUs held by such RSU Participant which have vested at the date of completion of the Fundamental Transaction, a lump-sum cash amount equal to the number of such vested RSUs multiplied by the fair market value of the common shares of the Company on the settlement date, defined as the average closing price of the shares during the last ten days on which the shares traded on the Toronto Stock Exchange preceding such settlement date. Any such payment will be made net of any applicable withholdings. Notwithstanding the foregoing, the Board of Directors may, in its sole discretion, deem the fair market value of the common shares of the Company to be the total consideration per share received by the shareholders of the Company pursuant to the Fundamental Transaction. The Board of Directors may also, in its sole discretion, determine that any given transaction involving the Company, its shares or assets constitutes a Fundamental Transaction.

RSUs may not be assigned or transferred, other than by will or the laws of succession. Nothing in the RSU Plan gives any RSU Participant a right to be retained as an employee of the Company.

The RSU Plan contains restrictions on the number of common shares which may be issued thereunder to the Company's "insiders", defined to have the same meaning as "reporting insiders" as defined in National Instrument 55-104 *Insider Reporting Requirements and Exemptions* ("**Insiders**"). Under the RSU Plan, the aggregate number of common shares of the Company: (a) issued to Insiders within any one-year period; and (b) issuable to Insiders at any time, under the RSU Plan, or when combined with all of the Company's other security-based compensation arrangements (such as the Company's stock option plans), cannot exceed 10% of the total number of issued and outstanding common shares of the Company, respectively.

Subject to the exceptions set out in paragraphs (a) to (c) below, the Board of Directors may amend, suspend or terminate the RSU Plan, or any portion thereof, at any time, and may do so without shareholder approval, subject to those provisions of applicable law, if any, that require the approval of shareholders or any governmental or regulatory body. Without limiting the generality of the foregoing, the Board of Directors may make the following types of amendments to the RSU Plan without seeking shareholder approval:

- (i) amendments of a "housekeeping" or ministerial nature including, without limiting the generality of the foregoing, any amendment for the purpose of curing any ambiguity, error or omission in the RSU Plan or to correct or supplement any provision of the RSU Plan that is inconsistent with any other provision of the RSU Plan;
- (ii) amendments necessary to comply with the provisions of applicable law (including, without limitation, the rules, regulations and policies of the Toronto Stock Exchange);
- (iii) amendments necessary in order for RSUs to qualify for favourable treatment under applicable taxation laws;
- (iv) amendments respecting administration of the RSU Plan;
- (v) any amendment to the vesting provisions of the RSU Plan or any RSU;
- (vi) amendments to the definitions of certain terms in the RSU Plan;
- (vii) amendments to the settlement provisions of the RSU Plan or relating to any RSU, whether or not such RSU is held by an Insider;
- (viii) amendments necessary to suspend or terminate the RSU Plan; and
- (ix) any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law.

Shareholder approval will be required for the following types of amendments to the RSU Plan:

- (a) amendments to the number of common shares issuable under the RSU Plan, including an increase to a maximum percentage or number of shares;
- (b) any amendment which increases the number of RSUs that may be issued, or the number of common shares that may be issued or paid upon settlement of RSUs, to an RSU Participant; and
- (c) amendments required to be approved by shareholders under applicable law (including, without limitation, the rules, regulations and policies of the Toronto Stock Exchange).

In the event of any conflict between paragraphs (i) to (ix) and paragraphs (a) to (c) above, the latter will prevail.

As at the date hereof, there are no RSUs outstanding.

The RSU Plan is subject to the approval of the Toronto Stock Exchange. As the RSU Plan involves the potential issuance of treasury shares, the Toronto Stock Exchange requires shareholder approval for the RSU Plan. Accordingly, at the Meeting, shareholders will be asked to adopt a resolution in the form annexed to this Circular as Schedule C (the “**RSU Plan Resolution**”), approving the RSU Plan. In order to be adopted, the RSU Plan Resolution must be approved by a majority of the votes cast by the shareholders of the Company, either present in person or represented by proxy at the Meeting. **Unless otherwise specified, the persons named in the accompanying form of proxy intend to vote for the RSU Plan Resolution.**

The complete text of the RSU Plan is available to shareholders on request from the Secretary of the Company. Shareholders wishing to receive a copy of the RSU Plan should contact the Secretary of the Company at 86 - 14th Street, Rouyn-Noranda, Québec J9X 2J1, telephone: (819) 797-5242.

APPROVAL OF BY-LAW NO. 2012-1

On February 14, 2011, Part IA of the *Companies Act* (Québec), to which the Company was subject, was replaced by the new *Business Corporations Act* (Québec) (the “**QBCA**”). As a result, the Board of Directors deemed it expedient to repeal the existing general by-laws of the Company and to replace such by-laws with by-laws which are in conformity with the provisions of the QBCA. On April 5, 2012, the Board of Directors adopted By-Law No. 2012-1, that is, a new general by-law for the Company.

In accordance with the QBCA, By-Law No. 2012-1 entered into effect as of the date of the resolution of the Board (April 5, 2012). Under the QBCA, By-Law No. 2012-1 must be submitted to the shareholders of the Company for approval at the Meeting, and the shareholders may, by ordinary resolution, ratify, reject or amend By-Law No. 2012-1. By-Law No. 2012-1 will cease to be effective at the close of the Meeting if it is rejected by, or not submitted to, the shareholders.

At the Meeting, shareholders will be asked to approve a resolution in the form annexed hereto as Schedule D (the “**By-Law Resolution**”), approving By-Law No. 2012-1. In order to be adopted, the By-Law Resolution must be approved by a majority of the votes cast by the holders of the common shares, either present in person or represented by proxy at the Meeting.

Among the changes brought about by the QBCA which are reflected in By-Law No. 2012-1 are the following:

- Technical amendments to the wording: a “company” is now a “corporation”; the “general by-laws” have become “by-laws”;
- Meetings of shareholders: any person entitled to attend a shareholders meeting may participate in the meeting by means of telephonic, electronic or other communications equipment enabling all participants to communicate directly with one another during the meeting. The vote may be held solely by means of telephonic, electronic or other communications equipment if the Company makes available such communications equipment.
- Conflicts of interest: By-Law No. 2012-1 is consistent with the QBCA in that it states the general principles contained in the QBCA dealing with conflicts of interest of directors and officers and the manner in which a

director or officer must disclose his or her interest in a contract or a transaction to which the Company is party; and

- Share certificates: shares are issued as certificated shares unless the Board of Directors determines, by resolution, that the shares of any class or series of shares or certain shares of a class or series are to be issued as uncertificated shares.

The complete text of the By-Law No. 2012-1 is available to shareholders on request from the Secretary of the Company. Shareholders wishing to receive a copy of By-Law No. 2012-1 should contact the Secretary of the Company at 86 - 14th Street, Rouyn-Noranda, Québec J9X 2J1, telephone: (819) 797-5242. By-Law No. 2012-1 is also available under the Company's profile on SEDAR at www.sedar.com.

AMENDMENT TO ARTICLES – SHAREHOLDER MEETINGS OUTSIDE QUÉBEC

The new QBCA, to which the Company is subject, allows the Company to hold meetings of shareholders outside Québec if the Articles of the Company so allow. The Articles of the Company do not currently allow for shareholder meetings outside Québec. On April 13, 2012, the Board of Directors adopted a resolution authorizing such amendment to the Company's Articles, and providing that the amendment to the Articles be submitted to the shareholders of the Company for approval at the next meeting of shareholders.

Accordingly, at the Meeting, shareholders will be asked to approve a special resolution in the form annexed hereto as Schedule E (the "**Shareholder Meeting Special Resolution**"), authorizing an amendment to the Articles of the Company so as to allow meetings of shareholders to be held outside Québec. In order to be adopted, the Shareholder Meeting Special Resolution must be approved by at least two-thirds of the votes cast by the holders of the common shares, either present in person or represented by proxy at the Meeting.

If the Shareholder Meeting Special Resolution is adopted by the shareholders, Articles of Amendment will be filed shortly after the Meeting. Unless otherwise specified, the persons named in the accompanying form of proxy intend to vote FOR the Shareholder Meeting Special Resolution. The amendment of the Articles will not have any effect on the operations of the Company.

AMENDMENT TO ARTICLES – APPOINTMENT OF ADDITIONAL DIRECTORS

The new QBCA, to which the Company is subject, allows the Board of Directors of the Company to appoint one or more additional directors to hold office for a term expiring not later than the close of the next annual shareholders meeting, subject to the condition that the total number of directors so appointed not exceed one third of the number of directors elected at the previous annual shareholders meeting, if the Articles of the Company so allow. In this regard, the QBCA is similar to the *Canada Business Corporations Act*. The Articles of the Company do not currently allow for the appointment of additional directors. On April 16, 2012, the Board of Directors adopted a resolution authorizing such amendment to the Company's Articles, and providing that the amendment to the Articles be submitted to the shareholders of the Company for approval at the next meeting of shareholders. If the Articles are so amended, and assuming that five directors are elected at the Meeting, the Board of Directors of the Company will have the right to appoint one additional director to hold office until the next annual meeting of the Company.

Accordingly, at the Meeting, shareholders will be asked to approve a special resolution in the form annexed hereto as Schedule F (the "**Additional Directors Special Resolution**"), authorizing an amendment to the Articles of the Company so as to allow the Board of Directors to appoint additional directors. In order to be adopted, the Additional Directors Special Resolution must be approved by at least two-thirds of the votes cast by the holders of the common shares, either present in person or represented by proxy at the Meeting.

If the Additional Directors Special Resolution is adopted by the shareholders, Articles of Amendment will be filed shortly after the Meeting. Unless otherwise specified, the persons named in the accompanying form of proxy intend to vote FOR the Additional Directors Special Resolution. The amendment of the Articles will not have any effect on the operations of the Company.

SECTION 3 - COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Company's executive compensation objectives and process and to discuss compensation relating to each person who acted as President and Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company and the three most highly-compensated executive officers of the Company (or three most highly-compensated individuals acting in a similar capacity), other than the CEO and CFO, whose total compensation was more than \$150,000 in the Company's last financial year (each a "Named Executive Officer" or "NEO" and collectively the "Named Executive Officers"). For the fiscal year ended December 31, 2011, the Company had three Named Executive Officers, namely, Jack Stoch (CEO), James Wilson (CFO), and Dianne Stoch, Executive Vice-President of the Company.

Compensation and Corporate Governance Committee

The Compensation and Corporate Governance Committee of the Board of Directors (the "Compensation Committee") is comprised of three directors, namely Ian Atkinson (Chairman), Chris Bryan and Joel D. Schneyer, each of whom is an "independent" director within the meaning of National Instrument 52-110 *Audit Committees*. The Board of Directors is of the view that the Compensation Committee collectively has the knowledge, experience and background to fulfill its mandate, and that each of the members of the Compensation Committee has direct experience relevant to his responsibilities regarding executive compensation. In particular, Mr. Atkinson is an experienced senior mining executive and a director and a member of the audit committee of Atikwa Resources Inc., a company listed on the TSX Venture Exchange, Mr. Bryan is an experienced mining analyst, and Mr. Schneyer has been associated with numerous public companies. These collective skills and extensive experience enable the Compensation Committee to make decisions on the suitability of the Company's compensation policies and practices.

The mandate of the Compensation Committee is to annually review and make recommendations to the Board of Directors with respect to the Company's compensation and benefit programs for the Named Executive Officers and directors as well as other members of senior management of the Company, including base salaries, bonuses and stock option grants. In the assessment of the annual compensation of the Named Executive Officers, the Compensation Committee consults with senior management to develop, recommend and implement compensation philosophy and policy. The Compensation Committee also takes into consideration the competitiveness of the compensation packages offered to the Named Executive Officers. Compensation decisions are usually made in the first quarter of a fiscal year, in respect of performance achieved in the prior fiscal year.

A copy of the Compensation Committee Charter is available on the Company's Website at www.globexmining.com.

Compensation Philosophy and Objectives

The compensation of the Named Executive Officers is determined by the Board of Directors upon recommendations by the Compensation Committee. The Company's executive compensation program is generally designed to pay for performance and be competitive with other companies of comparable size in the same field of activity. The Chief Executive Officer makes recommendations to the Compensation Committee as to the compensation of the Company's executive officers, other than himself. The Compensation Committee makes recommendations to the Board of Directors as to the compensation of the Chief Executive Officer and the other Named Executive Officers. The general objective of the Company's compensation philosophy is to: (i) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (ii) align management's interests with the long-term interests of shareholders; (iii) provide a compensation package that is commensurate with other mining exploration companies in order to enable the Company to attract and retain talent; and (iv) ensure that the total compensation package is designed in a manner that takes into account the constraints under which the Company operates by virtue of the fact that it is a mining exploration company with an history of limited earnings.

Executive Compensation Policy

The Company's executive compensation program is generally comprised of a base salary, bonuses and long-term incentives in the form of stock options granted under the Company's 1995 Stock Option Plan (the "1995 Plan"), 2003 Stock Option

Plan (the “**2003 Plan**”) and 2006 Stock Option Plan (the “**2006 Plan**”). On April 11, 2012, upon recommendation of the Compensation Committee, the Board of Directors adopted, subject to regulatory approval, the RSU Plan, which will be considered by shareholders at the Meeting and is described in detail in this Circular.

The 1995 Plan, 2003 Plan, 2006 Plan and RSU Plan are designed to attract and retain the key talent required to drive the Company’s long-term success by providing participants with an opportunity to share in the shareholder value to which they contribute. The Compensation Committee, at its sole discretion, and from time to time, may propose modifications to the executive compensation policy, including the removal or addition of compensation elements and amendments to the 1995 Plan, 2003 Plan, 2006 Plan and RSU Plan. Any such modifications will be presented to the Board of Directors and, when required, to the shareholders, for approval.

Comparative Group and External Compensation Consultant

To ensure the competitiveness of the compensation offered to the Named Executive Officers and other senior executives of the Company, the Compensation Committee may retain, from time to time, the services of executive compensation consultants to provide advice on executive compensation. All decisions with respect to executive compensation are made by the Board of Directors upon recommendation of the Compensation Committee and may reflect factors and considerations that differ from information and recommendations provided by such consultants, such as merit and the need to retain high-performing executives. The Company did not retain the services of a compensation consultant to provide advice on executive compensation to the Board of Directors or the Compensation Committee for the fiscal years ended December 31, 2011 and 2010.

As part of the review process, the Compensation Committee conducted an analysis to examine and compare the Company’s compensation programs with a group of comparable companies to ensure the competitiveness and reasonableness of the compensation offered. In 2011, the Company’s compensation levels and practices were compared to those of 15 mining and exploration companies (collectively, the “**Comparative Group**”), including companies with market capitalization, revenues and financial performance comparable to those of the Company, taking into consideration the size of the Company, the geographic markets in which it operates and the responsibilities of its executive officers. The Comparative Group is comprised of the following companies:

Comparative Group		
Alexis Minerals Corp.	Laurion Mineral Exploration Inc.	Rubicon Minerals Corporation
Aquila Resources Inc.	Midland Exploration Inc.	Savant Explorations Ltd.
Bitterroot Resources Ltd.	Plato Gold Corp.	Trelawney Mining and Exploration Inc.
Eastmain Resources Inc.	Queenston Mining Inc.	Typhoon Exploration Inc.
Oracle Mining Corp.	Rocmec Mining Inc.	Yorbeau Resources Inc.

The Compensation Committee will periodically review the Comparative Group to ensure that the companies included in the group share similar industry characteristics with the Company and have revenues and market capitalizations comparable to those of the Company.

Compensation Process

The Board of Directors, upon recommendation of the Compensation Committee, ensures that total compensation paid to the Named Executive Officers is fair and reasonable and accomplishes the following long-term objectives:

- o produce long-term, positive results for the Company’s shareholders;
- o align executive compensation with corporate performance; and
- o provide market-competitive compensation and benefits that will enable the Company to recruit, retain and motivate the executive talent necessary to be successful.

Elements of Executive Compensation

The compensation of the Named Executive Officers consists of three main components: base salary, annual bonus and long-

term incentives, currently in the form of stock options. The terms and conditions of employment contracts of certain of the Named Executive Officers are described in the section entitled "Termination and Change of Control Benefits" below. The following discussion describes the components of compensation and discusses how each component relates to the Company's overall executive compensation objective. The Company believes that:

- o base salaries provide an immediate cash incentive for the Named Executive Officers and should be at levels competitive with peer companies that compete with the Company for business opportunities and executive talent;
- o annual incentive bonuses encourage and reward performance over the financial year compared to predefined goals and objectives and reflect progress toward company-wide performance objectives and personal objectives; and
- o stock options, and in future restricted share units ("RSUs"), ensure that the Named Executive Officers are motivated to achieve long-term growth of the Company and continuing increases in shareholder value, and provide capital accumulation linked directly to the Company's performance.

Base Salaries

The base salary component of the compensation for the Company's executives aims to reflect the median salaries paid by companies in the Comparative Group and companies of a size comparable with the Company for positions involving similar responsibilities and complexity, as well as the ability and experience of each executive.

Salaries are reviewed annually based on changes in the marketplace, the evolution of the executive's competencies, and his individual performance as measured by the achievement of objectives determined annually by the executive together with the Chief Executive Officer and, with respect to the Chief Executive Officer, with the Compensation Committee.

Variable Cash Incentive Awards – Bonuses

During the fiscal year ended December 31, 2011, the Compensation Committee considered the development and implementation of individual and team bonus structures to incentivize these individuals to remain focused on the Company's goal and objectives. These bonus structures have been adopted and are in the process of being implemented.

The Compensation Committee's philosophy with respect to Named Executive Officer bonuses is to align the payment of bonuses with the performance of the Company, based on predefined goals and objectives established by the Compensation Committee and management and the relative contribution of each of the executive officers, including the CEO, to that performance. Bonuses are to be determined by the Compensation Committee on the basis of a combination of two elements: (i) the advancement of the Company's projects; and (ii) the Named Executive Officer's individual contribution to the foregoing positive results. During the fiscal year ended December 31, 2011, the Company did not pay any bonuses to the Named Executive Officers.

Long-Term Incentive Plans

Long-term incentives are comprised of stock options, and in future RSUs, and are intended to align executive compensation with the interests of the Company's shareholders.

Stock Options

Pursuant to the 1995 Plan, 2003 Plan and 2006 Plan, options may be granted by the Board of Directors, from time to time, to executives and other key employees. Subject to regulatory and shareholder approval, the 2006 Plan will be amended to increase the number of shares that can be issued thereunder from 1,500,000 to 2,500,000. The amendment to the 2006 Plan is described in detail in this Circular, under "Amendment to 2006 Stock Option Plan" above.

Option-grant guidelines are established pursuant to the Compensation Committee's periodic review of the compensation policy, taking into account the competitiveness of total compensation and compensation practices within the Comparative Group, market trends, the current stage of development of the Company as well as the Company's pay-for-performance philosophy. Option grants are determined based on the participant's position and responsibility levels, without taking into

account the number of stock options already held by such participant. The Board of Directors views the granting of stock options as a means of promoting the success of the Company and higher returns to its shareholders. In 2011, the Board of Directors granted stock options to the Named Executive Officers in respect of an aggregate of 131,200 common shares.

Restricted Share Units (RSUs)

On April 11, 2012, the Board of Directors adopted the RSU Plan for the Company's executives and key employees, subject to regulatory approval. The purpose of the RSU Plan is to attract and retain qualified individuals to serve as executives and key employees of the Company and to promote the alignment of interests of such executives and key employees, on the one hand, and the shareholders of the Company, on the other hand. As at the date hereof, no RSUs have been granted pursuant to the RSU Plan. The terms of the RSU Plan are described in detail the section entitled "Approval of Restricted Share Unit Plan" above.

The Compensation Committee believes that the terms and conditions of the 1995 Plan, 2003 Plan and 2006 Plan combined with those of the RSU Plan adequately meet the objectives of attracting and retaining quality executives while promoting long-term development of the Company and maximizing shareholder value.

The Company's approach is to position total direct compensation for the Named Executive Officers, which is the aggregate of salary, estimated value of stock options and, in future, RSUs, at approximately the median (50th percentile) of the Comparative Group. Future long-term incentive awards will take into consideration current and intended market positioning.

Group Benefits/Perquisites

The Named Executive Officers benefit from the Company's group insurance plans. None of the NEOs benefits from a retirement plan.

Assessment of Risks Associated with the Company's Compensation Policies and Practices

The Compensation Committee has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Compensation Committee has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company.

The Compensation Committee considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its Named Executive Officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its Named Executive Officers or directors. To the knowledge of the Company, none of the Named Executive Officers or directors has purchased such financial instruments.

Summary of Compensation of the Named Executive Officers

The following table provides information for the fiscal years ended December 31, 2011, 2010 and 2009, regarding compensation paid to or earned by the Named Executive Officers. No other executive officer of the Company received more than \$150,000 in total compensation during the fiscal year ended December 31, 2011.

Summary Compensation Table

Name and Principal Occupation	Year	Salary ⁽¹⁾ (\$)	Share-Based Awards ⁽²⁾ (\$)	Option-Based Awards ⁽³⁾ (\$)	Non-Equity Incentive Plan Compensation ⁽⁴⁾ (\$)		Pension Value ⁽⁵⁾ (\$)	All other Compensation ⁽⁶⁾ (\$)	Total Compensation (\$)
					Annual Incentive Plans (\$)	Long-Term Incentive Plans (\$)			
Jack Stoch President and Chief Executive Officer	2011	182,621	—	81,265	—	—	—	—	263,886
	2010	160,000	—	—	—	—	—	—	160,000
	2009	160,000	—	—	—	—	—	—	160,000
Dianne Stoch Executive Vice President	2011	120,766	—	60,949	—	—	—	—	181,715
	2010	120,000	—	—	—	—	—	—	120,000
	2009	120,000	—	—	—	—	—	—	120,000
James Wilson ⁽⁷⁾ Chief Financial Officer	2011	153,866	—	101,074	—	—	—	—	254,940
	2010	135,718	—	5,613	—	—	—	—	141,331
	2009	6,550	—	21,370	—	—	—	—	27,920

(1) This column discloses the actual salary earned during the fiscal year indicated.

(2) The Company did not have a share-based compensation plan during the fiscal year ended December 31, 2011.

(3) This column discloses the total value of stock options at the time of grant. **These figures do not reflect the current value of the stock options or the value, if any, that may be realized if and when the stock options are exercised.** The value of the option awards was calculated using the Black-Scholes option-pricing model using the same assumptions used for determining the equity-based compensation expense in the Company's financial statements for the fiscal years ended December 31, 2011, 2010 and, 2009 in accordance with generally accepted accounting principles. These assumptions are:

	2011	2010	2009
Risk-free interest rate:	2.27%	2.16%	2.06%
Expected life of options:	5.01 years	4.88 years	3.28 years
Expected stock price volatility:	69.9%	78.6%	84.5%
Expected dividend yield:	0.0%	0.0%	0.0%
Weighted average fair value of granted options:	\$1.57	\$0.85	\$0.46

(4) The Company does not have non-equity long-term incentive plans.

(5) The Company does not provide employees with any retirement benefits.

(6) Perquisites, including property or other personal benefits provided to a Named Executive Officer that are not generally available to all employees, are disclosed only if they are in the aggregate worth \$50,000 or more, or worth 10% or more of the total salary of the Named Executive Officer for the financial year.

(7) Mr. Wilson was appointed Chief Financial Officer and Treasurer of the Company on November 26, 2009.

Incentive Plan Awards

Outstanding option-based awards and share-based awards as at December 31, 2011

The following table sets out all awards to the Named Executive Officers outstanding at the end of the most recently completed fiscal year.

Name	Option Based Awards				Share Based Awards ⁽²⁾	
	Number of securities underlying unexercised options	Option Exercise Price (\$)	Option Expiration Date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested (\$)
Jack Stoch	75,000	0.34	November 12, 2012	68,250	n/a	n/a
	200,000	0.80	November 7, 2015	90,000	n/a	n/a
	48,800	2.75	April 4, 2016	—	n/a	n/a
Dianne Stoch	200,000	0.34	November 12, 2012	182,000	n/a	n/a
	200,000	0.80	November 7, 2015	90,000	n/a	n/a
	36,600	2.75	April 4, 2016	—	n/a	n/a
James Wilson	20,000	1.65	October 5, 2014	—	n/a	n/a
	5,000	1.75	October 21, 2015	—	n/a	n/a
	45,800	2.75	April 4, 2016	—	n/a	n/a
	29,200	1.51	November 1, 2016	—	n/a	n/a

(1) This column sets out the aggregate value of in-the-money unexercised options as at December 31, 2011, calculated based on the difference between the market price of the common shares underlying the stock options as at December 30, 2011 (\$1.25), the last trading day in the 2011 fiscal year, and the exercise price of the stock options.

(2) The Company did not have a share-based compensation plan during the fiscal year ended December 31, 2011.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out, for each NEO, the value of option-based awards and share-based awards which vested during the year ended December 31, 2011 and the value of non-equity incentive plan compensation earned during the financial year ended December 31, 2011.

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Jack Stoch	—	—	—
Dianne Stoch	—	—	—
James Wilson	—	—	—

(1) The aggregate dollar value that would have been realized if stock options had been exercised on the vesting date.

(2) The Company did not have a share-based compensation plan during the fiscal year ended December 31, 2011.

Pension Plan Benefits

The Company does not have a pension plan in place.

Termination and Change of Control Benefits

There are no employment contracts between the Company and its officers, and there are no plans or compensation mechanisms in favour of officers which could be triggered following a retirement, termination or change of control, other than the following.

Management Services Agreement with Jack Stoch

Mr. Stoch has served the Company as President and a director for more than 25 years. In April 2004, the Company entered into a management services agreement with Mr. Stoch. The agreement provides that in the event of a change of control of the Company, Mr. Stoch will receive a lump-sum payment equal to \$50,000 multiplied by the number of years during which he was employed by or served the Company prior to the change of control. This amount must be paid in cash, in full, no later than 30 days after the change of control. Furthermore, the agreement provides that in the event of termination of Mr. Stoch's services without cause, constructive termination without cause or termination due to death or disability,

Mr. Stoch will be entitled to: (a) payment of his compensation for a period equal to 24 months, the amount being the greater of either Mr. Stoch's then-current annual compensation or the average of Mr. Stoch's base compensation during the three years prior to the termination, but not less than \$150,000 per year, payable in cash, in full, no later than 30 days after the date of termination; (b) any amounts of bonus earned for that year, adjusted on a pro-rata basis and payable within 30 days after the date of termination; (c) continued participation in employee benefits, plans and programs until the earlier of the expiration of the 24-month period or the date at which Mr. Stoch receives equivalent coverage from a subsequent employer; (d) reimbursement of any business expenses incurred; (e) payment of an automobile allowance of \$1,000 on a monthly basis during the 24-month period; (f) all other benefits in effect at the time of termination; and (g) reimbursement of up to a maximum of \$30,000 for the use of outplacement services and career counseling during the 24-month period.

Management Services Agreement with Dianne Stoch

Ms. Stoch has served the Company as Secretary-Treasurer and director for more than 23 years. In April 2004, the Company entered into a management services agreement with Ms. Stoch. The agreement provides that in the event of a change of control of the Company, Ms. Stoch will receive a lump-sum payment equal to \$50,000 multiplied by the number of years during which she was employed by or served the Company prior to the change of control. This amount must be paid in cash, in full, no later than 30 days after the change of control. Furthermore, the agreement provides that in the event of termination of Ms. Stoch's services without cause, constructive termination without cause or termination due to death or disability, Ms. Stoch would be entitled to: (a) payment of her compensation for a period equal to 24 months, the amount being the greater of either Ms. Stoch's then-current annual compensation or the average of Ms. Stoch's base compensation during the three years prior to the termination, but not less than \$150,000 per year, payable in cash, in full, no later than 30 days after the date of termination; (b) any amounts of bonus earned for that year, adjusted on a pro-rata basis and payable within 30 days after the date of termination; (c) continued participation in employee benefits, plans and programs until the earlier of the expiration of the 24 -month period or the date at which Ms. Stoch receives equivalent coverage from a subsequent employer; (d) reimbursement of any business expenses incurred; (e) payment of an automobile allowance of \$1,000 on a monthly basis during the 24-month period; (f) all other benefits in effect at the time of termination; and (g) reimbursement of up to a maximum of \$30,000 for the use of outplacement services and career counseling during the 24-month period.

Director Compensation

The Board of Directors sets the compensation for independent directors based on the Compensation Committee's recommendations. The compensation for the directors consists of two main components: directors' fees and long-term incentives, currently in the form of stock options. Independent directors receive \$1,000 for each Board meeting they attended. During the fiscal year ended December 31, 2011, the Company granted stock options to its independent directors in respect of an aggregate of 90,000 common shares for their services as directors. During the fiscal year ended December 31, 2011, the Company did not pay any cash remuneration to its directors who are also executives of the Company for their services as directors.

The following table provides information for the financial year ended December 31, 2011 regarding compensation paid to or earned by the Company's directors (other than the two directors who are Named Executive Officers).

Name	Fees earned⁽¹⁾ (\$)	Share-based awards⁽²⁾ (\$)	Option-based awards⁽³⁾ (\$)	Non-equity incentive plan compensation⁽⁴⁾ (\$)	Pension value⁽⁵⁾ (\$)	All other compensation⁽⁶⁾ (\$)	Total (\$)
Ian Atkinson	3,000	—	—	—	—	—	3,000
Chris Bryan	2,000	—	—	—	—	—	2,000
Joel Schneyer	3,000	—	—	—	—	—	3,000

(1) This amount represents the aggregate of the annual retainer and meeting attendance fees paid to the directors as described above.

(2) The Company did not have a share-based compensation plan during the fiscal year ended December 31, 2011.

(3) This column sets out the total value of stock options granted to the directors during the 2011 fiscal year. **These figures do not reflect the current value of stock options or the value, if any, that may be realized if and when the stock options are exercised.** The value of stock options shown in this column was calculated using the Black-Scholes option pricing model at the time of grant, using the same assumptions used for determining the

equity-based compensation expense with respect to options granted to officers of the Company presented in the Company's financial statements for the fiscal year ended December 31, 2011, in accordance with generally accepted accounting principles. These assumptions are:

Risk-free interest rate:	2.27%
Expected life of options:	5.01 years
Expected stock price volatility:	69.9%
Expected dividend yield:	0.0%
Weighted average fair value of granted options:	\$1.57

- (4) The Company does not have any non-equity long-term incentive plan for directors.
(5) The Company does not provide directors with any retirement benefits.
(6) The Company does not provide directors with any other form of compensation.

Share-based awards, option-based awards and non-equity incentive plan compensation

Outstanding option-based and share-based awards as at December 31, 2011

The following table sets out the details of all stock options held by the directors (other than the two directors who are Named Executive Officers) as at December 31, 2011, the end of the most recently-completed fiscal year.

Name	Option Based Awards				Share Based Awards ⁽²⁾	
	Number of securities underlying unexercised options	Option Exercise Price (\$)	Option Expiration Date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested (\$)
Ian Atkinson	50,000	1.01	Oct. 9, 2013	12,000	—	—
	50,000	0.75	May 10, 2015	25,000	—	—
	50,000	4.45	Sept. 26, 2016	—	—	—
	30,000	2.75	April 4, 2016	—	—	—
Chris Bryan	25,000 ⁽³⁾	0.25	March 22, 2012	25,000	—	—
	25,000	0.34	Nov. 12, 2012	22,750	—	—
	50,000	1.01	Oct. 9, 2013	12,000	—	—
	50,000	4.45	Sept. 26, 2016	—	—	—
	30,000	2.75	April 4, 2016	—	—	—
Joel Schneyer	50,000	1.01	Oct. 9, 2013	12,000	—	—
	50,000	0.75	May 10, 2015	25,000	—	—
	50,000	4.45	Sept. 26, 2016	—	—	—
	30,000	2.75	April 4, 2016	—	—	—

(1) This column sets out the aggregate value of in-the-money unexercised options as at December 31, 2011, calculated based on the difference between the market price of the common shares underlying the stock options as at December 30, 2011 (\$1.25), the last trading day in the 2011 fiscal year, and the exercise price of the stock options.

(2) The Company did not have a share-based compensation plan during the fiscal year ended December 31, 2011.

(3) On March 8, 2012, these 25,000 options were exercised.

Incentive Plan Awards – Value Vested or Earned During the Year

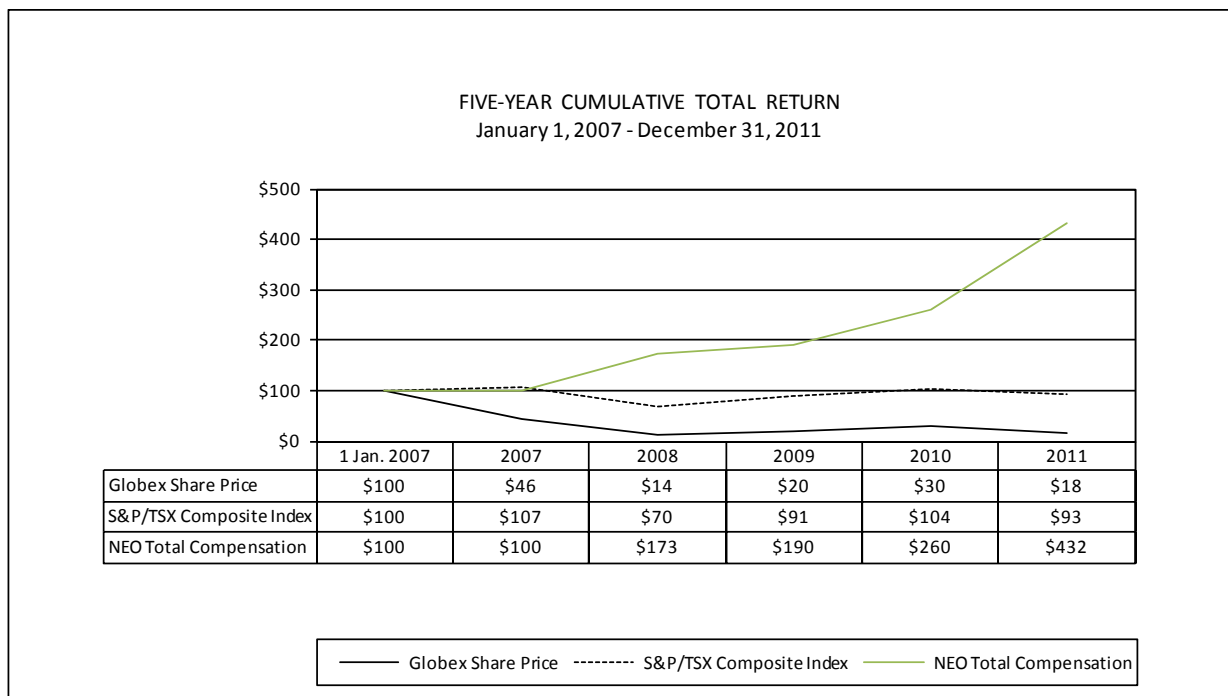
The following table sets out, for each director (other than the two directors who are Named Executive Officers), the value of option-based awards and share-based awards which vested during the year ended December 31, 2011 and the value of non-equity incentive plan compensation earned during the year ended December 31, 2011.

Name	Option-based awards - Value vested during the year ⁽¹⁾ (\$)	Share-based awards - Value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Ian Atkinson	—	—	—
Chris Bryan	—	—	—
Joel Schneyer	—	—	—

- (1) The aggregate dollar value that would have been realized if stock options had been exercised on the vesting date.
 (2) The Company did not have a share-based compensation plan during the fiscal year ended December 31, 2011.

Performance Graph

The following graph compares the total return of a \$100 investment in the common shares of the Company made on January 1, 2007 with the cumulative return of the S&P/TSX Composite Index and NEO Total Compensation (assuming 2007 opening \$162,000) for the period from January 1, 2007 to December 31, 2011.



As an exploration company generating modest amounts of cash, management continually focuses on maintaining adequate cash reserves needed for stability, future growth and development of the Company.

The graph reflects the decline in the Company's share price from January 1, 2007 as a result of reductions in commodity prices which occurred in 2008, and the volatility and perceived risks associated with all exploration and development companies. During the corresponding period, the total compensation of the NEO's reflects the impact of the addition of an experienced CFO which was required to deal with changes in the reporting and regulatory environment (Internal Controls over Financial Reporting and Disclosure Controls as well as the implementation of International Financial Reporting Standards) as well as the Company's response to the competitive marketplace for experienced exploration and mining executives.

INFORMATION ON AUDIT COMMITTEE

The Audit Committee of the Board of Directors is comprised of Ian Atkinson (chairman), Chris Bryan and Joel D. Schneyer, each of whom is an "independent" director within the meaning of National Instrument 52-110 *Audit Committees*. Reference is made to the section entitled "Audit Committee" of the Company's Annual Information Form for the fiscal year ended December 31, 2011 for required disclosure relating to the Audit Committee. The Annual Information Form is available on SEDAR at www.sedar.com and can be obtained by contacting the Secretary of the Company at 86 - 14th Street, Rouyn-Noranda, Québec J9X 2J1, telephone (819) 797-5242.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

As at May 3, 2012, none of the directors, executive officers, employees or former directors, executive officers or employees of the Company was indebted to the Company or a subsidiary of the Company in connection with a purchase of securities or for any other matter.

During the fiscal year ended December 31, 2011, none of the directors or executive officers of the Company, proposed nominees for election as a director, or any associate of the foregoing was indebted to the Company or any subsidiary of the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out certain details as at December 31, 2011, the end of the Company's last fiscal year, with respect to compensation plans pursuant to which equity securities of the Company are authorized for issuance.

Plan Category	Number of shares to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of shares remaining available for future issuance under the Equity Compensation Plans (excluding securities reflected in column (a)) (c)
Equity compensation plans previously approved by shareholders	2,112,900	\$1.39	319,600
Equity compensation plans not previously approved by shareholders	Nil	Nil	Nil

Companies listed on the Toronto Stock Exchange are required to disclose on an annual basis, in their information circulars, or other annual disclosure documents distributed to all security holders, the terms of their security-based compensation arrangements and any amendments thereto adopted during the most recently-completed financial year. Under the TSX Company Manual, security-based compensation arrangements include, for example, stock option plans, stock purchase plans where the listed issuer provides financial assistance or where the listed issuer matches the whole or a portion of the securities being purchased, and any other compensation or incentive mechanism involving the issuance or potential issuance of securities of the listed issuer. In general, arrangements or plans that do not involve the issuance from treasury or potential issuance from treasury of securities of the listed issuer are not security based compensation arrangements for the purposes of the TSX Company Manual.

The Company currently has in place three stock option plans: the 1995 Stock Option Plan, the 2003 Stock Option Plan and the 2006 Stock Option Plan. The required disclosure regarding these plans is set out below under the headings "1995 Stock Option Plan", "2003 Stock Option Plan" and "2006 Stock Option Plan", respectively.

1995 STOCK OPTION PLAN

On March 27, 1995, the Board of Directors adopted the 1995 Plan. In April 2001, the Board of Directors amended the 1995 Plan so as to increase the number of common shares that could be issued thereunder from 648,000 to 2,148,000. On November 7, 2005, the Board of Directors adopted a resolution amending the 1995 Plan so as to remove the restriction prohibiting any one person from holding an aggregate number of options under all stock option plans of the Company that, if exercised, would exceed 5% of the aggregate number of issued and outstanding common shares of the Company. On March 22, 2007, the Board of Directors adopted a resolution amending the 1995 Plan to provide for: (a) a detailed amendment provision replacing the existing general amendment provision; (b) the possibility to extend options expiring during or within ten business days of the end of a blackout period imposed by the Company; and (c) other minor amendments of a housekeeping nature.

The 1995 Plan and the amendments thereto were approved by the shareholders of the Company on May 12, 1995, June 8, 2001, May 5, 2006 and May 1, 2007, respectively.

Among the objectives of the 1995 Plan is to provide directors, officers and employees of, and service providers to, the Company with a proprietary interest through the granting of options to purchase common shares of the Company. The 1995 Plan is also intended to increase the interest in the Company's welfare of those directors, officers, employees and service providers who share primary responsibility for the management, growth and protection of the business of the Company, to furnish an incentive to such directors, officers, employees and service providers to continue their services for the Company and to provide a means through which the Company may attract able persons to enter its employment. Under the 1995 Plan, the Board may by resolution grant options to directors, officers and employees of, and service providers to, the Company, provided that the total number of common shares issued under the 1995 Plan does not exceed 2,148,000.

At present, there are options outstanding in respect of 325,000 common shares under the 1995 Plan, representing approximately 1.43% of the Company's issued and outstanding common shares, and no options are available to be granted under the 1995 Plan.

Under the 1995 Plan: (a) the exercise price of an option is determined by the Board of Directors at the time it is granted, but cannot be lower than the closing sale price of the Company's common shares on the Toronto Stock Exchange on the business day immediately preceding the day on which the option is granted; (b) the maximum period during which an option may be exercised is ten years from the date on which it is granted; and (c) each option granted under the 1995 Plan is personal to the optionee and is not assignable or transferable except by will or by the laws of succession of the place of domicile of the deceased optionee. There is no financial assistance available under the 1995 Plan to directors, officers, employees and service providers.

Under the 1995 Plan, upon an optionee's employment with the Company being terminated for cause, any option not exercised terminates immediately. If an optionee dies, any option may be exercised for that number of common shares which the optionee was entitled to acquire at the time of death. Such option may be exercised for a period of 30 days after the date of death or prior to the expiration of the term of the option, whichever occurs earlier. Upon an optionee's employment, office or directorship or consulting services ending other than by reason of death or termination for cause, any option may be exercised for that number of common shares which the optionee was entitled to acquire at the time of such termination. Such option may be exercised for a period of 30 days after such termination or prior to the expiration of the term of the option, whichever occurs earlier.

The 1995 Plan does not contain any rules or restrictions regarding the "vesting schedule" for options granted thereunder. As a result, the "vesting schedule" for options granted under the 1995 Plan is at the discretion of the Board at the time of the grant.

Notwithstanding anything contained to the contrary in the 1995 Plan or in any resolution of the Board of Directors in the implementation thereof: (a) in the event the Company proposes to amalgamate, merge or consolidate with or into any other company (other than with a wholly-owned subsidiary of the Company) or to liquidate, dissolve or wind-up, or in the event an offer to purchase the common shares of the Company or any part thereof shall be made to all holders of common shares of the Company, the Company shall have the right, upon written notice thereof to each optionee holding options under the 1995 Plan, to permit the exercise of all such options within the 20-day period following the date of such notice and to determine that upon the expiration of such 20-day period, all rights of optionees to such options or to exercise same (to the extent not theretofore exercised) shall terminate and cease to have further force or effect whatsoever; (b) the Board of Directors may, by resolution, advance the date on which any option may be exercised in a manner to be set forth in such resolution and any such advancement shall not oblige the Board of Directors to advance the date on or by which any option may be exercised by any other optionee; and (c) the Board of Directors may, by resolution, but subject to applicable regulatory requirements decide that any of the provisions of the 1995 Plan concerning the termination of an option shall not apply for any reason acceptable to the Board.

Subject to obtaining the necessary regulatory approvals, the Board of Directors may amend or discontinue the 1995 Plan at any time, provided, however, that no such amendment may adversely affect the rights of any person to whom options have previously been granted under the 1995 Plan, without first obtaining the consent of such person, except to the extent required by law.

There are no restrictions in the 1995 Plan regarding the maximum number of common shares that may be issued to insiders of the Company upon the exercise of options.

2003 STOCK OPTION PLAN

On January 13, 2003, the Board of Directors adopted the 2003 Plan. Among the objectives of the 2003 Plan is to provide directors, officers and employees of, and service providers to, the Company with a proprietary interest through the granting of options to purchase common shares of the Company. On November 7, 2005, the Board of Directors adopted a resolution amending the 2003 Plan so as to remove the restriction prohibiting any one person from holding an aggregate number of options under all stock option plans of the Company that, if exercised, would exceed 5% of the aggregate number of issued and outstanding common shares of the Company. On March 22, 2007, the Board of Directors adopted a resolution amending the 2003 Plan to provide for: (a) a detailed amendment provision replacing the existing general amendment provision; (b) the possibility to extend options expiring during or within ten business days of the end of a blackout period imposed by the Company; and (c) other minor amendments of a housekeeping nature.

The 2003 Plan and the amendments thereto were approved by the shareholders of the Company on June 16, 2003, May 5, 2006 and May 1, 2007, respectively.

The 2003 Plan is also intended to increase the interest in the Company's welfare of those directors, officers, employees and service providers who share primary responsibility for the management, growth and protection of the business of the Company, to furnish an incentive to such directors, officers, employees and service providers to continue their services for the Company and to provide a means through which the Company may attract able persons to enter its employment. Under the 2003 Plan, the Board of Directors may by resolution grant options to directors, officers and employees of, and service providers to, the Company, provided that the total number of common shares issued under the 2003 Plan does not exceed 1,300,000.

There are no restrictions in the 2003 Plan regarding the maximum number of common shares that may be issued to insiders of the Company upon the exercise of options.

At present, there are options outstanding in respect of 500,000 common shares under the 2003 Plan, representing approximately 2.20% of the Company's issued and outstanding common shares, and 100,000 options are available to be granted under the 2003 Plan, representing approximately 0.44% of the Company's issued and outstanding common shares.

Under the 2003 Plan: (a) the exercise price of an option is determined by the Board of Directors at the time it is granted, but cannot be lower than the closing sale price of the Company's common shares on the Toronto Stock Exchange on the business day immediately preceding the day on which the option is granted; (b) the maximum period during which an option may be exercised is ten years from the date on which it is granted; (c) at the time of granting an option, the Board of Directors, at its discretion, may set a "vesting schedule", that is, one or more dates from which an option may be exercised in whole or in part; and (d) each option granted under the 2003 Plan is personal to the optionee and is not assignable or transferable except by will or by the laws of succession of the place of domicile of the deceased optionee. There is no financial assistance available under the 2003 Plan to directors, officers, employees and service providers.

Under the 2003 Plan, upon an optionee's employment with the Company being terminated for cause, any option not exercised terminates immediately. If an optionee dies or becomes permanently disabled, any option may be exercised for that number of common shares which the optionee was entitled to acquire at the time of death or permanent disability. Such option may be exercised for a period of six months after the date of death or permanent disability, as the case may be, or prior to the expiration of the term of the option, whichever occurs earlier. Upon an optionee's employment, office or directorship or consulting services ending other than by reason of death, permanent disability or termination for cause, any option may be exercised for that number of common shares which the optionee was entitled to acquire at the time of such termination. Such option may be exercised for a period of 30 days after such termination or prior to the expiration of the term of the option, whichever occurs earlier.

Notwithstanding anything contained to the contrary in the 2003 Plan or in any resolution of the Board of Directors in the implementation thereof: (a) in the event the Company proposes to amalgamate, merge or consolidate with or into any other company (other than with a wholly-owned subsidiary of the Company) or to liquidate, dissolve or wind-up, or in the event an offer to purchase the common shares of the Company or any part thereof shall be made to all holders of common

shares of the Company, the Company shall have the right, upon written notice thereof to each optionee holding options under the 2003 Plan, to permit the exercise of all such options within the 20-day period following the date of such notice and to determine that upon the expiration of such 20-day period, all rights of optionees to such options or to exercise same (to the extent not theretofore exercised) shall terminate and cease to have further force or effect whatsoever; (b) the Board of Directors may, by resolution, advance the date on which any option may be exercised in a manner to be set forth in such resolution and any such advancement shall not oblige the Board of Directors to advance the date on or by which any option may be exercised by any other optionee; and (c) the Board of Directors may, by resolution, but subject to applicable regulatory requirements, including, without limitation, those of the Toronto Stock Exchange, decide that any of the provisions of the 2003 Plan concerning the termination of an option shall not apply for any reason acceptable to the Board.

Subject to obtaining the necessary regulatory approvals, including, without limitation, that of the Toronto Stock Exchange, the Board of Directors may amend or discontinue the 2003 Plan at any time, provided, however, that no such amendment may adversely affect the rights of any person to whom options have previously been granted under the 2003 Plan, without first obtaining the consent of such person, except to the extent required by law.

2006 STOCK OPTION PLAN

On March 1, 2006, the Board of Directors adopted the 2006 Plan. Among the objectives of the 2006 Plan is to provide directors, officers and employees of, and service providers to, the Company and its subsidiaries with a proprietary interest through the granting of options to purchase common shares of the Company. The 2006 Plan is also intended to increase the interest in the Company's welfare of those directors, officers, employees and service providers who share primary responsibility for the management, growth and protection of the business of the Company, to furnish an incentive to such directors, officers, employees and service providers to continue their services for the Company and to provide a means through which the Company may attract able persons to enter its employment. Under the 2006 Plan, the Board of Directors may by resolution grant options to directors, officers and employees of, and service providers to, the Company and its subsidiaries, provided that the total number of common shares issued under the 2006 Plan does not exceed 2,500,000. The total number of common shares which may be issued under the 2006 Plan represents approximately 10.99% of the Company's currently issued and outstanding common shares. On March 22, 2007, the Board adopted a resolution amending the 2006 Plan to provide for: (a) a detailed amendment provision replacing the existing general amendment provision; (b) the possibility to extend options expiring during or within ten business days of the end of a blackout period imposed by the Company; and (c) other minor amendments of a housekeeping nature. In April 2012, the Board of Directors further amended the 2006 Plan, subject to regulatory approval, so as to increase the number of shares that can be issued thereunder from 1,500,000 to 2,500,000. The amendment to the 2006 Plan is described in this Circular under "Amendment to 2006 Stock Option Plan" above.

The 2006 Plan and the amendment thereto made in 2007 were approved by the shareholders of the Company on May 5, 2006 and May 1, 2007, respectively.

Under the 2006 Plan: (a) the exercise price of an option is determined by the Board of Directors at the time it is granted, but cannot be lower than the closing sale price of the Company's common shares on the Toronto Stock Exchange on the business day immediately preceding the day on which the option is granted; (b) the maximum period during which an option may be exercised is ten years from the date on which it is granted, after which the option shall lapse, however, if an option is to expire during a period when the optionee is prohibited by the Company from trading in the shares pursuant to its policies (a "**Blackout Period**"), or within ten (10) business days of expiry of such Blackout Period, the term of such option shall automatically be extended for a period of ten (10) business days immediately following the end of the Blackout Period ("**Blackout Extension Period**"); (c) at the time of granting an option, the Board of Directors, at its discretion, may set a "vesting schedule", that is, one or more dates from which an option may be exercised in whole or in part; (d) each option granted under the 2006 Plan is personal to the optionee and is not assignable or transferable except by will or by the laws of succession of the place of domicile of the deceased optionee; (e) approval by the shareholders of the Company is required for the following types of amendments to the 2006 Plan: (i) amendments to the number of shares issuable under the 2006 Plan, including an increase to a fixed maximum number of shares or a change from a fixed maximum number of shares to a fixed maximum percentage; (ii) any amendment to the 2006 Plan that increased the length of the Blackout Extension Period; (iii) any amendment which reduces the exercise price or purchase price of an option held by an "insider" of the Company; (iv) any amendment extending the term of an option held by an "insider" beyond its original expiry date except as otherwise permitted by the 2006 Plan; and (v) amendments required to be approved by shareholders under

applicable law (including, without limitation, the rules, regulations and policies of the Toronto Stock Exchange); and (f) the Board of Directors of the Company may make the following types of amendments to the 2006 Plan without seeking approval from the shareholders of the Company: (i) amendments of a “housekeeping” or ministerial nature, including any amendment for the purpose of curing any ambiguity, error or omission in the 2006 Plan or to correct or supplement any provision of the 2006 Plan that is inconsistent with any other provision of the 2006 Plan; (ii) amendments necessary to comply with the provisions of applicable law (including, without limitation, the rules, regulations and policies of the Toronto Stock Exchange); (iii) amendments necessary in order for options to qualify for favourable treatment under applicable taxation laws; (iv) amendments respecting administration of the 2006 Plan; (v) any amendment to the vesting provisions of the 2006 Plan or any option; (vi) any amendment which reduces the exercise price or purchase price of an option held by an optionee who is not an “insider” of the Company; (vii) any amendment to the early termination provisions of the 2006 Plan or any option, whether or not such option is held by an “insider” of the Company, provided such amendment does not entail an extension beyond the original expiry date; (viii) any amendment to the termination provisions of the 2006 Plan or any option, other than an option held by an “insider” in the case of an amendment extending the term of an option, provided any such amendment does not entail an extension of the expiry date of such option beyond its original expiry date; (ix) the addition of any form of financial assistance by the Company for the acquisition by all or certain categories of eligible participants of shares under the 2006 Plan, and the subsequent amendment of any such provisions; (x) the addition or modification of a cashless exercise feature, payable in cash or shares of the Company; (xi) amendments necessary to suspend or terminate the 2006 Plan; and (xii) any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law. There is no financial assistance available under the 2006 Plan to directors, officers, employees and service providers.

There are no restrictions in the 2006 Plan regarding: (a) the maximum number of common shares that may be issued to insiders of the Company upon the exercise of options; or (b) the maximum number of common shares that any one person or company is entitled to receive upon the exercise of options.

Currently, there are options outstanding in respect of 1,312,900 common shares under the 2006 Plan, representing approximately 5.8% of the Company’s issued and outstanding common shares, and options may be granted in respect of an additional 1,129,600 common shares (subject to regulatory and shareholder approval), representing approximately 5.0% of the Company’s issued and outstanding common shares.

Under the 2006 Plan, upon an optionee’s employment with the Company being terminated for cause, any option not exercised terminates immediately. If an optionee dies or becomes permanently disabled, any option may be exercised for that number of common shares which the optionee was entitled to acquire at the time of death or permanent disability. Such option may be exercised for a period of six months after the date of death or permanent disability, as the case may be, or prior to the expiration of the term of the option, whichever occurs earlier. Upon an optionee’s employment, office or directorship or consulting services ending other than by reason of death, permanent disability or termination for cause, any option may be exercised for that number of common shares which the optionee was entitled to acquire at the time of such termination. Such option may be exercised for a period of 30 days after such termination or prior to the expiration of the term of the option, whichever occurs earlier.

Notwithstanding anything to the contrary contained in the 2006 Plan or in any resolution of the Board of Directors in the implementation thereof: (a) in the event the Company proposes to amalgamate, merge or consolidate with or into any other company (other than with a wholly-owned subsidiary of the Company) or to liquidate, dissolve or wind-up, or in the event an offer to purchase the common shares of the Company or any part thereof shall be made to all holders of common shares of the Company, the Company shall have the right, upon written notice thereof to each optionee holding options under the 2006 Plan, to permit the exercise of all such options within the 20-day period following the date of such notice and to determine that upon the expiration of such 20-day period, all rights of optionees to such options or to exercise same (to the extent not theretofore exercised) shall terminate and cease to have further force or effect whatsoever; (b) the Board of Directors may, by resolution, advance the date on which any option may be exercised in a manner to be set forth in such resolution and any such advancement shall not oblige the Board of Directors to advance the date on or by which any option may be exercised by any other optionee; and (c) the Board of Directors may, by resolution, but subject to applicable regulatory requirements, including, without limitation, those of the Toronto Stock Exchange, decide that any of the provisions of the 2006 Plan concerning the termination of an option shall not apply for any reason acceptable to the Board.

Subject to obtaining the necessary regulatory approvals, including, without limitation, that of the Toronto Stock Exchange, the Board of Directors may amend or discontinue the 2006 Plan at any time, provided, however, that no such amendment

may adversely affect the rights of any person to whom options have previously been granted under the 2006 Plan, without first obtaining the consent of such person, except to the extent required by law.

SECTION 4 - OTHER INFORMATION

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

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

Other than as set out below or as may be set out herein, to the best of the Company’s knowledge, no informed person of the Company, and no associate or affiliate of the foregoing persons, at any time since the beginning of its most recently-completed financial year, has or had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction since the beginning of its most recently-completed financial year that has materially affected the Company, or in any proposed transaction that could materially affect the Company, or in any matter to be acted upon at this Meeting.

On March 2, 2012, the Company and Jack Stoch Geoconsultant Services Limited (“GJSL”), a company owned by Jack Stoch, President and Chief Executive Officer of the Company, entered into a share option agreement (the “SOA”) pursuant to which Xmet Inc. (“Xmet”) (previously On-Strike Gold Inc.) may purchase all of the issued and outstanding preferred and common shares of Duparquet Assets Ltd. (“DAL”), a company owned 50% by the Company and 50% by GJSL. The SOA provides for two scenarios under which Xmet may acquire all of the issued and outstanding preferred and common shares of DAL:

- a) A cash payment of \$9 million payable within six months of signing of the SOA; or
- b) A cash payment of \$6.5 million payable within six months of signing of the SOA to immediately acquire 75% of all the issued and outstanding preferred and common shares of DAL, plus an additional option to acquire the remaining 25% of all issued and outstanding preferred and common shares of DAL, for a period of four years, at a price of \$2.5 million in the first year, \$2.6 million in the second year, \$2.7 million in the third year and \$2.8 million in the fourth year.

In both scenarios, the Company and GJSL will retain the existing sliding-scale Gross Metal Royalty from all production from the properties currently owned by DAL.

Should Xmet Inc. not exercise and complete either of the above scenarios, then the existing mining option agreement among the Company, GJSL and Xmet will remain in place.

SHAREHOLDER PROPOSALS

The *Business Corporations Act* (Québec) provides, in effect, that a registered holder or beneficial owner of shares that is entitled to vote at an annual meeting of the Company may submit to the Company notice of any matter that the person proposes to raise at the meeting (referred to as a “Proposal”) and discuss at the meeting any matter in respect of which the person would have been entitled to submit a Proposal. The *Business Corporations Act* (Québec) further provides, in effect, that the Company must set out the Proposal in its management proxy circular along with, if so requested by the person who makes the Proposal, a statement in support of the Proposal by such person. However, the Company will not be required to set out the Proposal in its management proxy circular or include a supporting statement if, among other things, the Proposal is not submitted to the Company at least 90 days before the anniversary date of the notice of meeting that was sent to the shareholders in connection with the previous annual meeting of shareholders of the Company. As the notice in connection with the Meeting is dated May 3, 2012, the deadline for submitting a proposal to the Company in connection with the next annual meeting of shareholders is February 2, 2013.

The foregoing is a summary only; shareholders should carefully review the provisions of the *Business Corporations Act* (Québec) relating to Proposals and consult with a legal advisor.

OTHER MATTERS

Management of the Company knows of no other matter to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters which are not known to the management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

CORPORATE GOVERNANCE

National Policy 58-201 *Corporate Governance Guidelines* and National Instrument 58-101 *Disclosure of Corporate Governance Practices* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer such as the Company must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Company’s required annual disclosure of its corporate governance practices.

1. Board of Directors

(a) *Disclose the identity of directors who are independent.*

The Board of Directors considers that Ian Atkinson, Chris Bryan and Joel Schneyer are independent within the meaning of National Instrument 52-110 *Audit Committees* (“**NI 52-110**”).

(b) *Disclose the identity of directors who are not independent, and describe the basis for that determination.*

The Board of Directors considers that Jack Stoch and Dianne Stoch are not independent within the meaning of NI 52-110 in that each is a senior officer of the Company.

(c) *Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors does to facilitate its exercise of independent judgment in carrying out its responsibilities.*

The Board of Directors considers that three of the five members of the Board are independent within the meaning of NI 52-110. Accordingly, a majority of the members of the Board is independent.

(d) *If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.*

The following members of the Board of Directors are currently directors of other issuers that are reporting issuers (or the equivalent) in a jurisdiction of Canada or a foreign jurisdiction:

Director	Reporting Issuer Name
Ian Atkinson	Atikwa Resources Inc.
Joel Schneyer	Claim Post Resources Inc.
	Themac Resources Group Limited

(e) *Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer’s most recently completed financial year. If*

the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.

During the most recently-completed fiscal year, the independent members of the Board held one meeting at which non-independent members of the Board and members of management were not present. However, the Board is of the view that given its size, the nature of the Company's activities and the experience of each of the members of the Board, the presence of the non-independent directors at Board meetings does not prevent the independent directors from engaging in open and candid discussion regarding any issues that may come before the Board.

- (f) *Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the board has neither a chair that is independent nor a lead director that is independent, describe what the board does to provide leadership for its independent directors.*

Jack Stoch, President and Chief Executive Officer of the Company, chairs the meetings of the Board. Jack Stoch is not an independent director. Given the current size of the Board and the nature of the Company's activities, the Board believes that Mr. Stoch is uniquely suited to fulfill his role as the chair of Board meetings. The Board does not have a "lead director". The other directors are all senior, experienced managers very familiar with the mining and exploration industry. "In Camera" sessions are used by the independent directors as frequently as they deem necessary. The Compensation Committee meets without management present at least once per year.

- (g) *Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.*

Since January 1, 2011, the Board has held three meetings. Attendance of members of the Board at the meetings is set out in the table below.

Director	Attendance
Ian Atkinson	3/3
Chris Bryan	2/3
Joel Schneyer	3/3
Jack Stoch	3/3
Dianne Stoch	3/3

2. Board Mandate

Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.

The Mandate of the Board is annexed as Schedule A. It is also available on SEDAR at www.sedar.com and on the Company's web site at www.globexmining.com.

3. Position Description

- (a) *Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.*

The Board has developed a written position description for the chair of the Board which is summarized below. The chair position description is also available on SEDAR at www.sedar.com and on the Company's web site at www.globexmining.com. The Board has not developed written position descriptions for the chair of the Board committees.

The primary role and responsibility of the chair of the Board is to oversee the activities of Board and, in particular, assume a leadership role with respect to: (i) establishing a transparent process for managing the Company; (ii) elaborating the mandate of each of the Board committees; and (iii) reviewing and evaluating the performance of the Board as a whole.

In particular the chair of the Board:

- establishes the agenda for each Board meeting
- chairs all meetings of the Board with a view to: (i) maximizing the effective use of time; and (ii) taking advantage of the individual strengths of each of the members of the Board
- provides input and support to the chairs of the various other Board committees
- ensures that the Board is provided with full information on the condition of the Company, its business and any other element that is relevant to the matters that may come before the Board from time to time
- facilitates and encourages open and effective communication between the management of the Company and the Board

The primary role and responsibility of the chair of each committee of the Board is to: (i) in general, ensure that the committee fulfills its mandate, as determined by the Board; (ii) chair meetings of the committee; (iii) report thereon to the Board; and (iv) act as liaison between the committee and the Board and, if necessary, management of the Company.

- (b) *Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.*

The Board and the CEO have developed a written position description for the CEO as summarized below. The full CEO position description is available on SEDAR at www.sedar.com and on the Company's web site at www.globexmining.com.

The primary responsibility of the CEO is to carry out the strategic plan approved by the Board for the Company. As the principal manager of the Company, the CEO provides leadership, direction and support to the employees and the members of the Board in the exercise of their duties.

4. Orientation and Continuing Education

- (a) *Briefly describe what measures the board takes to orient new directors regarding*

- (i) *the role of the board, its committees and its directors, and*
- (ii) *the nature and operation of the issuer's business.*

The Company does not currently have a formal orientation program in place for new directors and generally takes such measures as are appropriate to orient each new director on a case-by-case basis. There have been no new directors of the Company since 1997.

- (b) *Briefly describe what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.*

The Board does not formally provide continuing education to its directors. The directors are experienced members, including two independent directors who are directors and/or officers of other reporting issuers in the mining sector. The Board relies on professional assistance when judged necessary in order to be educated or updated on a particular topic.

The Company provides financial support to Joel Schneyer (ICD.D), Jack Stoch (Acc.Dir.) and Dianne Stoch (Acc.Dir.) for the obligatory continuing education that they require as certified/accredited directors in order to maintain

their standing as such.

5. Ethical Business Conduct

(a) *Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code:*

(i) *disclose how a person or company may obtain a copy of the code;*

(ii) *describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code; and*

The Board has adopted a Code of Business Conduct and Ethics for the Company (the “Code”). Directors, officers and employees are required to read and be familiar with the Code. The Board relies on these individuals to report to their superior any suspected violation of the Code. Known or suspected illegal or unethical behaviour reported must be submitted to the Corporate Governance Committee to determine whether an investigation is required. If a person is uncomfortable reporting suspected violations to their immediate supervisor or the Chair of the Corporate Governance Committee, the person may report matters to the Company’s outside counsel.

A copy of the Code may be obtained from the Secretary of the Company, at 86 - 14th Street, Rouyn-Noranda, Québec J9X 2J1, email: dstoch@globexmining.com, on SEDAR at www.sedar.com and on the Company website at www.globexmining.com.

(iii) *provide a cross-reference to any material change report filed since the beginning of the issuer’s most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code*

There are no such reports.

(b) *Describe any steps the board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.*

It is the policy of the Company that an interested director or officer recuse himself or herself from the decision-making process pertaining to a contract or transaction in which he or she has an interest.

(c) *Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.*

The Company has adopted a Disclosure Policy, applicable to all the members of the Board, executive officers and employees of the Company and its subsidiaries, in compliance with legal disclosure requirements and good corporate governance. The Disclosure Policy includes provisions regarding “blackout” periods during which trading in the securities of the Company is not permitted. The Disclosure Policy is available on SEDAR at www.sedar.com and on the Company website at www.globexmining.com.

6. Nomination of Directors

(a) *Describe the process by which the board identifies new candidates for board nomination.*

The Board as a whole is responsible for identifying and recommending new candidates for Board nomination.

(b) *Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.*

The Board does not have a nominating committee. The independent directors play a predominant role in the nomination process.

- (c) *If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.*

The Board does not have a nominating committee.

7. Compensation

- (a) *Describe the process by which the board determines the compensation for the issuer's directors and officers.*

The Compensation Committee is mandated to review and recommend to the Board for approval the compensation of the members of the Board and the senior executives of the Company.

The Compensation Committee has developed formal compensation policies and is in the process of implementing them. The process by which the Company determines the compensation of its executive officers is described in the section entitled "Compensation of Executive Officers and Directors" above.

- (b) *Disclose whether or not the board has a compensation committee composed entirely of independent directors. If the board does not have a compensation committee composed entirely of independent directors, describe what steps the board takes to ensure an objective process for determining such compensation.*

The Compensation Committee is composed entirely of independent directors within the meaning of NI 52-110.

- (c) *If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.*

The primary responsibilities, powers and operation of the Compensation Committee are set out in its charter, and can be summarized as follows:

The mandate of the Compensation Committee consists of assisting the Board in its oversight responsibilities relating to:

- (i) appointment, performance evaluation and compensation of the Company's President and Chief Executive Officer and other senior executives;
- (ii) succession planning;
- (iii) determination of director compensation; and
- (iv) management and administration of the Company's compensation plans, including any incentive and equity compensation plans.

The Compensation Committee shall have authority and be responsible to perform the following:

President and Chief Executive Officer's Compensation:

- (i) review and approve a position description for the President and Chief Executive Officer and the corporate performance goals and objectives relevant to determining the President and Chief Executive Officer's compensation;
- (ii) evaluate the President and Chief Executive Officer's performance in light of the corporate goals and objectives established on an annual basis;
- (iii) make recommendations to the Board with respect to the President and Chief Executive Officer's compensation based on its evaluation of the President and Chief Executive Officer's performance, including, as appropriate, salary, bonus, incentive and equity compensation and benefit plans; and
- (iv) develop and implement a President and Chief Executive Officer succession plan.

Executive Officers' Compensation:

- (i) review and approve the evaluation process and compensation structure for the Company's executive officers;

- (ii) make recommendations to the Board with respect to the compensation of all other senior executives of the Company, including, as appropriate salary, bonus, incentive and equity compensation;
- (iii) assess the competitiveness and appropriateness of the Company's executive compensation plans and policies; and
- (iv) review management's succession planning for senior executives.

Directors' Compensation:

- (i) review and recommend to the Board a compensation package for members of the Board, taking into account the relative responsibilities of directors in serving on the Board and on the various sub-committees of the Board.

The Company's Compensation Plans:

- (i) review the Company's compensation philosophy, policies, plans and guidelines annually and recommend any changes to the Board;
- (ii) review and recommend to the Board any new incentive compensation and equity compensation plans;
- (iii) manage and administer all equity compensation plans and make recommendations respecting grants of equity and options and any changes to such plans; and
- (iv) review all material proposed actions with respect to pension plans for approval by the Board.

General:

- (i) review and approve compensation disclosure before the Company publicly discloses such information.
- (d) *If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.*

The Company did not engage any compensation consultant or advisor during the most recently completed fiscal year.

8. Other Board Committees

If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

There are no committees of the Board other than the: (i) Audit Committee; (ii) Compensation Committee; and (iii) Corporate Governance Committee. The charters of each of these committees are available on SEDAR at www.sedar.com and on the Company website at www.globexmining.com.

The members of the Corporate Governance Committee are Ian Atkinson, Chris Bryan and Joel Schneyer, each of whom is independent. The primary mandate of the Corporate Governance Committee, which was created in March 2006, is set out in its charter, and can be summarized as follows:

The primary role and responsibility of the Corporate Governance Committee is to:

- (i) review and make recommendations to the Board respecting:
 - (a) corporate governance in general and the Board's stewardship role in the management of the Company, including the role and responsibilities of directors and appropriate policies and procedures for directors to carry out their duties with due diligence and in compliance with all legal and regulatory requirements;

- (b) general responsibilities and functions of the Board and its members, including position descriptions for the President and Chief Executive Officer and the Chair;
 - (c) the organization, mandate and responsibilities of Board committees;
 - (d) the procedures for effective Board meetings to ensure that the Board functions independently of management and without conflicts of interest;
 - (e) the long term plan for the composition of the Board that takes into consideration the current strengths, skills and experience on the Board and the strategic direction of the Company;
 - (f) the Board nominees for election as members of the Board, in consultation with the Chair of the Board and the President and Chief Executive Officer, annually;
 - (g) as required, candidates to fill any Board and Committee vacancies;
 - (h) annually, together with the Chairs of other Board Committees, the scope, duties and responsibilities of those Committees and where advisable, any amendments thereto, as well as the establishment or disbanding of Board Committees and changes to their composition, including the Chairs thereof;
 - (i) the framework for delegating authority from the Board to management; and
 - (j) any improvements necessary to ensure an effective and appropriate working relationship between management and the Board.
- (ii) review the qualifications of candidates for Board membership and the slate of candidates for directors to be nominated for election by shareholders at annual general meetings of shareholders;
 - (iii) oversee the development and implementation of a process for regularly assessing the effectiveness of the Board, its committees and its members;
 - (iv) oversee the development of appropriate induction and education programs for new directors;
 - (v) oversee the development of corporate governance policies and practices and a procedure for assessing the effectiveness of, and compliance with, those policies and practices;
 - (vi) establish procedures for Board meetings and to otherwise ensure that the processes, procedures and structure are in place to ensure that the Board functions independently of management and without conflicts of interest;
 - (vii) review related party transactions to ensure that they reflect sound industry practices and are in the best interests of the Company; and
 - (viii) review and approve the corporate governance disclosure section in the Company's management information circular, and any other corporate governance matters as required by public disclosure requirements.

9. Assessments

Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees, and its individual directors are performing effectively.

The Board, as a whole, is responsible for assessing on an ongoing basis the: (i) performance and contribution of each of the members of the Board on an individual basis; and (ii) performance and effectiveness of the Board generally and of each of its Committees. The Corporate Governance Committee on behalf of the Board conducts an annual self-assessment survey to evaluate the effectiveness of the Board as a whole, the committees of the Board and, where appropriate, individual directors.

ADDITIONAL INFORMATION

Financial information about the Company is contained in its comparative financial statements and Management's Discussion and Analysis for the fiscal year ended December 31, 2011, and additional information about the Company is available on SEDAR at www.sedar.com.

If you would like to obtain, at no cost to you, a copy of any of the following documents:

- (a) the latest Annual Information Form of the Company together with any document, or the pertinent pages of any document, incorporated by reference therein;
- (b) the comparative financial statements of the Company for the fiscal year ended December 31, 2011 together with the accompanying report of the auditors thereon and any interim financial statements of the Company for periods subsequent to December 31, 2011 and Management's Discussion and Analysis with respect thereto; and
- (c) this Circular,

please send your request to:

Globex Mining Enterprises Inc.
86 - 14th Street
Rouyn-Noranda, Québec
J9X 2J1
Telephone: (819) 797-5242
Fax: (819) 797-1470
E-mail: jwilson@globexmining.com

AUTHORIZATION

The contents and the mailing of this Circular have been approved by the Board of Directors of the Company.

(signed) Jack Stoch
President and Chief Executive Officer

DATED at Rouyn-Noranda, Québec
May 3, 2012

SCHEDULE A
MANDATE OF THE BOARD OF DIRECTORS

The directors, as agents of the Company, have a duty to use their powers in ways that are best for the Company. The Board is responsible for the stewardship of the business and affairs of the Company through exercise of reasonable skill and care. The Board strives to fulfil this responsibility by reviewing, discussing and approving the Company's strategic plans, annual budgets and significant decisions and transactions as well as by overseeing the senior officers of the Company in their management of its day-to-day business and affairs.

The Board's primary role is to oversee corporate performance and assure itself of the quality, integrity, depth and continuity of management so that the Company is able to successfully execute its strategic plans and complete its corporate objectives.

The Board delegates to the senior officers the responsibility for managing the day-to-day business of the Company. The Board discharges its responsibilities to oversee management directly and through the Audit Committee, the Corporate Governance and the Compensation Committee. In addition to these regular committees, the Board may appoint ad hoc committees periodically to address issues of a more short-term nature. At all times, the Board will retain its oversight function and ultimate responsibility for matters that the Board may delegate to Board committees.

Specific additional expectations of the individual Board members include regular meeting attendance and familiarity with material to be discussed at such meeting, serving on and contributing to regular and sub-committees established by the Board.

The mandate of the Board also includes but is not limited to:

1.0 Management

- 1.1 Approving the appointment of the Chief Executive Officer (CEO) and the other senior officers of the Company. The Board must satisfy itself as to the integrity of the CEO and other senior officers of the Company and that the CEO and other senior executive create and foster a culture of integrity throughout the organization.
- 1.2 Through the Compensation Committee, ensuring that management succession planning programs are in place, including programs to recruit management with the highest standards of integrity and competence and train, develop and retain them. The Board is also responsible for reviewing and approving such succession plans including those concerning the current and future organizational structure of the Company, in each case, as recommended by the Compensation Committee.
- 1.3 Through the Compensation Committee, establishing and updating the Company's executive compensation policy and ensuring that such policy aligns management's interests with those of the shareholders.

2.0 Corporate Governance

- 2.1 Recommend the Board's composition and size, the selection of the Chair of the Board, the candidates nominated for election to the Board, committee and committee chair appointments, committee charters and director compensation as well as managing succession planning issues concerning the Board to ensure that it has an appropriate balance in terms of skills and experience. In doing so, the Board will respond to recommendations received from the Corporate Governance Committee but will always retain responsibility for final approval.
- 2.2 Through the Corporate Governance Committee, and directly, developing the Company's approach to governance issues, including a specific set of corporate governance principles and guidelines.
- 2.3 Putting in place appropriate structures and procedures to ensure that the Board can function independently of management.
- 2.4 Developing a position description for the Board Chair and, together with the Chief Executive Officer, a position description for the Chief Executive Officer.

- 2.5 Annual review of charters and mandates and disclosing the process in all appropriate public documents.
- 2.6 Through the Corporate Governance Committee, overseeing the processes and procedures implemented regarding compliance with the Company's Code of Business Conduct and Ethics.
- 2.7 Support of continuing education for Directors to ensure the board keeps abreast of industry practices, corporate governance and other regulatory developments.

3.0 Strategic Planning

- 3.1 Participating directly, and through its committees, in the review, discussion and approval of the Company's strategic plan. The Board is also responsible for discussing and considering the strategic plan and whether it remains appropriate taking into account the risks and opportunities inherent in the Company's business.
- 3.2 Reviewing and considering the business, operating, financial and other plans proposed by management by which the Company will execute its strategic plan.
- 3.3 Reviewing and approving the Company's annual and short-term corporate objectives developed by management.
- 3.4 Providing input to management on emerging trends and issues that may affect the business of the Company, its strategic plan or its annual and short-term corporate objectives.
- 3.5 Monitoring the Company's progress in executing its strategic plan and achieving its annual and short-term corporate objectives and overseeing management in changing such strategic plan or objectives in light of changing circumstances affecting the Company or its businesses.
- 3.6 Taking action as the Board deems appropriate if the Company does not successfully execute its strategic plan or achieve its annual or short-term corporate objectives or when other special circumstances warrant.

4.0 Monitoring of Financial Performance/Reporting and Other Financial Matters

- 4.1 Reviewing and approving the Company's annual budget presented by management.
- 4.2 Reviewing and approving the Company's annual audited financial statements and unaudited interim financial statements and the notes for each, as well as the annual and interim Management's Discussion and Analysis, the Annual Information Form, Management Information Circular, other public offering documents and the Annual Report.
- 4.3 Overseeing, directly and through the Audit Committee, the processes implemented to ensure that the financial performance and results of the Company are reported fairly, accurately and in a timely manner in accordance with generally accepted accounting standards and in compliance with legal and regulatory requirements.
- 4.4 Overseeing, directly and through the Audit Committee, the process implemented to ensure integrity of the Company's internal control and management information systems.

5.0 Risk Management

- 5.1 Overseeing the processes by which the principal risks of the Company are identified, assessed and managed and for ensuring that appropriate risk management systems are implemented and maintained with a view to achieving a proper balance between risks incurred and the creation of long-term sustainable value to shareholders.

6.0 Corporate Policies and Procedures

- 6.1 Directly and through its Board committees, reviewing and approving, and monitoring compliance with, all significant policies and procedures by which the Company and its wholly-owned subsidiaries conduct their business and operations. In discharging such responsibility, the Board shall ensure that such policies and procedures are consistent with the principle that the Company and its wholly-owned subsidiaries must operate at all times in compliance with

applicable laws and regulatory requirements and under the highest ethical standards.

7.0 Communications and Reporting

- 7.1 Approving and reviewing annually the Company's Corporate Disclosure Policy and other communications policies and procedures that address communications with shareholders, employees, financial analysts, governments and regulatory authorities, the media and the communities in which the business of the Company and its wholly owned subsidiaries is conducted.

**SCHEDULE B
SHAREHOLDERS' RESOLUTION
APPROVAL OF AMENDMENT TO 2006 STOCK OPTION PLAN**

WHEREAS a maximum of 1,500,000 common shares may be issued under the 2006 Stock Option Plan of the Company;

WHEREAS in April 2012, the Board of Directors of the Company amended section 4.1 of the 2006 Stock Option Plan so as to increase the maximum number of common shares that may be issued thereunder to 2,500,000, representing 10.99% of all of the issued and outstanding shares of the Company as of May 3, 2012; and

WHEREAS pursuant to the policies of the Toronto Stock Exchange, it is necessary to obtain the approval of the shareholders of the Company with respect to the foregoing amendment to the 2006 Stock Option Plan.

BE AND IT IS HEREBY RESOLVED:

THAT section 4.1 of the Plan be replaced by the following:

4.1 "The maximum number of Shares which may be issued under this Plan is two million five hundred thousand (2,500,000)."

**SCHEDULE C
SHAREHOLDERS' RESOLUTION
APPROVAL OF RESTRICTED SHARE UNIT PLAN**

BE AND IT IS HEREBY RESOLVED:

THAT the Restricted Share Unit Plan of the Company, for the benefit of the executives and key employees of the Company and its subsidiaries, as adopted by the Board of Directors on April 11, 2012 and as described in the management information circular of the Company dated May 3, 2012, is hereby approved;

THAT a maximum of 600,000 common shares of the Company may be issued under the Restricted Share Unit Plan, representing 2.63% of the issued and outstanding common shares of the Company as at May 3, 2012; and

THAT the directors and officers of the Company be and they are hereby authorized, on behalf of the Company, to sign any document and take any measure that may prove necessary to give full effect to this resolution.

**SCHEDULE D
SHAREHOLDERS' RESOLUTION
APPROVAL OF BY-LAW NO. 2012-1**

WHEREAS the Board of Directors adopted By-Law No. 2012-1 of the Company on April 5, 2012;

BE AND IT IS HEREBY RESOLVED:

THAT By-Law No. 2012-1 of the Company adopted by the Board of Directors on April 5, 2012, as described in the Management Information Circular of the Company dated May 3, 2012, is hereby approved, in replacement of the previous general by-laws of the Company; and

THAT the directors and officers of the Company be and they are hereby authorized, on behalf of the Company, to sign any document and take any measure that may prove necessary to give full effect to this resolution

SCHEDULE E
SHAREHOLDERS' SPECIAL RESOLUTION
AMENDMENT OF ARTICLES – SHAREHOLDER MEETINGS OUTSIDE QUÉBEC

BE AND IT IS HEREBY RESOLVED:

THAT the Company amend its articles so as to allow for shareholders meetings to be held outside Québec;

THAT any director or officer of the Company be and is hereby authorized to do all things and sign all instruments and documents necessary or desirable to give effect to the foregoing; and

THAT the directors of the Company be and they are hereby authorized to revoke the present special resolution before it is acted on without further approval of the shareholders.

SCHEDULE F
SHAREHOLDERS' SPECIAL RESOLUTION
AMENDMENT OF ARTICLES – APPOINTMENT OF ADDITIONAL DIRECTORS

BE AND IT IS HEREBY RESOLVED:

THAT the Company amend its articles so as to allow the directors of the Company to appoint one or more additional directors to hold office for a term expiring not later than the close of the next annual shareholders meeting, subject to the condition that the total number of directors so appointed not exceed one third of the number of directors elected at the previous annual shareholders meeting;

THAT any director or officer of the Company be and is hereby authorized to do all things and sign all instruments and documents necessary or desirable to give effect to the foregoing; and

THAT the directors of the Company be and they are hereby authorized to revoke the present special resolution before it is acted on without further approval of the shareholders.