



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Meeting") of the shareholders of **ATACAMA MINERALS CORP.** (the "Corporation") will be held at the offices of the Corporation at Suite 2101, 885 West Georgia Street, **Vancouver, British Columbia, on Friday, the 4th day of June, 2010 at the hour of 9:00 a.m. (Vancouver time)** for the following purposes:

1. To receive the annual report of management to the shareholders and the consolidated audited financial statements of the Corporation for the year ended December 31, 2009, together with the report of the auditors thereon;
2. To appoint auditors for the Corporation for the ensuing year, at a remuneration to be fixed by the directors of the Corporation;
3. To elect directors for the ensuing year; and
4. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

This Notice is accompanied by a management information circular and a form of proxy. The audited consolidated financial statements and accompanying management discussion and analysis of the Corporation for the year ended December 31, 2009, were mailed on April 30, 2010, to those shareholders who requested same.

If you are a *registered shareholder* of the Corporation and are unable to attend the Meeting in person, please complete, sign, date and return the enclosed form of Proxy either in the addressed envelope enclosed to Proxy Department, Computershare Investor Services Inc., 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax to 1-866-249-7775. Proxies must be received not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof.

If you are a *non-registered shareholder* of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. **If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting, either in person or by proxy.**

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining, completing and depositing the required form of proxy, you should contact Computershare Investor Services Inc. by telephone (toll free within North America) at 1-800-564-6253 or 1-514-982-7555 for international callers or by e-mail at service@computershare.com.

DATED at Vancouver, British Columbia the 26th day of April, 2010.

BY ORDER OF THE BOARD

(Signed) Timothy Miller,
President and Chief Executive Officer



MANAGEMENT INFORMATION CIRCULAR

VOTING INFORMATION

Solicitation of Proxies

This Management Information Circular (this "Circular") is furnished in connection with the solicitation by the management of ATACAMA MINERALS CORP. (the "Corporation") of proxies for use at the annual general meeting of shareholders (the "Meeting") of the Corporation to be held on Friday, June 4, 2010 at (10:00 a.m., Vancouver time) at Suite 2101, 885 West Georgia Street, Vancouver, British Columbia, for the purposes set forth in the accompanying Notice of Meeting. References in this Circular to the Meeting include any adjournment or adjournments thereof. It is expected that the solicitation will be primarily by mail; however, proxies may also be solicited personally by regulatory employees of the Corporation and the Corporation may use the services of an outside proxy solicitation agency to solicit proxies. The cost of solicitation will be borne by the Corporation.

Unless otherwise stated, the information contained in this Circular is as of April 26, 2010. It is anticipated that this Circular, together with the accompanying Notice of Meeting and form of Proxy, will first be mailed to shareholders of the Corporation on or about May 11, 2010. All dollar amounts referenced herein, unless otherwise stated, are expressed in United States dollars, the Corporation's reporting currency.

Appointment of Proxyholder

The persons named in the accompanying form of proxy are directors or officers of the Corporation. **A shareholder wishing to appoint some other person, who need not be a shareholder, to represent such shareholder at the Meeting, may do so by inserting such person's name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy at the office of the Corporation's transfer agent indicated on the enclosed envelope no later than 10:00 a.m. (Vancouver time) on June 2, 2010, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned Meeting.**

Voting of Proxies

A shareholder forwarding the enclosed proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The shares represented by the proxy submitted by a shareholder will be voted or withheld from voting in accordance with the directions, if any given in the proxy.

Exercise of Discretion

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. **In the absence of such direction, such shares will be voted in favour of the passing of all the resolutions described below. The enclosed form of proxy, when properly completed and delivered and not revoked, gives discretionary authority to the persons named therein with respect to any amendments or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting.** At the time of the printing of this Circular, management of the Corporation knows of no such amendment, variation or other matter that may come before the Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.

Voting by Beneficial (Non-Registered) Shareholders

Only registered shareholders of the Corporation or the persons they appoint as their proxies are permitted to vote at the Meeting. Most shareholders of the Corporation are “non-registered” shareholders (“**Non-Registered Shareholders**”) because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Shareholder deals with in respect of the shares of the Corporation (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Corporation will have distributed copies of the notice of meeting, this Circular and the form of proxy (which includes a place to request copies of the Corporation’s annual and/or interim financial statements and MD&A or to waive the receipt of the annual and/or interim financial statements and MD&A) (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (i) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “voting instruction form”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form; or
- (ii) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and **deposit it with Atacama Minerals Corp., c/o Computershare Investor Services Inc., 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1; Attention: Proxy Department.**

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

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote which is not received by the Intermediary at least seven days prior to the Meeting.

Revocation of Proxies

A proxy given pursuant to this solicitation may be revoked by an instrument in writing executed by a shareholder or by a shareholder's attorney authorized in writing (or, if the shareholder is a corporation, by a duly authorized officer or attorney of such corporation), and deposited either at the registered office of the Corporation at Scotia Plaza, Suite 2100 – 40 King Street West, Toronto, Ontario, M5H 3C2 (Attention: Corporate Secretary) at any time up to and including the last business day preceding the day of the Meeting or with the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner permitted by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

Record Date

Shareholders registered as at April 30, 2010 (the "Record Date") are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the notes to the Proxy.

Voting Securities and Principal Holders Thereof

The Corporation is authorized to issue an unlimited number of common shares of which 166,142,724 common shares ("Common Shares") are issued and outstanding as at the date hereof. Each Common Share is entitled to one vote.

The following table sets forth the only persons who, to the knowledge of the directors and senior officers of the Corporation, beneficially own or exercise control or direction over those shares carrying 10% or more of the voting rights attached to the Common Shares of the Corporation:

<i>Name and Address</i>	<i>Number of Shares</i>	<i>Percentage</i>
Lorito Holdings S.à.r.l. ("Lorito") ⁽¹⁾ Luxembourg	20,192,724	12.15%
Zebra Holdings and Investments S.à.r.l. ("Zebra") ⁽¹⁾ Luxembourg	11,749,500	7.07%

⁽¹⁾ Lorito and Zebra, who report their security holdings as joint actors, are private corporations owned by a trust whose settlor was the late Adolf H. Lundin. Together, Lorito and Zebra hold a total of 31,942,224 Common Shares, which represents approximately 19.2% of the current outstanding Common Shares of the Corporation.

Interest of Certain Persons in Matters to be Acted Upon

No director or executive officer of the Corporation, nor any person who has held such a position since the beginning of the last completed financial year end of the Corporation, nor any nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors.

BUSINESS OF THE MEETING

Financial Statements

The audited consolidated financial statements of the Corporation for the year ended December 31, 2009 have been provided to shareholders separately and are available on SEDAR at www.sedar.com under the Corporation's profile.

Election of Directors

Nominees

The Corporation's Articles of Continuance provide that the Board consist of a minimum of three and a maximum of ten directors. The Board currently consists of seven directors. At the Meeting, the seven persons named hereunder will be proposed for election as directors of the Corporation (the "Nominees"). Unless authority to do so is withheld, the

persons named in the accompanying proxy intend to vote for the election of the Nominees. Management does not contemplate that any of the Nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority will be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any Nominee or Nominees unable to serve. Each director elected will hold office until the close of the first annual meeting of shareholders of the Corporation following his or her election or until his or her successor is duly elected or appointed unless his or her office is earlier vacated in accordance with the by-laws of the Corporation. Each of the Nominees, other than Mr. Tim Miller, was elected at the last annual meeting of the Corporation's shareholders held on June 5, 2009.

In the following table sets forth the name, province/state and country of residence, principal occupation, date they first became a director of the Corporation and number of shares beneficially owned by each Nominee. The statement as to the Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by the Nominees is in each instance based upon information furnished by the Nominee concerned and is as at April 26, 2010:

Name and Municipality of Residence	Positions with the Corporation	Common Shares of the Corporation Beneficially Owned, Directly or Indirectly, or Controlled or Directed	Principal Occupation within the preceding 5 years and, if applicable, Term as a Director
Tim L. Miller Santiago, Chile	President/CEO	Nil	<ul style="list-style-type: none"> • Vice President, Central and South America, Goldcorp Inc. from February 2007 to November 2009; several positions with Glamis Gold Ltd., including, Vice President Central America, from March 2000 to February 2007; • Director since December 1, 2009
Lukas H. Lundin British Columbia, Canada	Chairman of the Board	385,400	<ul style="list-style-type: none"> • Mining and oil and gas executive; • Director since August 7, 1996
Richard P. Clark British Columbia, Canada		102,030	<ul style="list-style-type: none"> • President and CEO, Red Back Mining Inc.; • Director since January 19, 1994
Paul K. Conibear British Columbia, Canada		42,066 ⁽¹⁾	<ul style="list-style-type: none"> • Sr. Vice President, Corporate Development, Lundin Mining Corporation; July 2007 to October 2009, Sr. Vice President-Projects, Lundin Mining Corporation; from June 11, 2007 to October 1, 2007, President and CEO of the Suramina Resources Inc.; • Director since February 11, 1997
John H. Craig Ontario, Canada		Nil	<ul style="list-style-type: none"> • Lawyer, partner of Cassels Brock & Blackwell LLP; • Director since September 23, 2004
Ron F. Hochstein British Columbia, Canada		43,500	<ul style="list-style-type: none"> • President and CEO, Denison Mines Corp. since May 2009; President and COO, Denison Mines Corp. from December 2006 to May 2009; President and CEO of International Uranium Corporation from April 2000 to December 2006; • Director since June 5, 2003
M. Barry Needham British Columbia, Canada		Nil ⁽²⁾	<ul style="list-style-type: none"> • Retired chartered accountant; 1994-2006, various positions with AMEC Americas Limited and its predecessor companies; • Director since June 7, 2006

⁽¹⁾ An additional 36,025 common shares of the Corporation are owned by Mr. Conibear's spouse and dependent children.

⁽²⁾ A total of 80,000 common shares of the Corporation are owned by Mr. Needham's spouse.

Except as otherwise described above, the nominees have had the principal occupation described above during the five preceding years or have previously disclosed their principal occupations during the five preceding years in a prior management information circular.

The Board does not have an executive committee. There are presently three committees of the Board; namely, the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. The following table sets out the members of such Committees:

Audit Committee	Compensation Committee	Corporate Governance and Nominating Committee
Ron F. Hochstein (Chair) Paul K. Conibear M. Barry Needham	Richard P. Clark (Chair) Lukas H. Lundin Paul K. Conibear	John H. Craig (Chair) Paul K. Conibear Ron F. Hochstein

Corporate Cease Trade Orders or Bankruptcies

To the best of management’s knowledge, no proposed director is, or has been within the last 10 years of the date hereof, a director or executive officer of any company that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) 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.

Individual Bankruptcies

No director of the Corporation has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Penalties or Sanctions

No person proposed for election as a director of the Corporation has been subject to 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 has had 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 the proposed director.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis describes the compensation philosophy, objectives and practices for the Corporation’s Named Executive Officers as identified in the “Summary Compensation Table” below. For the purposes of this disclosure, “Named Executive Officer” means: (a) each Chief Executive Officer, (b) each Chief Financial Officer, (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than C\$150,000; and (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year.

During the financial year ended December 31, 2009, the Corporation had four Named Executive Officers (each a “NEO”, and collectively, the “NEOs”), being: Edward F. Posey, the former President and Chief Executive Officer of the Corporation, Tim L. Miller, the current President and Chief Executive Officer of the Corporation, Wanda Lee, Chief Financial Officer of the Corporation, and Chris Harrison, the former General Manager of AAM Chile.

Overview of Compensation Philosophy

The Corporation’s core compensation philosophy is to pay our executive officers competitive levels of compensation that best reflect their individual responsibilities and contributions to the Corporation, while providing incentives to achieve our business and financial objectives.

The Corporation’s compensation structure is designed to reward performance and to be competitive with the compensation arrangements of other Canadian resource companies of similar size and scope of operations. Although no formal corporate goals and objectives have been put in place for the NEO’s, a number of factors are considered when determining NEO compensation. These factors include: the overall financial and operating performance of the Corporation, the NEO’s individual performance and contribution to the benefit of the Corporation, the individual NEO’s responsibilities and length of service, levels of compensation provided by industry competitors, and the long-term interests of the Corporation and its shareholders.

Elements of Compensation

Compensation for the NEOs is composed primarily of three components; namely, base salary, participation in the Corporation’s stock option plan, and performance bonuses. An NEO’s base salary is intended to remunerate the NEO for discharging job responsibilities and reflects the executive’s performance over time. Individual salary adjustments take into account performance contributions in connection with their specific duties. The stock option component of an NEO’s compensation, which includes a vesting element to ensure retention, serves to both motivate the executive toward increasing share value and to enable the executive to share in the future success of the Corporation. In determining the number of stock options to be granted under the Plan, consideration is given to, among other things, the individual’s current and potential contribution to the success of the Corporation as well as the relative position of the individual within the Corporation. Performance bonuses are considered from time to time having regard to special recognition to those who have accomplished an extraordinary achievement within the workplace. Other benefits do not form a significant part of the remuneration package of any of our NEOs. In most cases, employment benefits, health care and life insurance are provided in a manner which is appropriate to the country of employment.

Role of the Compensation Committee

To assist the Board in fulfilling its responsibilities to human resources and compensation issues, the Board established a Compensation Committee, which is comprised of three independent directors who are required to meet at least annually. The Compensation Committee evaluates the CEO’s performance and establishes executive and senior officer compensation, determines the general compensation structure, policies and programs of the Corporation, including the extent and level of participation in incentive programs, and makes recommendations to the Board for its consideration and approval. The Compensation Committee has also been mandated to review the adequacy and form of the compensation of directors and to ensure that such compensation realistically reflects the responsibilities and risk involved in being an effective director.

Role of Management in Determining Compensation

The accountability for decisions on executive remuneration is clearly within the mandate of the Compensation Committee, but management has a key role in helping support the committee in fulfilling its obligations. For example, the CEO and other senior executives make recommendations to the Compensation Committee regarding executive officer base salary adjustments, stock-based grants and discretionary bonuses. The Compensation Committee reviews the basis for these recommendations and can exercise its discretion in modifying any of the recommendations prior to making its recommendations to the Board. The CEO does not make a recommendation to the Compensation Committee with respect to his own remuneration package.

2009 Approach

During 2009 the Corporation generated net income of approximately \$2.9 million, much improved from 2008. Operational improvements, higher iodine prices and lower operating costs contributed to the improved earnings. Given these factors, the Compensation Committee is satisfied that the Corporation's compensation structure appropriately takes into account the factors relevant to the industry, the Corporation's performance within that industry, and the individual contributions to the Corporation's performance made by its NEOs.

Compensation of Chief Executive Officer

Pursuant to the terms of an Employment Contract between Atacama Minerals Chile S.C.M. ("AAM Chile"), the Corporation's wholly-owned subsidiary, and Mr. Tim L. Miller (the "AAM Chile Contract"), and an Executive Services Agreement between the Corporation and Mr. Miller (the "Executive Services Agreement"), both effective December 1, 2009, Mr. Miller is engaged as the Corporation's President and CEO and by AAM Chile as its President and General Manager, at an annual base salary of \$320,000. As part of his compensation package, Mr. Miller was awarded 1,000,000 stock options pursuant to the Corporation's stock option plan which are exercisable at a price of CAD\$0.55 per share for a period of three years until December 1, 2012, and vest as to one-third six months from the date of grant (June 1, 2010), a further one-third eighteen months from the date of grant (June 1, 2011), and the balance of one-third on the second anniversary of the date of grant (December 1, 2011). Mr. Miller is also entitled to certain perquisites, including a housing allowance, payment of school fees for Mr. Miller's dependent children and standard medical, dental and life insurance benefits.

Mr. Miller is also eligible to receive certain bonuses, coinciding with the completion of certain operational milestones established by the Board, as follows:

Based on the following milestones achieved:

- (i) The equivalent in Chilean pesos to \$100,000 upon the Agitated Leach Plant ("ALP") commencing commercial production, defined by output of iodine at 70% of design rates for a continuous period of 15 consecutive operating days, measured by the average production of final iodine product over that period of time within 12 months of commencement of Mr. Miller's employment with AAM Chile.
- (ii) The equivalent in Chilean pesos to \$250,000 upon achievement of an equivalent rate of 1500 tonnes per annum (375 metric tonnes of iodine product) produced over a 3 month period within 12 months of commencement of Mr. Miller's employment with AAM Chile, such production coming from any combination of heap and agitated leaching as long as at least 60% of such production comes from the ALP.
- (iii) The equivalent in Chilean pesos to \$150,000 upon formal start of construction of a Board approved Nitrates Plant project within 18 months of commencement of Mr. Miller's employment with AAM Chile.

Summary Compensation Table

The following table sets forth a summary of the total compensation paid to, or earned by the Corporation's NEO's during the two most recently completed financial years.

Name and Principal Position	Year Ended Dec. 31	Salary (\$) (a)	Option-based Awards ⁽¹⁾ (\$) (b)	Non-equity Incentive Plan Compensation (\$)	All Other Compensation ⁽⁶⁾ (\$) (d)	Total Compensation (\$) (e)
				Annual Incentive Plans (\$) (c)		
Tim L. Miller ⁽²⁾ President and CEO	2009	26,667	225,298	Nil	Nil	251,965
	2008	-	-	-	-	-
Edward F. Posey ⁽³⁾ former President and CEO	2009	300,000	209,064	Nil	607,016	1,116,080
	2008	300,000	397,524	Nil	75,701	773,225
Wanda Lee ⁽⁴⁾ Chief Financial Officer	2009	Nil	15,680	Nil	Nil	15,680
	2008	Nil	13,254	Nil	Nil	13,254
Chris Harrison ⁽⁵⁾ former General Manager, Atacama Minerals Chile S.C.M.	2009	119,131	7,057	Nil	95,533	221,721
	2008	-	-	-	-	-

(1) The value of the stock option grants has been determined using the Black-Scholes models on the date of grant and is consistent with the determinations used for financial statement purposes. The key assumptions used for this determination can be found in the notes to the 2009 consolidated financial statements. The amount presented in the table represents the fair value of the vested and unvested portion of the options granted in the period. For accounting purposes, the fair value of the award is amortized over the applicable vesting period. It should be recognized that the actual future value will be based on the difference between the market value at time of exercise and the exercise price. Therefore, the value attributed to the stock options under the Black-Scholes model does not necessarily correspond to the actual future value that will be realized. Option fair values were calculated in Canadian dollars and translated into United States currency using an exchange rate ranging from 1.0572 to 1.2255 at the date of grant. Included in the amounts shown is the incremental fair value of options cancelled during the financial year ended December 31, 2009, i.e., 1,500,000 options held by Mr. Posey and 50,000 options held by Ms. Lee.

(2) Mr. Miller was appointed President and Chief Executive Officer of the Corporation effective December 1, 2009. The amount in column (a) includes amounts payable in US dollars to Mr. Miller pursuant to his Employment Contract with AAM Chile which was also made effective December 1, 2009. Mr. Miller was granted an incentive stock option on commencement of employment entitling him to purchase up to 1,000,000 common shares at a price of CAD\$0.55 per share, subject to vesting as previously disclosed. As at December 31, 2009, none of Mr. Miller's options had vested.

(3) Mr. Posey resigned as President and CEO of the Corporation effective November 30, 2009 but continued to provide advisory services to the Corporation until January 31, 2010 at which time the Executive Services Agreement between the Corporation and Mr. Posey dated September 1, 2005, as amended, was terminated. Also effective November 30, 2009, Mr. Posey's employment agreement with AAM Chile was terminated. The amounts in column (a) includes amounts paid to Mr. Posey pursuant to his Executive Services Agreement with the Corporation for the period January 1, 2009 to December 31, 2009 and amounts paid to Mr. Posey under his Employment Contract with AAM Chile up until the effective date of his resignation on November 30, 2009. Mr. Posey received severance payments equal to 18 months base salary from the Corporation and AAM Chile, less applicable statutory deductions. The amounts referred to in column (d) with respect to Mr. Posey represent severance payments totaling \$450,000 made to Mr. Posey on termination of his services and employment with the Corporation and AAM Chile and also represent certain expatriate benefits. Of the balance of the amount shown, the following payments or benefits represent more than 25% of the total shown:

Description of Benefits	2009	2008
Housing	\$42,000	\$42,000
School Fees	\$62,304	\$21,600

(4) Ms. Wanda Lee is an employee of Namdo Management Services Ltd. ("Namdo"). Namdo is a private corporation owned by Mr. Lukas H. Lundin, a director of the Corporation. The Corporation paid Namdo the sum of \$285,000, plus reimbursement of expenses at cost for the year ended December 31, 2009. Namdo has approximately 18 employees, including Ms. Lee, and provides office facilities, administration and financial services to a number of public companies. Approximately \$75,265 or 26% of the fees paid to Namdo are attributable to the salary paid by Namdo to Ms. Lee, Chief Financial Officer of the Corporation. The fees paid to Namdo were in Canadian funds and have been translated into United States currency using an average exchange rate of 0.8803.

(5) Mr. Chris Harrison was employed by AAM Chile in the capacity of General Manager during the period January 1, 2009 to July 23, 2009. The amounts referred to in column (d) with respect to Mr. Harrison includes severance payments totaling \$57,183 made to Mr. Harrison on

termination of his employment with AAM Chile. Of the balance of the amount shown, the following payments or benefits represent more than 25% of the total shown:

Description of Benefits	2009	2008
Housing	\$32,284	-

- (6) Other than as set out above, perquisites have not been included as they do not reach the prescribed threshold of the lesser of CAD\$50,000 and 10% of total salary for the financial year.

Outstanding Option-based Awards

The following table sets forth the outstanding option-based awards held by the NEOs at the end of the most recently completed financial year:

Name	Option-based Awards				
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price \$	Option Expiration Date	Value of Unexercised In-the-money Options ⁽¹⁾⁽²⁾ (\$)	
				Exercisable	Unexercisable
Timothy Miller President/CEO	1,000,000	CAD\$0.55	December 1, 2012	Nil	38,204
Edward F. Posey former President/CEO	666,668	CAD\$0.32	February 6, 2012	Nil	171,920
Wanda Lee Chief Financial Officer	150,000	CAD\$0.32	March 6, 2012	Nil	38,682
Chris Harrison General Manager, AAM Chile	Nil	N/A	N/A	Nil	Nil

- (1) In-the-Money Options are those where the market value of the underlying securities as at the most recent fiscal year end exceeds the option exercise price. Calculated, using the closing price of the common shares on the TSX Venture Exchange on December 31, 2009 of CAD\$0.59 and subtracting the exercise price of in-the-money stock options. The remaining outstanding options may never be exercised and actual gains, if any, on exercise will depend on the value of the common shares on the date of exercise. Subsequent to December 31, 2009, Mr. Posey exercised the stock options held by him.

- (2) Converted to United States at the exchange rate at December 31, 2009 of US\$1.00 = CAD\$1.047.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table provides information regarding the value on pay-out or vesting of option-based awards for each NEO for the financial year ended December 31, 2009:

Name	Option-based awards – Value vested during the year ⁽⁵⁾ (\$)
Timothy Miller ⁽¹⁾ President/Chief Executive Officer	Nil
Edward F. Posey ⁽²⁾ Former President/Chief Executive Officer	106,674
Wanda Lee ⁽³⁾ Chief Financial Officer	8,001
Chris Harrison ⁽⁴⁾ General Manager, AAM Chile	4,598

- (1) None of Mr. Miller's options vested during the financial year ended December 31, 2009.

- (2) Calculated using the closing price of the Common Shares on the TSX-V on February 6, 2009 of CAD\$0.385, and August 6, 2009 of CAD\$0.435, being the two dates on which stock options to purchase 1,333,332 shares exercisable at a price of CAD\$0.32 per share vested during the financial year ended December 31, 2009, and subtracting the exercise price of in-the-money options.

- (3) Calculated using the closing price of the Common Shares on the TSX-V on February 6, 2009 of CAD\$0.385, and August 6, 2009 of CAD\$0.435, being the two dates on which stock options to purchase 100,000 shares exercisable at a price of CAD\$0.32 per share vested during the financial year ended December 31, 2009, and subtracting the exercise price of in-the-money options.

- (4) Calculated using the closing price of the Common Shares on the TSX-V on July 4, 2009 of CAD\$0.46, the date on which 33,333 stock options exercisable at a price of CAD\$0.30 per share vested during the financial year ended December 31, 2009, and subtracting the exercise price of in-the-money options.

⁽⁵⁾ Converted to United States at the exchange rate ranging from US\$1.00 = CAD\$1.0728 to 1.2306 at date of vesting.

Stock Option Plan

The Corporation's current stock option plan (the "Plan") governing the issuance of stock options, was initially established by the Board on May 7, 2003 (approved by shareholders on June 5, 2003) and subsequently amended by the Board on April 27, 2006 (approved by shareholders on June 7, 2006). The Named Executive Officers are eligible to participate in the Plan.

The material terms of the Plan can be summarized as follows:

The Plan complies with the rules set forth for such plans by the TSX Venture Exchange (the "Exchange") as they relate to a Tier 1 Issuer. The Plan is in the form of a fixed stock option plan reserving an aggregate of 7,500,000 common shares of the Corporation for issuance upon the exercise of options granted pursuant to the Plan, which presently represents approximately 4.5% of the current issued and outstanding shares of the Corporation. Any Shares subject to a share option which for any reason is cancelled or terminated without having been exercised will again be available for grant under the Plan.

The Board, or a committee appointed for such purposes, may from time to time grant to directors, officers, eligible employees of, or consultants to, the Corporation or its subsidiaries, or to employees of management companies providing services to the Corporation (collectively, "Eligible Persons") options to acquire Common Shares in such numbers, for such terms and at such exercise prices as may be determined by the Board or such committee. The purpose of the Plan is to advance the interests of the Corporation by providing Eligible Persons with a financial incentive for the continued improvement of the Corporation's performance and encouragement to stay with the Corporation.

The exercise price of any option granted under the Plan is to be determined from time to time by the Board but in any event shall not be lower than the closing price of the Corporation's shares as traded on the Exchange on the trading day immediately preceding the date of grant of such option. Each option is exercisable in such manner as may be determined by the Board at the time of grant and options will be for terms not exceeding ten years.

The Board has the authority under the Plan to establish the option price at the time each share option is granted. The option price may not be lower than the market price, i.e. the closing price, of the Common Shares as traded on the Exchange on the last business day proceeding the date on which the option is approved by the Board. The Board, or a committee appointed for such purposes, also has the authority under the Plan to determine other terms and conditions relating to the grant of Options, including any applicable vesting provisions.

The term of Options granted under the Plan shall not exceed 10 years from the date of grant, and all options granted under the Plan are not transferable other than by will or the laws of dissent and distribution. If an optionee ceases to be an Eligible Person for any reason whatsoever other than death or for cause, each option held by such optionee will cease to be exercisable 90 days following the termination date (being the date on which such optionee ceases to be an Eligible Person). If an optionee dies, the legal representative of the optionee may exercise the optionee's options within one year after the date of the optionee's death but only up to and including the original option expiry date. If an optionee ceases to be an Eligible Person as a result of termination for cause, his or her option shall terminate immediately.

The Corporation does not provide any financial assistance to participants in order to facilitate the purchase of Common Shares under the Plan. As at December 31, 2009 there were options outstanding under the Plan to acquire 4,530,068 Common Shares, representing approximately 2.7% of the Corporation's current issued and outstanding shares.

Termination and Change of Control Benefits

Edward F. Posey (former President and Chief Executive Officer)

Mr. Posey resigned as President and CEO of the Corporation effective November 30, 2009 but continued to provide advisory services to the Corporation until January 31, 2010 at which time the Executive Services Agreement between the

Corporation and Mr. Posey dated September 1, 2005, as amended, was terminated. Also effective November 30, 2009, Mr. Posey's employment agreement with AAM Chile was terminated. On termination of the Executive Services Agreement, Mr. Posey received an amount of \$450,000 which was the equivalent of 18 months base salary from the Corporation, which includes an amount of \$270,000 paid pursuant to the terms of his employment agreement with AAM Chile, less applicable statutory deductions.

Tim Miller (President and Chief Executive Officer)

The Executive Services Agreement provides that in the event of termination of the AAM Chile Contract, the Executive Services Agreement would also terminate. Additionally, the Executive Services Agreement provides that upon such termination, Mr. Miller shall only be entitled to receive severance payments, if any, due and payable under the terms of the AAM Chile Contract. The AAM Chile Contract provides in the event of termination by AAM Chile without cause, Mr. Miller shall be entitled to receive as full severance, compensation earned by Mr. Miller before the date of termination calculated pro rata up to and including the date of termination and the equivalent of 12 month's salary at the then applicable base salary rate. In the event of the occurrence of a change of control of the Corporation, the AAM Chile Contract provides that Mr. Miller shall be entitled to resign from AAM Chile, and upon such resignation, be entitled to receive the equivalent of 12 month's salary at the then applicable base salary rate, as severance.

The following table provides details regarding the estimated incremental payments from the Corporation of the NEO's assuming termination on December 31, 2009:

Name	Severance (Base Salary) (\$)	Severance (Bonus) (\$)	Severance (Value of Benefits) (\$)	Total (\$)
Tim Miller ⁽¹⁾ President/CEO	320,000	Nil	Nil	320,000
Edward F. Posey ⁽²⁾ Former President/CEO	N/A	N/A	N/A	N/A
Wanda Lee ⁽³⁾ CFO	N/A	N/A	N/A	N/A

⁽¹⁾ The closing price of the Corporation's Common Shares as traded on the TSX Venture Exchange on December 31, 2009 of CAD\$0.59 was used for calculating the value of option-based awards.

⁽²⁾ Mr. Posey's employment did in fact terminate in 2009 and his severance amounts are discussed above.

⁽³⁾ Ms. Lee does not have an employment agreement with the Corporation.

DIRECTORS' COMPENSATION

Other than compensation paid to the NEOs, and except as noted below, no compensation was paid to directors in their capacity as directors of the Corporation or its subsidiaries, in their capacity as members of the Board or of a committee of the Board of its subsidiaries, or as consultants or experts, during the Corporation's most recently completed financial year.

The following table provides details of compensation paid to the directors, other than the NEO's during the Corporation's most recently completed financial year ended December 31, 2009:

Directors' Compensation

Name	Fees Earned (\$)	Option-based Awards (\$) ⁽¹⁾	All Other Compensation (\$)	Total (\$)
Lukas H. Lundin	Nil	31,360	Nil	31,360
Richard P. Clark	Nil	20,906	Nil	20,906
Paul K. Conibear	Nil	112,680	Nil	112,680
John H. Craig	Nil	20,906	Nil	20,906
Ron F. Hochstein	Nil	20,906	Nil	20,906
M. Barry Needham	Nil	20,906	Nil	20,906

⁽¹⁾ The value of the stock option grants has been determined using the Black-Scholes models on the date of grant and is consistent with the determinations used for financial statement purposes. The key assumptions used for this determination can be found in the notes to the 2009 consolidated financial statements. It should be recognized that the actual future value will be based on the

difference between the market value at time of exercise and the exercise price. Therefore, the value attributed to the stock options under the Black-Scholes model does not necessarily correspond to the actual future value that will be realized. Option fair values were calculated in Canadian dollars and translated into United States currency using exchange rates ranging from 1.0597 to 1.2255 at the date of grant. Included in the amounts shown is the incremental fair value of options cancelled during the financial year ended December 31, 2009, i.e., 1,00,000 options held by each of Messrs. Lundin, Clark, Craig, Hochstein, and Needham, and 150,000 options held by Mr. Conibear.

Outstanding Option-Based Awards

To encourage directors to align their interests with shareholders, directors are granted incentive stock options pursuant to the Corporation's stock option plan, from time to time. An aggregate of 1,800,000 stock options were awarded to directors during the most recently-completed financial year. The following table provides information with respect to outstanding option-based awards held by the directors of the Corporation at the end of the most recently completed financial year:

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾⁽²⁾ (\$)
Lukas H. Lundin	300,000	CAD\$0.32	February 6, 2012	77,364
Richard P. Clark	200,000	CAD\$0.32	February 6, 2012	51,576
Paul Conibear	300,000	CAD\$0.32	February 6, 2012	77,364
	400,000	CAD\$0.50	December 23, 2012	34,384
John H. Craig	200,000	CAD\$0.32	February 6, 2012	51,576
M. Barry Needham	200,000	CAD\$0.32	February 6, 2012	51,576
Ron Hochstein	200,000	CAD\$0.32	February 6, 2012	51,576

⁽¹⁾ In-the-Money Options are those where the market value of the underlying securities as at the most recent fiscal year end exceeds the option exercise price. Calculated, using the closing price of the common shares on the TSX Venture Exchange on December 31, 2009 of CAD\$0.59 and subtracting the exercise price of in-the-money stock options. The outstanding options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the common shares on the date of exercise.

⁽²⁾ Converted to United States at the exchange rate as at December 31, 2009 of US\$1.00 = CAD\$1.047.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed fiscal year by each director:

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾⁽²⁾⁽³⁾
Lukas H. Lundin	16,001
Richard P. Clark	10,667
Paul K. Conibear	16,001
John H. Craig	10,667
Ron F. Hochstein	10,667
M. Barry Needham	10,667

⁽¹⁾ Calculated using the closing price of the Common Shares on the TSX-V on February 6, 2009 of CAD\$0.385, and August 6, 2009 of CAD\$0.435, being the two dates on which 933,336 stock options exercisable at a price of CAD\$0.32 per share vested during the financial year ended December 31, 2009, and subtracting the exercise price of in-the-money options.

⁽²⁾ Calculated using the closing price of the Common Shares on the TSX-V on December 23, 2009 of CAD\$0.50, being the date on which an additional 133,333 stock options exercisable at a price of CAD\$0.50 per share vested during the financial year ended December 31, 2009, and subtracting the exercise price of in-the-money options.

⁽³⁾ Converted to United States at exchange rates ranging from US\$1.00 = CAD\$1.0728 to 1.2306 at date of vesting.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation has purchased and maintains liability insurance for its directors and officers acting in their respective capacities in an aggregate amount of CAD\$10 million, against liabilities incurred by such persons as directors and officers of the Corporation and its subsidiaries, except where the liability relates to such person's failure to act honestly and in good faith with a view to the best interests of the Corporation. The annual premium paid by the Corporation for this insurance in respect of the directors and officers as a group is CAD\$30,000. No premium for this insurance is paid by the individual directors and officers. The insurance contract underlying this insurance does not expose the Corporation to any liability in addition to the payment of the required premium.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN

The Corporation's stock option plan, described above, has been approved by shareholders and is the only compensation plan under which equity securities of the Corporation are authorized for issuance. The information provided in the following table is as of the fiscal year ended December 31, 2009:

Plan Category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (CDN\$)	Number of securities remaining available for future issuance under the Plan (excluding securities reflected in column (a))
Equity Compensation Plans approved by securityholders	4,530,068	\$0.39	1,596,667

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Corporation's directors or executive officers, or former directors or executive officers, nor any associate of such individuals, is as at the date hereof, or has been, during the financial year ended December 31, 2009, indebted to the Corporation or any of its subsidiaries in connection with a purchase of securities or otherwise. In addition, no indebtedness of these individuals to another entity has been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding of the Corporation or any of its subsidiaries.

NATIONAL INSTRUMENT 52-110, AUDIT COMMITTEES ("NI 52-110") DISCLOSURE

The Audit Committee oversees the accounting and financial reporting processes of the Corporation and its subsidiaries and all audits and external reviews of the financial statements of the Corporation on behalf of the Board, and has general responsibility for oversight of internal controls, accounting and auditing activities of the Corporation and its subsidiaries. All auditing services and non-audit services to be provided to the Corporation by the Corporation's auditors are pre-approved by the Audit Committee. The Audit Committee is responsible for examining all financial information, including annual and quarterly financial statements, prepared for securities commissions and similar regulatory bodies prior to filing or delivery of the same. The Audit Committee also oversees the annual audit process, quarterly review engagements, the Corporation's internal accounting controls, the Code of Business Conduct and Ethics, any complaints and concerns regarding accounting, internal controls or auditing matters and the resolution of issues identified by the Corporation's external auditors. The Audit Committee recommends to the Board the firm of independent auditors to be nominated for appointment by the shareholders and the compensation of the auditors. The Audit Committee meets a minimum of four times per year. The Audit Committee's Mandate and Charter is attached as Exhibit II to this Circular.

Composition of the Audit Committee

The members of the Audit Committee are Messrs. Ron F. Hochstein, Paul K. Conibear and M. Barry Needham. All of the members of the Audit Committee are independent and all are considered to be "financially literate" within the meaning of applicable Canadian securities regulations in that they each have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

Relevant Education and Experience of Audit Committee Members

Each member of the Audit Committee has extensive experience in dealing with financial statements, accounting issues, internal control and other related matters relating to public resource-based companies. Mr. M. Barry Needham is a retired chartered accountant. Mr. Needham has held various positions with AMEC Americas Limited and its predecessor companies from 1994 to 2006. Through this education and experience, Mr. Needham has experience overseeing and assessing the performance of companies and public accountants with respect to the preparation, auditing and evaluation of financial statements, and has: (1) an understanding of generally accepted accounting principles and financial statements; (2) the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves; (3) experience analyzing and evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements; (4) an understanding of internal controls over financial reporting; and (5) an understanding of audit committee functions. Mr. Hochstein is a professional engineer with a Masters in Business Administration who has worked extensively in the natural resource industry for more than 20 years. Mr. Hochstein has been involved in the financial analysis of a number of major projects and has served as an executive officer, director and audit committee member of several public resource-based companies. Mr. Conibear is a professional engineer with more than 25 years of experience in the mining industry. Mr. Conibear has also served as an executive officer, director and audit committee member of several public resource-based companies.

Audit Committee Oversight

Since the commencement of the Corporation's issuer's most recently completed financial year, there has not been a recommendation of the audit committee to nominate or compensate an external auditor that was not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Corporation's recently completed financial year, the Corporation has not relied on the exemptions contained in section 2.4 (De Minimis Non-audit Services), section 3.2 (Initial Public Offerings), section 3.4 (Events Outside Control of Member), section 3.5 (Death, Disability or Resignation of Audit Committee Member) or an exemption from MI 52-110, in whole or in part, granted under Part 8 (Exemptions) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Mandate and Charter attached as Exhibit II to this Circular.

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Corporation by its external auditor during the last two fiscal years ended December 31, 2008 and 2009.

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees⁽¹⁾
December 31, 2009	\$120,998	\$35,212	Nil	\$914
December 31, 2008	\$123,320	\$35,687	Nil	\$19,869

⁽¹⁾ All other fees relate to services provided by the Corporation's auditors with respect to IFRS diagnostic.

Exemption

As a "venture issuer" (a company whose securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the United States of America, or a market outside of Canada and the U.S.A.), the Corporation is exempt from the requirements of Part 3, Composition of the Audit Committee, and Part 5, Reporting Obligations, of NI 52-110. The Corporation has elected to comply with the requirements of Part 3 but is relying on the exemption provided for in Section 6.1 of NI 52-110.

**STATEMENT OF CORPORATE GOVERNANCE PRACTICE
(presented by the Corporate Governance and Nominating Committee)**

The Corporation, as a Tier 1 issuer listed on the Exchange, is not required to, but chooses to disclose its corporate governance practices using the disclosure requirements in National Instrument 58-101, *Disclosure of Corporate Governance Practices* (“NI 58-101”) that apply to issuers listed on the Toronto Stock Exchange (“TSX”). The Corporation’s statement of corporate governance practices, attached to this Circular as Exhibit I, is made with reference to National Policy 58-201, *Corporate Governance Guidelines* and NI 58-101 (collectively the “Governance Guidelines”) which are initiatives of the Canadian Securities Administrators (“CSA”). The corporate governance practices of the Corporation also conform to the TSX corporate governance guidelines, which have essentially been supplanted by the Governance Guidelines.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

During the fiscal year ended December 31, 2009, no informed person (as such term is defined in National Instrument 51-102 *Continuous Disclosure Obligations*) of the Corporation nor any proposed nominee for election as director, nor any associate or affiliate of said persons has had any material interest, direct or indirect, in any transaction, which has materially affected or will materially affect the Corporation or any of its subsidiaries.

APPOINTMENT AND REMUNERATION OF AUDITORS

Unless authority to do so is withheld, the persons named in the accompanying proxy intend to vote for the appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Corporation to hold office until the termination of the next annual meeting of shareholders and to authorize the directors to fix their remuneration. PricewaterhouseCoopers LLP, Chartered Accountants, have served as auditors of the Corporation for more than five years.

MANAGEMENT CONTRACTS

Management functions of the Corporation and its subsidiaries are performed by directors, executive officers or senior officers of the Corporation and not, to any substantial degree, by any other person with whom the Corporation has contracted.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Management of the Corporation knows of no other matters which will be brought before the Meeting, other than those referred to in the Notice of Meeting. Should any other matters properly be brought before the Meeting, the Common Shares represented by the proxies solicited hereby will be voted on those matters in accordance with the best judgment of the persons voting such proxies.

ADDITIONAL INFORMATION

The Board approves the Corporation’s annual consolidated financial statements and annual management’s discussion and analysis (“MD&A”), quarterly reports to shareholders and the content of the Corporation’s other significant public disclosure documents. These and other prescribed documents are available on Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. The Corporation has also established and maintains a corporate website at www.atacama.com that includes, among other things, an investor relations section containing past annual and quarterly reports and press releases. Financial information regarding the Corporation is provided in the annual financial statements and annual MD&A for the period ended December 31, 2009. Shareholders may contact the Corporation to request copies of the financial statements and MD&A as follows:

- (i) e-mail: atacama@namdo.com
- (ii) telephone: 604-689-7842

(iii) mail: Atacama Minerals Corp.
Suite 2101, 885 West Georgia Street
Vancouver, BC V6C 3E8
Attn: Corporate Development

DIRECTORS' APPROVAL

The contents and the distribution of this Circular to shareholders of the Corporation have been approved by the Board.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) Timothy Miller,
President and Chief Executive Officer

April 26, 2010

EXHIBIT I

The following matrix indicates how the Corporation's system of corporate governance aligns with **NATIONAL INSTRUMENT 58-101 – Disclosure of Corporate Governance Practices (“NI 58-101”)** and **NATIONAL POLICY 58-201 – Corporate Governance Guidelines (“NP 58-201”)**.

Required Disclosure Corporate Governance (NI 58-101)	Response
1. Board of Directors	
(a) Disclose the identity of directors who are independent.	<i>Each of Ron F. Hochstein, M. Barry Needham, Paul K. Conibear, Richard P. Clark and Lukas Lundin are independent directors within the meaning NI 52-110. John H. Craig is a partner with Cassels Brock & Blackwell (“CBB”), Toronto, Ontario. CBB has provided legal services to the Corporation from time to time in each of the last five years. The Board has determined that Mr. Craig is an independent director as the size of the fees charged by CBB are considered insignificant relative to the overall income derived from his practice. Mr. Craig is, however, not eligible to sit on the Audit Committee for the purposes of NI 52-110.</i>
(b) Disclose the identity of directors who are not independent and describe the basis for that determination.	<i>Tim Miller is a non-independent director given his position as President and CEO of the Corporation.</i>
(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 (the board) does to facilitate its exercise of independent judgment in carrying out its responsibilities.	<i>Six of the seven nominees proposed by management for election to the board are independent.</i>
(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.	<i>With the exception of Messrs. Tim Miller and M. Barry Needham, all of the directors of the Corporation are directors and/or officers of other reporting issuers (see attached Schedule A for details).</i>
(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.	<i>The Board does not hold regularly scheduled meetings at which non-independent directors and management are not in attendance but may do so whenever they see fit. The Board has functioned and is of the view that it can continue to function independent of management, given the majority of independent and non-management directors on the Board. Board committees, in particular, the Compensation Committee and the Audit Committee, do meet from time to time without management.</i>
(f) Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead 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.	<i>Mr. Lukas H. Lundin, the Board Chair, is an independent director. The Board has appointed Mr. Paul K. Conibear, an independent director, as Lead Director. The role of the Lead Director is to act as effective leader of the Board, to ensure that the Board's agenda will enable it to successfully carry out its duties, and to provide leadership for the Board's independent directors.</i>
(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.	<i>(see attached Schedule B for details.)</i>

Required Disclosure Corporate Governance (NI 58-101)	Response
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.	<i>The Board has a written mandate which includes responsibility to (i) supervise and evaluate management (ii) oversee the conduct of the Corporation’s business; (iii) adopting, supervising and providing guidance to management on the Corporation’s strategic planning process; (iv) identifying the principal risks of the Corporation’s business and ensuring management’s implementation and assessment of appropriate risk management systems; (v) ensuring that the Corporation has highly qualified management and adequate and effective succession plans for senior management; (vi) overseeing the Corporation’s communications policy with its shareholders and with the public generally; (vii) placing limits on managements authority; and (viii) assessing directly and through its Audit Committee, the integrity of the Corporation’s internal control and management information systems.</i>
3. Position Descriptions	
(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.	<i>The Board has written position descriptions for the chair and the chair of each board committee, which address, among other things, governance, reporting, management relationships and leadership.</i>
(b) Disclose whether or not the board and the CEO have developed a written description for the CEO. If the board and the CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.	<i>The Board has developed a position description for the CEO and has defined the extent and limits of management’s responsibility generally and specifically, those responsibilities of the CEO. The CEO position description addresses, among other things, reporting, integrity, strategic planning, business and risk management and organizational effectiveness.</i>
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.	<i>Under its mandate, the Corporate Governance and Nominating Committee is responsible for developing and implementing an orientation program for new directors, where necessary. Currently, new recruits to the board receive a comprehensive board manual which contains specific information on the Corporation’s operations, information on the role of the board and each of its committees, industry information, corporate governance related materials and other information required to be addressed under an orientation program. In addition, trips to where the Corporation’s operations are located are arranged for directors from time to time so they have an opportunity to meet operational management and site personnel.</i>
(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.	<i>Under its mandate, the Corporate Governance and Nominating Committee is responsible for ensuring that continuing education for directors is available. Directors are encouraged to participate in appropriate professional and personal development activities, courses and programs. As well, presentations are made to the board from time to time to keep them informed of changes within the Corporation and in regulatory and industry requirements and standards. The Corporation’s outside legal counsel provides directors and senior officers with summary updates of any developments relating to the duties and responsibilities of directors and officers and corporate governance matters.</i>
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>The Board has adopted a written Code of Business Conduct and Ethics (the “Code”) for directors, officers and employees of the Corporation.</i>
(i) disclose how a person or company may obtain a copy of the code;	<i>The Code is available on the Corporation’s website and has been filed on and is accessible through SEDAR at www.sedar.com.</i>

Required Disclosure Corporate Governance (NI 58-101)	Response
(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	<i>Directors, officers or employees who have concerns or questions about violations of laws, rules or regulations, or of the Code, are required to report them to the Corporate Secretary or to the Chair of the Corporation's Audit Committee. Following receipt of any complaints, the Chair of the Audit Committee will investigate each matter so reported and report to the Audit Committee. The Audit Committee has primary authority and responsibility for the enforcement of the Code, subject to the supervision of the Board of Directors. The Corporation encourages all directors, officers, and employees to report promptly any suspected violation of the Code.</i>
(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.	<i>There has been no departure from the Code during the Corporation's most recently-completed financial year.</i>
(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.	<i>All directors, officers and employees have an obligation to act in the best interest of the Corporation. Any situation that presents an actual or potential conflict between a director, officer or employee's personal interests and the interests of the Corporation are to be reported to the Chair of the Corporation's Audit Committee. The Audit Committee has also been mandated to approve, or disapprove, material contracts where the Board determines it has a conflict. The board ensures that a director who has a material interest in a transaction or agreement does not participate in discussions if competitive information is being presented, or vote on that matter at board meetings.</i>
(c) Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.	<i>In addition to the Code, the Audit Committee has established a Policy and Procedures for the Receipt, Retention and Treatment of Complaints Regarding Accounting or Auditing Matters (Whistleblower Policy) to encourage employees, officers and directors to raise concerns regarding accounting, internal controls or auditing matters, on a confidential basis free from discrimination, retaliation or harassment.</i>
6. Nomination of Directors	
(a) Describe the process by which the board identifies new candidates for board nomination.	<i>The Board has established a Corporate Governance and Nominating Committee which has the responsibility of proposing nominees for director. The Committee considers the competencies and skills that the Board as a whole should possess, the competencies and skills of existing Board members and the competencies and skills of proposed new Board members. The Committee members utilize their extensive knowledge of the industry and personal contacts to identify potential nominees that possess the desired skills and competencies.</i>
(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.	<i>The Corporate Governance and Nominating Committee consists of three directors all of whom are independent within the meaning of the Governance Guidelines.</i>
(c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	<i>The Corporate Governance and Nominating Committee is responsible for, among other things, ensuring that the Board can function independently of management and for identifying possible nominees for the Board (see "Other Board Committees" for a full description of the responsibilities and operation of the Corporate Governance and Nominating Committee).</i>
7. Compensation	

Required Disclosure Corporate Governance (NI 58-101)	Response
(a) Describe the process by which the board determines the compensation for the issuer's directors and officers.	<p><i>The Board has established a Compensation Committee (see "7(c) below for a summary of the Committee's responsibilities) whose mandate includes recommending compensation for the Corporation's directors and officers. Reference is made to the Compensation Discussion and Analysis contained in the Circular under the heading "Statement of Executive Compensation."</i></p> <p><i>Directors have not been compensated for their participation on the Board or committees of the Board. Board members are, however, entitled to participate in the Corporation's incentive stock option plan. The extent and level of participation in this Plan is determined by the Board, as a whole, after considering the recommendations of the Compensation Committee.</i></p>
(b) Disclose whether or not the board has a compensation committee composed entirely of independent directors. Describe what steps the board takes to ensure an objective process for determining such compensation.	<p><i>The Compensation Committee is comprised of three directors, all of whom are independent directors within the meaning of the Governance Guidelines.</i></p>
(c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.	<p><i>The Compensation Committee establishes executive and senior officer compensation, determines the general compensation structure, policies and programs of the Corporation, including the extent and level of participation in incentive programs in conjunction with the Board, evaluates the performance of the CEO and delivers an annual report to shareholders on executive compensation. The Compensation Committee has also been mandated to review the adequacy and form of the compensation of directors and to ensure that such compensation realistically reflects the responsibilities and risk involved in being an effective director. The Compensation Committee is required to meet at least annually.</i></p>
(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.	<p><i>The Corporation has not retained a compensation consultant or advisor at any time since the beginning of the issuer's most recently completed financial year to assist in determining compensation for any of the issuer's directors and officers.</i></p>
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.	<p><i>In addition to the Audit Committee and Compensation Committee, the Board has established a Corporate Governance and Nominating Committee.</i></p> <p><i>The Corporate Governance and Nominating Committee consists of three directors, all of whom are independent within the meaning of the Governance Guidelines. The Corporate Governance and Nominating Committee is responsible for developing and monitoring the Corporation's approach to corporate governance issues. The Committee oversees the effective functioning of the Board, oversees the relationship between the Board and management, ensures that the Board can function independently of management at such times as is desirable or necessary, identifies possible nominees for the Board and, with the assistance of the Board and where necessary, develops an orientation and education program for new recruits to the Board. The Corporate Governance and Nominating Committee also annually reviews and makes recommendations to the Board with respect to: (i) the size and composition of the Board; (ii) the appropriateness of the committees of the Board; and (iii) the contribution of individual directors. In addition, the Committee delivers an annual statement on corporate governance to the Board for inclusion in either the Corporation's annual report or management information circular.</i></p>

Required Disclosure Corporate Governance (NI 58-101)	Response
<p>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.</p>	<p><i>The Corporate Governance and Nominating Committee has been mandated to annually review and make recommendations to the Board with respect to: (i) the size and composition of the Board; (ii) the appropriateness of the committees of the Board; and (iii) the contribution of individual directors.</i></p>

EXHIBIT I, SCHEDULE A – OTHER DIRECTORSHIPS

Currently, the following directors serve on the boards of directors of other public companies as listed below:

Director	Public Company Board Membership
Tim Miller	(no other directorships at present)
John H. Craig	Africa Oil Corp. (TSX-V), BlackPearl Resources Inc. (formerly, Pearl Exploration and Production Ltd.)(TSX-V), Consolidated HCI Holdings Corp. (TSX), Denison Mines Corp. (TSX/NYSE Amex), Etrion Corporation (TSX), Lundin Mining Corporation (TSX/OMX-Nordic)
Ron F. Hochstein	Denison Mines Corp. (TSX/NYSE Amex), JNR Resources Inc. (TSX-V), Fortress Minerals Corp. (TSX-V), Virginia Energy Resources Inc.(TSX-V), Uranium Participation Corporation (TSX)
Richard P. Clark	Red Back Mining Inc. (TSX), Corriente Resources Inc. (TSX/AMX), Lucara Diamonds Corp. (TSX-V), Fortuna Silver Mines Inc. (TSX-V)
Lukas H. Lundin	Lundin Mining Corporation (TSX/OMX-Nordic), NGEx Resources Inc. (formerly, Canadian Gold Hunter Corp.) (TSX), Fortress Minerals Corp. (TSX-V), BlackPearl Resources Inc. (formerly, Pearl Exploration and Production Ltd.) (TSX-V), Lucara Diamond Corp. (TSX-V), Denison Mines Corp. (TSX/NYSE Amex); Red Back Mining Inc. (TSX), Lundin Petroleum AB (OMX-Nordic), Vostok Nafta Investment Ltd. (OMX-Nordic)
Paul K. Conibear	Lucara Diamond Corp. (TSX-V), NGEx Resources Inc. (formerly, Canadian Gold Hunter Corp.) (TSX), Dagilev Capital Corp. (TSX-V)
M. Barry Needham	(no other directorships at present)

Legend:

TSX	=	Toronto Stock Exchange
TSX-V	=	TSX Venture Exchange
OMX-Nordic	=	OMX Nordic Stock Exchange (previously, the Stockholm Stock Exchange)
NYSE Amex	=	NYSE Amex (previously, the American Stock Exchange)
NYSE	=	New York Stock Exchange

EXHIBIT I, SCHEDULE B – BOARD AND COMMITTEE MEETINGS AND ATTENDANCE

During fiscal year ended December 31, 2009, the Board and its committees held the following number of meetings:

Directors	Board Committees							
	Board 4 meetings		Audit 4 meetings		Compensation 2 meeting		Corporate Governance 1 meeting	
	No.	%	No.	%	No.	%	No.	%
John H. Craig	4	100	--	--	--	--	1	100
Richard P. Clark	2	50	--	--	1	50	--	--
Ron F. Hochstein	4	100	3	75	--	--	0	0
Edward F. Posey	4	100	--	--	--	--	--	--
Lukas H. Lundin	4	100	--	--	2	100	--	--
Paul K. Conibear	3	75	3	75	2	100	1	100
M. Barry Needham	2	50	3	75	--	--	--	--



EXHIBIT II

AUDIT COMMITTEE MANDATE AND CHARTER

1. Purpose

The purpose of the Audit Committee (the "Committee") is to assist the Board of Directors of Atacama Minerals Corp. (the "Corporation") in fulfilling its oversight responsibility relating to (i) the integrity of the Corporation's financial statements and Management's Discussion and Analysis ("MD&A"); (ii) the financial reporting process; (iii) the systems of internal accounting and financial controls; (iv) the professional qualification and independence of the external auditors; (v) the performance of the external auditors and communication among the external auditors, management and the Board; (vi) compliance by the Corporation with legal and regulatory requirements relating to accounting matters and financial disclosure; and (vii) such other matters as are determined by the Board from time to time.

The Committee's role is one of oversight. It is the responsibility of the Corporation's management to plan audits and to prepare consolidated financial statements in accordance with generally accepted accounting principles, and it is the responsibility of the Corporation's external auditor to audit these financial statements. Therefore, each member of the Committee, in exercising his or her business judgment, shall be entitled to rely on the integrity of those persons and organizations within and outside the Corporation from whom he or she receives information, and on the accuracy of the financial and other information provided to the Committee by such persons or organizations. The Committee does not provide any expert or other special assurances as to the Corporation's financial statements or any expert or professional certification as to the work of the Corporation's external auditor. In addition, all members of the Committee are equally responsible for discharging the responsibilities of the Committee and the designation of one or more members as an "audit committee financial expert" pursuant to the Applicable Rules (as defined below) is not a statement of intention by the Corporation to impose upon such designee(s) duties, obligations or liability greater than those imposed on such a director in the absence of such designation.

2. Composition of the Committee

2.1. The Committee must be composed of a minimum of three (3) members, each of whom shall be a director of the Corporation.

2.2. The members of the Committee shall be appointed or reappointed at the organizational meeting of the Board at the first meeting of the Board following each annual meeting of the shareholders of the Corporation. Each member of the Committee shall continue to be a Committee member until a successor is appointed, unless he or she resigns or is removed by the Board, ceases to be a director of the Corporation or ceases to qualify as a member under 2.3 below. Any vacancy in the membership of the Committee shall be filled by the Board. Members of the Committee are permitted to serve an unlimited number of consecutive terms.

2.3. Each member of the Committee shall meet the independence and financial literacy requirements in accordance with the applicable rules, regulations and policies of the Canadian Securities Administrators, the Toronto Stock Exchange and any other applicable laws and regulations, as the same may be amended from time to time ("Applicable Rules").

2.4. The Committee shall appoint annually a chairperson from among its members.

3. Meetings

3.1. The times of and the places where meetings of the Committee will be held and the calling of and the procedure at those meetings shall be determined from time to time by the Committee; provided however, that the Committee shall meet at least four (4) times annually, or more frequently as circumstances require. Notice of every meeting of the Committee shall be given in writing not less than five (5) days prior to the date fixed for the meeting (unless unanimously waived by members in writing) and shall be given to the auditors of the Corporation who shall be entitled to attend each meeting. Meetings shall be convened whenever requested by the auditors or any member of the Committee in accordance with the *Canada Business Corporations Act*.

3.2. A majority of the members of the Committee shall constitute a quorum and who shall be present in person or by telephone or other telecommunications device that permits all persons participating in the meeting to communicate with each other.

3.3. As part of each meeting of the Committee at which it recommends that the Board approve financial statements of the Corporation, and at such other times as the Committee deems it appropriate, the Committee shall consider whether it is necessary that the Committee conclude such meeting with a session without any management personnel present.

3.4 At least annually, the Committee shall consult with the external auditors with any management personnel present to discuss and review specific issues as appropriate.

3.5 Notwithstanding the provisions of this section, the Committee has the right to request any officer or employee of the Corporation or the Corporation's outside counsel or external auditor to be present or not present at any part of the Committee meeting.

3.6 The Committee shall maintain minutes or other records of its meetings and activities which shall be filed with the Corporate Secretary of the Corporation.

3.7 The Committee shall make regular reports to the Board.

4. Committee Resources

4.1 The external auditors shall report directly to the Committee and the Committee has the authority to communicate directly with the external auditors to discuss and review specific issues, as appropriate. Any member of the Committee may require the auditors to attend any or every meeting of the Committee.

4.2 Where Committee members believe that, to properly discharge their fiduciary obligations to the Corporation, it is necessary to obtain the advice of independent legal, accounting, or other experts, the Chairman shall, at the request of the Committee, engage the necessary experts at the Corporation's expense and on such terms as the Committee may consider appropriate. The Committee shall not be required to obtain the approval of the Board in order to retain or compensate any such advisors; however, the Board must be kept apprised of both the selection of the experts and the experts' findings through the Committee's regular reports to the Board.

4.3 The Committee shall have unrestricted access to Corporation personnel and documents and shall be provided with all necessary funding and other resources to carry out its responsibilities.

5. Duties and Responsibilities

5.1 The responsibilities of the Committee shall be to:

- (a) with respect to financial statements and accounting matters:
 - (i) review and discuss with management and the external auditors, and recommend for approval by the Board, the annual consolidated financial statements and MD&A;
 - (ii) review and discuss with management and the external auditors, and recommend for approval by the Board, the interim financial statements and MD&A;
 - (iii) satisfy itself that adequate procedures are in place for the review of the Corporation's disclosure of financial information extracted or derived from the Corporation's annual and interim financial statements, including disclosure contained in press releases, if applicable, and shall periodically assess the adequacy of those procedures;
 - (iv) review and discuss with management and the auditor, as appropriate, the appropriateness, acceptability and quality of the Corporation's accounting policies and financial statement presentation, including, without limitation, the following:
 - 1. any areas of management judgment and estimates that may have a critical effect on the financial statements;
 - 2. the effect of using alternative accounting treatments for policies and practices that have been discussed by management and the auditors; and
 - 3. any material written communication between the external auditor and management, such as the annual management letter and the schedule of unadjusted differences;
 - (v) review changes in the accounting policies of the Corporation and any new accounting and financial reporting principles of the Canadian Institute of Chartered Accountants which would have a significant impact on the Corporation's financial reporting as reported to the Committee by management;
 - (vi) review the status of material contingent liabilities as reported to the Committee by management;
 - (vii) review potentially significant tax problems as reported to the Committee by management;
 - (viii) review any significant recommendations made by the external auditors for strengthening internal controls; and

- (ix) review any errors or omissions in the current or prior year's financial statements which appear material as reported to the Committee by management;
- (b) with respect to the external auditors:
- (i) be directly responsible for the appointment, compensation, retention, termination and oversight of the work of the auditor (including, without limitation, resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or services for the Corporation;
 - (ii) review and approve the external auditor's audit plan (including, without limitation, staffing), the scope of the auditor's review and all related fees;
 - (iii) satisfy itself as to the independence of the auditor. The Committee shall pre-approve any non-audit services (including, without limitation, fees therefor) provided to the Corporation or its subsidiaries by the auditor or any auditor of any such subsidiary, including the nature and scope of any review engagements for interim financial statements, and shall consider whether these services are compatible with the auditor's independence. The Committee shall not allow the auditor to render any non-audit services to the Corporation or its subsidiaries that are prohibited by Applicable Rules;
 - (iv) review and approve the Corporation's policies concerning the hiring of employees and former employees of the Corporation's auditor or former auditor;
 - (v) ensure the rotation of senior audit personnel who have primary responsibility for the audit work, as required by law.
- (c) with respect to internal controls:
- (i) oversee management's design, testing and implementation of the Corporation's internal controls and management information systems and periodically review management's evaluation of the adequacy and effectiveness thereof.
- (d) with respect to concerns and complaints:
- (i) establish procedures for:
 - 1. the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
 - 2. the confidential, anonymous submission by employees of the Corporation of concern regarding questionable accounting or auditing matters.
- (e) with respect to ethics:
- (i) oversee and enforce the Code of Business Conduct and Ethics, subject to the supervision of the Board.
- (f) with respect to general matters:
- (i) inquire of management and the external auditors as to any activities that may or may not appear to be illegal or unethical;
 - (ii) review with management and the external auditors any frauds reported to the Committee;
 - (iii) discuss with the Corporation's external legal counsel, if necessary, any litigation, claim or other contingency (including tax assessments), that could have a material effect on the financial position or operating results of the Corporation, and the manner in which these matters have been disclosed in the financial statements;
 - (iv) review with management activity related to management of financial risks to the Corporation, including hedging programs, if any;
 - (v) review and approval related party transactions material in nature;
 - (vi) review with the external auditors the adequacy of staffing for accounting and financial responsibilities;

- (vii) discuss with management and the external auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Corporation's compliance policies; and
- (viii) report and make recommendations to the Board as the Committee considers appropriate, including changes considered advisable based on Committee's assessment of the adequacy of this Mandate and Charter.

5.2 In addition, the Board may refer to the Committee such matters and questions relating to the Corporation as the Board may from time to time see fit.

6. Miscellaneous

Nothing contained in this Mandate and Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or members of the Committee. The purposes, responsibilities, duties and authorities outlined in this Mandate and Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

Adopted by the Board: April 24, 2008. Reviewed and ratified without change: April 27, 2009, April 26, 2010.