

INFORMATION CIRCULAR
for the
Annual General Meeting
of
ASIA GOLD CORP.

to be held on May 27, 2004

DATED: April 14, 2004

ASIA GOLD CORP.

654 – 999 Canada Place
Vancouver, BC V6C 3E1

Telephone: (604) 681-6799

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of **ASIA GOLD CORP.** (the “Company”) will be held at the offices of the Company at Suite 629 – 999 Canada Place, Vancouver, British Columbia, V6C 3E1 on Thursday, May 27, 2004, at 10:00 a.m. (Vancouver time) (the “Meeting”) for the following purposes:

1. to receive the Company’s audited financial statements for the period ending December 31, 2003;
2. to appoint auditors for the Company for the ensuing year;
3. to elect Directors to hold office for the term expiring at the next annual meeting; and
4. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice is a blank proxy. A shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his or her proxy to attend and vote in his or her stead. It is recommended that any shareholders who are unable to attend the meeting in person and who wish to ensure that their shares will be voted at the meeting grant proxies to other persons to attend and vote on their behalf. A shareholder wishing to vote by proxy may use the enclosed form of proxy or any other form of proxy which complies with the formal requirements for proxies prescribed by the *Canada Business Corporations Act* and the Regulations thereto.

Please note that the management is not soliciting proxies, and therefore no Proxy Circular is being sent by management to shareholders

Please advise the Company of any change in your address.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 14th day of April, 2004.

BY ORDER OF THE BOARD OF DIRECTORS

“Beverly A. Bartlett”

Beverly A. Bartlett, Corporate Secretary

GENERAL INFORMATION

This Information Circular is furnished to the holders of Common Shares ("shareholders") of Asia Gold Corp. (the "Company") by management of the Company in connection with the solicitation of proxies to be voted at the Annual General Meeting of shareholders (the "Meeting") to be held at 10:00 a.m. on Thursday, May 27, 2004 in Suite 629 - 999 Canada Place, Vancouver, British Columbia, and at any adjournment thereof, for the purposes set forth in the Notice of Meeting that accompanies this Information Circular. Unless otherwise stated, this Information Circular contains information as at April 14, 2004.

APPOINTMENT AND REVOCATION OF PROXIES

A form of proxy pertaining to the Meeting is enclosed. The individuals named in the enclosed form of proxy are directors and/or officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY.**

A completed form of proxy in respect of the Meeting must be delivered to the offices of CIBC Mellon Trust Company at The Oceanic Plaza, 1600 - 1066 West Hastings Street, P.O. Box 1900, Vancouver, British Columbia V6C 3K9, not later than 10:00 a.m. on 26th of May, 2004 in order to be valid for use at the Meeting.

In addition to revocation in any other manner permitted by law, a shareholder who has given a proxy may revoke it, any time before it is exercised, by instrument in writing executed by the shareholder or by his attorney authorized in writing and deposited at the registered office of the Company, at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, at which the proxy is to be used, or with the chairman of the Meeting on the day of the Meeting or any adjournment thereof. A revocation of a proxy does not affect any matter on which a vote has been taken before the revocation.

VOTING OF PROXIES

Shares represented by properly executed proxy forms in favour of the persons designated on the enclosed proxy form will be voted in accordance with instructions made on the proxy form if a shareholder specifies a choice as to any matters to be acted on. **IN THE ABSENCE OF SUCH INSTRUCTIONS, SUCH SHARES WILL BE VOTED IN FAVOUR OF THE MATTERS SPECIFIED IN THE FORM OF PROXY.**

EXERCISE OF DISCRETION

On a poll, the nominees named in the accompanying form of Proxy will vote or withhold from voting the shares represented thereby in accordance with the instructions of the shareholder. The Proxy will confer discretionary authority on the nominees named therein with respect to

- (a) each matter or group of matters identified therein for which a choice is not specified,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the nominees named in the accompanying Proxy will vote shares represented by the Proxy at their own discretion for the approval of such matter.

As of the date of this Information Circular, management of the Company knows of no amendment, variation or other matter that may come before the Meeting, but if any amendment, variation or other matter properly comes before the Meeting, each nominee named in the accompanying Proxy intends to vote thereon in accordance with the nominee's best judgment.

SOLICITATION OF PROXIES

The Enclosed Proxy is Solicited by and on Behalf of Management of the Company.

This Information Circular, the accompanying Notice of Meeting and the enclosed form of proxy are to be mailed to shareholders on or about April 23, 2004.

All expenses incurred in connection with the preparation, printing and mailing of this Information Circular and the solicitation of proxies for use at the Meeting will be borne by the Company. In addition to solicitation by mail, the officers, directors and regular employees of the Company may, without additional compensation, other than reimbursement for out-of-pocket expenses, solicit proxies personally or by telephone.

No person is authorized to give any information or to make any representations other than those contained in this Information Circular and, if given or made, such information or representations must not be relied upon as having been authorized to be given or made.

ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES

The information set forth in this section is of significant importance to many holders of Common Shares as a substantial number of holders of Common Shares do not hold their Common Shares in their own name.

Holders of Common Shares who do not hold their Common Shares in their own name (referred to in this Information Circular as "Beneficial Holders") should note that only proxies deposited by holders of Common Shares whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If the Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those shares will not be registered in the name of the shareholder on the records of the Company. Such Common Shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Holder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. Therefore, Beneficial Holders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Holders in order to ensure that their Common Shares are voted at the Meeting. The purpose of the Proxy or other form of proxy supplied to a Beneficial Holder by its broker (or agent of the broker) is limited to instructing the registered holder of Common Shares (the broker or agent of the broker) how to vote on behalf of the Beneficial Holder. The majority of brokers now delegate responsibility for obtaining instructions from clients to ADP Investor Communications ("ADP"). ADP typically mails a special proxy form to the Beneficial Holders and asks Beneficial Holders to return such proxy forms to ADP. ADP then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Holder receiving a proxy form from ADP cannot use that proxy to vote Common Shares directly at the Meeting – the proxy must be returned to ADP well in advance of the Meeting in order to have the Common Shares voted at the Meeting.

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

RECORD DATE AND VOTING SHARES

Voting Shares

The Company has an authorized capital consisting of an unlimited number of common shares without par value ("Common Shares"). As of April 14, 2004, 14,622,349 Common Shares were issued and outstanding as fully paid and non-assessable shares. Each outstanding Common Share is entitled to one vote.

Record Date

A holder of record of one or more Common Shares on the securities register of the Company at the close of business on April 12, 2004 (the "Record Date") who either attends the Meeting personally or deposits a properly completed form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have such share or shares voted at the Meeting, except to the extent that the shareholder has transferred the ownership of any such shares after the Record Date and the transferee produces a properly endorsed share certificate for or otherwise establishes ownership of any of the transferred shares and makes a demand to the Company no later than 10 days before the Meeting that the transferee's name be included in the list of shareholders in respect thereof.

Principal Holders of Voting Shares

The following table sets forth information as of April 14, 2004, with respect to all persons known by the Company to be the beneficial owners, directly or indirectly, of more than 10% of the Common Shares issued and outstanding on a non-diluted basis.

<u>Name or Group and Municipality of Residence</u>	<u>Type of Ownership</u>	<u>Number of Issued Shares Owned⁽¹⁾</u>	<u>% of Shares Outstanding</u>
Ivanhoe Mines Ltd. Vancouver, British Columbia	Direct	7,469,201 ⁽²⁾	51.08%

(1) The information as to Common Shares beneficially owned, controlled or directed not being within the knowledge of the Company, its directors or officers, has been furnished by the respective shareholders or has been extracted from the register of shareholdings maintained by the Company.

(2) This number does not include warrants to purchase 833,333 common shares of the Company owned by Ivanhoe Mines Ltd.

DIRECTORS AND OFFICERS INSURANCE

The Company has purchased directors and officers liability insurance with aggregate coverage in the amount of U.S.\$5,000,000. The aggregate premium for the insurance coverage was U.S.\$99,000. The coverage has a deductible of U.S.\$250,000 for securities claims and U.S.\$100,000 for all other claims.

EXECUTIVE COMPENSATION

In accordance with the requirements of applicable securities legislation in Canada, the following executive compensation disclosure is provided in respect of the Company's President and each executive officer ("Named Executive Officers") whose annual compensation exceeded \$100,000 in the year ended December 31, 2003. As at December 31, 2003, the Company had one Named Executive Officer.

Summary Compensation Table

The following table sets forth a summary of all compensation paid during the years ending December 31, 2002 and 2003 to the Named Executive Officer.

Name and Principal Position	Year	Annual Compensation			Long Term Compensation			All Other Compensation
		Salary	Bonus	Other Annual Compensation	Awards		Payouts	
					Securities Under Options/SARs Granted (#)	Restricted Shares or Restricted Share Units	LTIP Payout	
David C. Owens President	2003	96,543 ⁽¹⁾	-		200,000	-	-	-
	2002	67,106 ⁽¹⁾⁽²⁾	-		-	-	-	-

(1) Effective on August 1, 2003, Mr. Owens is paid a salary at an annual rate of \$120,000. Prior to August 1, 2003, Mr. Owens was compensated pursuant to a consulting arrangement by which he was paid a per diem rate. Substantially all of this compensation was accrued by the Company, and in September 2003 the Company converted the outstanding balance of \$131,680 into Common Shares.

(2) For the ten month period ended December 31, 2002.

Long-term Incentive Plan ("LTIP") Awards

The Company does not have a LTIP pursuant to which cash or non-cash compensation intended to serve as an incentive for performance (whereby performance is measured by reference to financial performance or the price of the Company's securities), was paid or distributed to the Named Executive Officer during the financial year ended December 31, 2003.

Options/SAR Grants During The Most Recently Completed Financial Year

No stock appreciation rights ("SAR's") have been granted to of the Named Executive Officer.

The share options granted to the Named Executive Officer during the financial year ended December 31, 2003 were as follows:

Name	Securities Under Option/SAR Granted	% of Total Options/SAR's Granted to Employees in Financial Year	Exercise or Base Price (\$/Security)	Market Value of Securities Underlying Options/SARs on The Date of Grant (\$/Security)	Expiration Date
David C. Owens	200,000	15.6%	\$3.00	\$0.00	Nov. 8, 2008

Option and SAR Repricing

No options or SARs were repriced during the financial year ended December 31, 2003.

Defined Benefit or Pension Plan

The Company does not have a Defined Benefit or Pension Plan.

Aggregated Option Exercises

No options or SAR's were exercised during the year ended December 31, 2003 by the Named Executive Officer.

Termination of Employment, Change in Responsibilities and Employment Contracts

As at December 31, 2003, the Company was party to an employment agreement with Mr. David C. Owens, the Named Executive Officer. The agreement provides for current salary and benefit entitlements. Mr. Owens' salary is at a rate of \$120,000 per year. The contract allows the Company to terminate the employee for cause and if this were to happen, the employee has no entitlement to claim any compensation with respect to the termination. The contract does not contain a change of control arrangement. If Mr. Owens is terminated without cause he is entitled to receive six months salary and benefits in lieu of notice. Mr. Owens' benefit programs are the same as those applicable to all of the Company's employees. Should he wish to resign, Mr. Owens shall give the Company not less than four weeks notice of his resignation. The company may waive or abridge any notice period specified in such resignation notice at its discretion.

Composition of Compensation Committee

Until August 14, 2003, the Company's executive compensation was administered by the Board of Directors. On that date, the Board of Directors appointed a Compensation and Benefits Committee (the "Compensation Committee") consisting of André Deepwell and Donald Poirier. On November 26, 2003 Mr. Poirier resigned as a director of the Company and Mr. Peter Meredith was appointed to the Compensation Committee in his place. Neither Mr. Deepwell nor Mr. Meredith are officers or employees of the Company.

During the fiscal year ended December 31, 2003, the following directors also served as officers of the Company: Pierre Lebel as Chairman, David C. Owens as President and Horst Gudemann as Vice President. Mr. Gudemann resigned as a director and officer on August 14, 2003.

Report on Executive Compensation

The basic philosophy underlying the Company's executive compensation is that the interests of the Company's executive officers should be aligned as closely as possible with the interests of the Company and its shareholders as a whole. Compensation for the Company's executive officers is, accordingly, designed to reflect the following considerations: to provide a strong incentive to management to achieve the Company's corporate goals each year; to ensure that the interests of management and of the Company's shareholders are aligned; and to enable the Company to attract, retain and motivate executives of the caliber necessary to successfully develop and operate the Company's business.

The compensation that the Company's executive officers receive generally consists of cash and equity incentives. Typically, base salary comprises the entire cash component of each executive officer's compensation. The Company does not maintain a pension plan or other long term compensation plan for its executive officers and, generally, does not pay cash bonuses. Compensation over and above base salary usually takes the form of incentive stock options.

The relative emphasis on the various compensation components is variable. Although the cash component of overall compensation tends to remain relatively consistent, the equity incentive component, being entirely within the discretion of the Board of Directors, can fluctuate significantly from one year to another. Factors influencing the nature and scope of equity incentives awarded in a given year include:

awards made in previous years and the number of stock options that remain outstanding and exercisable from grants in previous years and the exercise price and the remaining exercise term of those outstanding stock options. During 2003 the Company granted a number of incentive stock options to its Named Executive Officer, which reflects the initial listing of the Company and the corresponding initial grant of options by the Company.

The Company's compensation policy is based on the proposition that some element of the compensation for the Company's executive officers should be tied to the risks and rewards of owning the Company's common shares and that stock options can create a strong incentive to build shareholder value. The Compensation Committee now oversees and sets the general guidelines and principles for the compensation packages for senior management. As well, the Compensation Committee assesses the individual performance of the Company's senior executive officers and makes recommendations to the Board of Directors. Based on these recommendations, the Board of Directors makes decisions concerning the nature and scope of the compensation to be paid to the Company's senior executive officers over and above their base salaries. Although the base salaries of executive officers may be reviewed from time to time on an ad hoc basis, the Compensation Committee does not, as a matter of course, intend to review base salaries on an annual basis.

The specific relationship of corporate performance to executive compensation under the Company's executive compensation program is created exclusively through equity compensation mechanisms. Incentive stock options, which vest and become exercisable with the passage of time, link the bulk of the Company's equity-based executive compensation to shareholder return, measured by increases in the market price of the Company's Common Shares. Such awards are intended to recognize extraordinary contributions to the achievement of corporate objectives or the fulfillment of defined business development goals and milestones tied to pre-determined equity incentives.

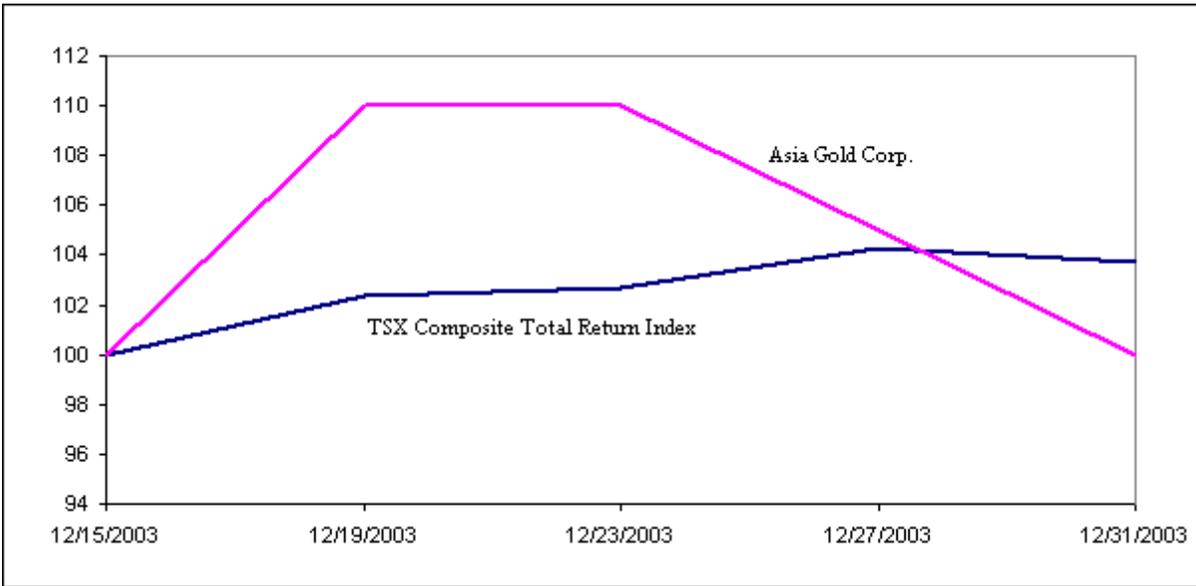
In assessing the cash compensation paid to the chief executive officer (President), the members of the Board of Directors drew primarily upon their collective experience in the mining and mining finance industries. The Board of Directors sought to pay cash compensation to the Company's chief executive officer in the median range of chief executive officers among the members of the Company's industry peer group. The Board of Directors did not use a peer comparison in assessing equity compensation.

Submitted on behalf of the Compensation and Corporate Governance Committee:

André Deepwell
Peter Meredith

Performance Graph

The following graph compares the cumulative shareholder return on a \$100 investment in common shares of the Company to a similar investment in companies comprising the S&P/TSX Total Return Index, including dividend reinvestment, for the period from December 15, 2003 to December 31, 2003:



	12/15/2003	12/31/2003
Asia Gold Corp.	\$ 100	\$ 100
TSX Composite Total Return Index	\$ 100	\$ 104

Compensation of Directors

Currently no fixed compensation is paid to directors of the Company for acting as such, although all directors have been granted stock options. The directors may be reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as directors.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

Other than "routine indebtedness" as that term is defined in applicable securities legislation, no director or senior officer of the Company, or associate or affiliate of any such director or senior officer, is or has been indebted to the Company since the beginning of the last completed financial year of the Company.

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

Other than as disclosed below or elsewhere in this Information Circular, no insider and no associate or affiliate of any such insider, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last financial year or in any proposed transaction, which, in either case, has materially affected or would materially affect the Company, other than as set out below.

In August 2003, Ivanhoe Mines Ltd. ("Ivanhoe") granted to the Company a loan facility of up to \$1,400,000 to cover operating expenses of the Company. The loan facility was in the form of a grid promissory note in which the Company had a right to draw down funds from time to time as and when requested by the Company. The note was payable within 90 days following demand and accrued interest at a compound monthly rate equal to LIBOR. Commencing in mid-November 2003, the principal amount

and all accrued interest of the loan became convertible at the option of Ivanhoe into Common Shares at \$1.50 per Common Share. In November 2003, the outstanding loan balance of \$758,433, including accrued interest, was converted into 505,622 Common Shares of the Company. The parties terminated the loan facility in December 2003.

In September 2003, the Company converted an aggregate of \$131,680 owing to the President of the Company into 109,732 Common Shares. The Company attributed a value of \$1.20 per Common Share to the conversion.

In October 2003, the Company and Ivanhoe entered into a technical consulting agreement, which replaced a mineral services exploration agreement between the parties. Under the new agreement, the Company will conduct its own exploration after November 30, 2003, but will, at its discretion, be entitled to retain Ivanhoe to conduct exploration activities and use Ivanhoe's infrastructure on a cost recovery basis from time to time.

The Company is a party to a shareholders' cost-sharing agreement with certain other public and private companies, including Ivanhoe (the "Other Companies") pursuant to which the Company and the Other Companies are equal shareholders in Global Mining Management Corporation ("GMM") and, through GMM, share office space, furnishings and equipment and communications facilities (on a cost recovery basis) and the employment, on a part-time basis, of various administrative, office and management personnel in Vancouver, British Columbia. Costs of the shared office facilities and the shared part-time employees are recovered from the Company proportionate to the time spent by the shared part-time employees on matters pertaining to the Company. Certain of the directors and officers of the Company are also officers or directors of GMM.

VOTES NECESSARY TO PASS RESOLUTIONS

Pursuant to the Articles of the Company, a quorum for the transaction of business at any meeting of shareholders is at least two members or proxyholders present at the commencement of the Meeting.

Under the Canada Business Corporations Act ("CBCA") and its regulations, a simple majority of the votes cast at the Meeting is required to pass all ordinary resolutions. The CBCA further states that for a special resolution to be passed there must be a majority of not less than two-thirds of the votes cast by the shareholders who voted in respect of the special resolution or signed by all the shareholders entitled to vote on the special resolution.

Shareholders will be asked to elect directors and appoint auditors for the ensuing year. If there are more nominees for election as directors or appointment as the Company's auditors than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

PARTICULARS OF MATTERS TO BE ACTED UPON

ELECTION OF DIRECTORS

The Articles of the Company provide that the number of directors of the Company will be a minimum of 1 and a maximum of 10. The term of office of each of the current directors will end at the conclusion of the Meeting. Unless a director's office is earlier vacated in accordance with the provisions of the CBCA, each director elected will hold office until the conclusion of the next annual meeting of the Company or, if no director is then elected, until a successor is elected.

The following table sets out the names of management's nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment, the period of time during which each has been a director of the Company and the number of shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at April 14, 2004.

Name and Municipality of Residence	Position with Company	Principal Occupation During Past Five Years ⁽¹⁾	Common Shares beneficially owned, directly or indirectly ⁽¹⁾⁽²⁾
David C. Owens Richmond, British Columbia	President, Director (Director since February 14, 2002)	President, Asia Gold Corp. (March 2002 to present); President, 4287 Investments Ltd. (June 2000 to March 2002); President and Director of Asia Minerals Corp. (1991 to June 2000)	568,066
Pierre B. Lebel ⁽³⁾ North Vancouver, British Columbia	Director, Chairman of the Board (Director since August 14, 2003)	Chairman, Imperial Metals Corporation (January 2003 to present); President, Imperial Metals Corporation (December 2001 to January 2003); prior thereto President of IEI Energy Inc. (formerly Imperial Metals Corporation) from 1986 to March 2002	Nil
André Deepwell ⁽³⁾⁽⁴⁾ Burnaby, British Columbia	Director (Director since August 14, 2003)	Chief Financial Officer and Corporate Secretary of Imperial Metals Corporation (April 2002 to present); Chief Financial Officer and Corporate Secretary of IEI Energy Inc. (formerly Imperial Metals Corporation) from 1992 to March 2002	5,000
Douglas J. Kirwin Townsville, Australia	Director (Director since November 26, 2003)	Senior Vice-President, Exploration of Ivanhoe (September 1995 to present)	Nil
R. Edward Flood Sun Valley, Idaho	Director (Director since August 14, 2003)	Deputy Chairman, Ivanhoe Mines Ltd. (May 1999 to present); President, Ivanhoe Mines Ltd. (August 1995 to May 1999)	20,000
Peter G. Meredith ⁽⁴⁾ Vancouver, British Columbia	Director (Director since August 14, 2003)	Chief Financial Officer, Ivanhoe Capital Corporation (1996 to present)	10,000

- (1) The information as to principal occupation, business or employment and shares beneficially owned, controlled or directed by a nominee is not within the knowledge of the management of the Company and has been furnished by the nominee.
- (2) Does not include unissued Common Shares issuable upon the exercise of incentive stock options.
- (3) Indicates members of the Audit Committee.
- (4) Indicates members of the Compensation and Corporate Governance Committee.

Ivanhoe has agreed that it will vote its Common Shares in the capital of the Company in favor of the election of David C. Owens as a director of the Company for so long as Mr. Owens remains an employee of the Company.

APPOINTMENT OF AUDITORS

Deloitte & Touche LLP, Chartered Accountants, will be nominated at the Meeting for re-appointment as auditors of the Company at a remuneration to be fixed by the directors. Deloitte & Touche LLP have been auditors of the Company since August 14, 2003.

OTHER BUSINESS

Management of the Company is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

DIRECTORS' APPROVAL

The contents of this Information Circular and its distribution to shareholders have been approved by the Board of Directors of the Company.

DATED: at Vancouver, British Columbia, as of the 13th of April 2004.

BY ORDER OF THE BOARD

"Beverly A. Bartlett"

Beverly A. Bartlett
Corporate Secretary