

**SKYHARBOUR RESOURCES LTD.**

Suite 2230 – 885 West Georgia Street  
PO Box 1048  
Vancouver, B.C.  
V6C 3E8

**NOTICE OF A SPECIAL GENERAL MEETING OF SHAREHOLDERS**

**TAKE NOTICE** that a Special General Meeting (the "Meeting") of the members (the "Shareholders") of **SKYHARBOUR RESOURCES LTD.** (the "Company") will be held at Suite 1710 - 1177 West Hastings Street, in the City of Vancouver, Province of British Columbia, on Tuesday, November 23, 2010 at the hour of 10:00 a.m. (local time) for the purposes of:

1. To consider and, if thought advisable, to pass a special resolution authorizing a consolidation of the Company's issued and outstanding common share capital on a "one (1) new for ten (10) old" basis, as more fully set forth in the Management Information Circular accompanying this Notice of Meeting.
2. To transact such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of Instrument of Proxy and to return it to **Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1** not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment thereof, at which the person named therein purports to vote in respect thereof.

Dated at Vancouver, B.C. this 19th day of October, 2010.

**ON BEHALF OF THE BOARD OF DIRECTORS**

*"Donald C. Huston"*

---

**Donald C. Huston**  
**President and Chief Executive Officer**

**SKYHARBOUR RESOURCES LTD.**

**MANAGEMENT INFORMATION CIRCULAR  
FOR THE  
SPECIAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON TUESDAY, NOVEMBER 23, 2010**

This information is given as of **October 19, 2010**

**I. SOLICITATION OF PROXIES**

This Information Circular is furnished in connection with the solicitation of proxies by the management of **SKYHARBOUR RESOURCES LTD.** (the "Company") for use at the Special General Meeting (the "Meeting") of the shareholders of the Company, to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

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

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

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

**II. PERSONS OR COMPANIES MAKING THE SOLICITATION**

**The enclosed instrument of proxy is solicited by management.** Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the instrument of proxy. As stated above, the Company has retained Georgeson to assist in respect of the solicitation of proxies. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. None of the directors of the Company has advised management in writing that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

**III. APPOINTMENT AND REVOCATION OF PROXIES**

The persons named in the accompanying instrument of proxy are directors or officers of the Company. **A shareholder has the right to appoint a person to attend and act for him on his behalf at the Meeting other than the persons named in the enclosed instrument of proxy.**

**To exercise this right, a shareholder shall strike out the names of the persons named in the instrument of proxy and insert the name of his nominee in the blank space provided, or complete another instrument of proxy.**

**The completed instrument of proxy must be dated and signed and the duly completed instrument of proxy must be deposited at the Company's transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays, Sundays and holidays.**

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

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

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

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

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

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

Only registered holders of common shares of the Company or the persons they validly appoint as their proxies are permitted to vote at the Meeting. However, in many cases, common shares beneficially owned by a person (a “**Non-Registered Holder**”) are registered either: (i) in the name of an intermediary (an “**Intermediary**”) (including banks, trust companies, securities

dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans) that the Non-Registered Holder deals with in respect of the shares, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant. **If you have any questions or require additional information with regards to the voting of your Shares, please contact our proxy solicitation agent, Georgeson, toll-free within North America at 1-888-605-8408.**

*Distribution to NOBOs*

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

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

*By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for Voting Instruction Form enclosed with mailings to NOBOs.*

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

*Distribution to OBOs*

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

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

- (a) be given a form of proxy **which has already been signed by the intermediary** (typically by a facsimile stamped signature), which is restricted as to the number of shares beneficially owned by the OBO, but which is otherwise uncompleted. This form of proxy need not be signed by the OBO. In this case, the OBO who

wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare Trust Company of Canada in the manner set out above in this circular, with respect to the common shares beneficially owned by such OBO; **OR**

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

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

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

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

### **A. Voting Securities**

On **October 19, 2010**, **117,686,750** common shares without par value were issued and outstanding, each share carrying the right to one vote. At a general meeting of the Company, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he is the holder.

### **B. Record Date**

Only shareholders of record at the close of business on the **19<sup>th</sup>** day of **October, 2010**, who either personally attend the Meeting or who complete and deliver an instrument of proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

### **C. Principal Holders**

To the knowledge of the directors and executive officers of the Company, only the following beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company:

Name of Shareholder	Number of Shares	Percentage of Issued and Outstanding Shares
CDS & Co. <sup>(1)</sup>	115,526,469	98.16%

<sup>(1)</sup> The beneficial owners of the shares thus shown are not known to management of the Company.

## **VII. VOTE NECESSARY TO PASS RESOLUTIONS**

An affirmative vote of 66 2/3rds of the votes cast in person or by proxy at the Meeting is required to pass the resolutions described herein as special resolutions.

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

Other than as disclosed elsewhere in this Information Circular, none of the directors or executive officers of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

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

### **A. Proposed consolidation of the Company's issued and outstanding common share capital**

The Company is currently undertaking a reorganization of its affairs. The first stage of this reorganization will consist of a share consolidation on a "one (1) new for ten (10) old" basis. (As at **October 19, 2010**, a total of **117,686,750** common shares in the capital of the Company were issued and outstanding. Accordingly, assuming no other change in the issued capital, following the share consolidation as outlined herein, a total of **11,768,675** common shares in the capital of the Company would be issued and outstanding. There is currently no maximum number of authorized common shares, and on effecting the share consolidation there would continue to be no maximum number of authorized common shares.)

As set out in Section 83 of the *Business Corporations Act* (British Columbia), if any fractional shares are to be converted into whole common shares, each fractional common share remaining after conversion that is less than one-half (1/2) of a common share will be cancelled, and each fractional common share that is at least one-half (1/2) of a common share will be changed to one whole common share.

Any shareholder who, on the date the consolidation of the Company's issued and outstanding common shares is effected, is the holder of a number of common shares not evenly divisible by ten (10), then in such event, any fractional post-consolidated common shares will either be cancelled or converted to whole common shares, as outlined above.

In order to effect the common share consolidation, the following special resolution will be

presented to the Meeting.

**"RESOLVED**, as special resolutions, that:

1. The issued and outstanding common share capital of the Company of **117,686,750** common shares without par value be consolidated on a "**one (1) new for ten (10) old**" basis, to **11,768,675** common shares.
2. Any fractional common shares resulting from the consolidation will either be cancelled or converted to whole common shares, pursuant to the provisions of section 83 of the *Business Corporations Act* (British Columbia).
3. The Company be authorized to file all requisite documentation with the Registrar of Companies for the Province of British Columbia, including a "Notice of Articles", in order to effect the share consolidation provided for in paragraph 1 above."

**Shareholders are advised that, notwithstanding that the special resolution in respect of the share consolidation provided for herein may be passed at the Meeting, Management reserves the right not to proceed with the implementation of this share consolidation provided for herein if, in its discretion, it feels that it would not be in the best interests of the Company to do so.**

#### **X. OTHER MATTERS TO BE ACTED UPON**

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. The Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

#### **XI. ADDITIONAL INFORMATION**

Additional information concerning the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information concerning the Company is provided in the Company's comparative financial statements and Management's Discussion and Analysis for the financial year ended **March 31, 2010**, as well as for the interim periods ended **June 30, 2010** and **September 30, 2010**.

Shareholders wishing to obtain a copy of the Company's financial statements and Management's Discussion and Analysis may obtain them on SEDAR at [www.sedar.com](http://www.sedar.com), or may contact the Company as follows:

**SKYHARBOUR RESOURCES LTD.**

Suite 2230 – 885 West Georgia Street

PO Box 1048

Vancouver, B.C.

V6C 3E8

**Telephone: 604-687-3376**

**Fax: 604-687-3119**

**info@skyharbourltd.com**

**XII. BOARD APPROVAL**

The content and sending of this Information Circular has been approved by the Company's Board of Directors. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

DATED at Vancouver, British Columbia, the **19th** day of **October, 2010**.

**ON BEHALF OF THE BOARD**

*“Donald C. Huston”*

**DONALD C. HUSTON**

President and Chief Executive Officer



**Please direct all inquiries to:**

**Questions and Further Assistance**

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

**Georgeson**

**100 University Avenue  
11th Floor, South Tower  
Toronto, Ontario  
M5J 2Y1**

**North American Toll Free Number: 1-888-605-8408**

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

**SKYHARBOUR RESOURCES LTD.**  
**FINANCIAL STATEMENT REQUEST FORM**

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

SKYHARBOUR RESOURCES LTD.  
P.O. Box 1048  
2230 – 885 West Georgia Street  
Vancouver, BC  
V6C 3E8  
Attention: Secretary  
e-mail: [info@skyharbourltd.com](mailto:info@skyharbourltd.com)

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

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

which should be sent to:

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

\_\_\_\_\_  
ADDRESS

\_\_\_\_\_

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

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

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

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

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



Security Class

Holder Account Number

-----  
Fold

**Form of Proxy - Special General Meeting to be held on November 23, 2010**

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

**Notes to proxy**

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

-----  
Fold

**Proxies submitted must be received by 10:00 am, Pacific Time, on November 19, 2010.**

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



**To Vote Using the Telephone**

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

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



**To Vote Using the Internet**

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

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

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

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

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

**CONTROL NUMBER**



### Appointment of Proxyholder

I/We, being holder(s) of Skyharbour Resources Ltd. hereby appoint:  
Donald C. Huston, or failing him, James G. Pettit,

OR

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

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Special General Meeting of shareholders of Skyharbour Resources Ltd. to be held at 1710 - 1177 West Hastings Street, Vancouver, British Columbia, on November 23, 2010 at 10:00 AM Pacific Time, and at any adjournment or postponement thereof.

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

	<b>For</b>	<b>Against</b>
--	------------	----------------

#### 1. Consolidation of the Company's issued and outstanding common share capital

Resolved, as a special resolution, that the issued and outstanding common share capital of the Company of **117,686,750** common shares without par value be consolidated on a **"one (1) new for ten (10) old"** basis, to **11,768,675** common shares, as more particularly described in the accompanying Information Circular, subject to approval of the TSX Venture EXchange.

 

-----  
Fold

-----  
Fold

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

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

Signature(s)

Date

DD / MM / YY

