

BLACK SPRINGS CAPITAL CORP.

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

FOR THE ANNUAL AND SPECIAL MEETING OF THE SHAREHOLDERS

To be held on Tuesday, April 1, 2014

BLACK SPRINGS CAPITAL CORP. NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual and special meeting (the "**Meeting**") of the shareholders of Black Springs Capital Corp. (the "**Corporation**") will be held at Suite 400, 570 Granville Street, Vancouver, British Columbia on Tuesday, April 1, 2014 at 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the fiscal year ended December 31, 2013, together with the report of the auditors thereon;
2. to elect the directors for the forthcoming year;
3. to consider and if deemed advisable, to pass, with or without variation, a resolution to appoint Lancaster & David, Chartered Accountants as auditors of the Corporation and to authorize the directors of the Corporation to fix the auditors' remuneration and the terms of their engagement;
4. to approve the transfer of the listing of the Corporation's common shares to the NEX board of the TSX Venture Exchange ("**Exchange**") in the event a Qualifying Transaction is not completed by the Corporation pursuant to the policies of the Exchange by July 10, 2014 (the "**NEX Transfer**");
5. to approve the cancellation of 50% of the Corporation's common shares originally issued to Non-Arm's Length Parties to the Corporation as required by the Exchange in connection with the NEX Transfer; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment thereof.

The Corporation's board of directors has fixed February 20, 2014 as the record date for determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Information Circular.

The Corporation has elected to use the 'Notice and Access' provisions for the Meeting pursuant to National Instrument 54-101 *Communications with Beneficial Owners of a Reporting Issuer*, with respect to the mailing to its registered and beneficial shareholders. The Notice and Access provisions are a new set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders by allowing the Corporation to post the Information Circular and any additional materials on a non-SEDAR website rather than deliver such materials by mail. Shareholders will receive this Notice of Meeting and a form of proxy or voting instruction form (the "**Notice Package**") and may choose to receive a hard copy of the Information Circular.

The Corporation is sending the Notice Package directly to non-objectioning beneficial holders ("**NOBOs**"). The Corporation will not pay for intermediaries to deliver the Notice Package to objectioning beneficial holders ("**OBOs**"), and OBOs will not receive the Notice Package unless their intermediary assumes the cost of delivery.

Please review the Information Circular carefully prior to voting in relation to the matters conducted at the Meeting. The Information Circular is available on SEDAR (www.sedar.com) or at <http://macdonaldtuskey.com/clientinfo.html>. Shareholders may obtain, without any charge to them, a paper copy of the Information Circular (and the audited financial statements and related management's discussion and analysis for the Corporation's last financial year and any documents referred to in the Information Circular) and further information on Notice and Access by contacting the Corporation as follows:

Donald Sharpe
Ph: 604 568-0199
Fax: 604 681-4760

Requests for paper copies of the Information Circular (and any other related documents) must be received by no later than 11:00 am (Vancouver time) on March 21, 2014 in order for shareholders to receive paper copies of such documents and return their completed proxy form or voting instruction form by the deadline for submission of 11:00 am (Vancouver time) on March 28, 2014.

If you cannot attend the Meeting in person, you are encouraged to complete and return the form of proxy or voting information form provided to you indicating your voting instructions. Please complete, date and sign your form of proxy or voting instruction form and return it by mail in the envelope provided for this purpose and deposit it with the Corporation's transfer agent, Olympia Trust Company, Suite 1003 - 750 West Pender Street, Vancouver BC V6C 2T8, or by following the procedures for telephone or internet voting provided in the enclosed form of proxy or voting information form. To be valid, a completed form of proxy or voting instruction form must be received by the Corporation's transfer agent no later than 11:00 am (Vancouver time) on March 28, 2014.

If you are a non-registered shareholder of the Corporation and receive the Notice Package through an intermediary, please complete and return the materials in accordance with the instructions provided to you by your intermediary.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 21st day of February, 2014.

By Order of the Board of Directors
of **BLACK SPRINGS CAPITAL CORP.**

"Donald Sharpe"

Donald Sharpe
President

SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING ARE REQUESTED TO COMPLETE, DATE AND SIGN THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY AND RETURN IT TO THE CORPORATION'S TRANSFER AGENT, OLYMPIA TRUST COMPANY, SUITE 1003, 750 WEST PENDER STREET, VANCOUVER, BRITISH COLUMBIA V6C 2T8, ATTENTION: PROXY DEPARTMENT, SUCH THAT IT IS RECEIVED AT LEAST 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS IN THE PROVINCE OF BRITISH COLUMBIA) PRIOR TO THE COMMENCEMENT OF THE MEETING OR ANY ADJOURNMENT THEREOF, IN DEFAULT OF WHICH IT MAY BE TREATED AS INVALID. IN ORDER TO BE REPRESENTED BY PROXY, SHAREHOLDERS MUST COMPLETE AND SUBMIT THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY.

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 by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

BLACK SPRINGS CAPITAL CORP.

MANAGEMENT INFORMATION CIRCULAR

GENERAL PROXY INFORMATION

SOLICITATION OF PROXIES

This management information circular (the "Circular") is furnished in connection with the solicitation of proxies by or on behalf of management of Black Springs Capital Corp. (the "Corporation") for use at the annual and special meeting of shareholders of the Corporation (the "Meeting") to be held on Tuesday, April 1, 2014, at 11:00 a.m. (Vancouver time), or any adjournment thereof, at Suite 400 – 570 Granville Street, Vancouver, British Columbia, V6C 3P1 for the purposes set out in the accompanying notice of meeting (the "Notice of Meeting").

The solicitation of proxies will be made primarily by mail, but proxies may also be solicited personally, by telephone or other telecommunication by the directors, officers and certain employees of the Corporation at nominal cost. Banks, brokers, custodians, nominees and fiduciaries will be requested to forward the proxy soliciting materials to beneficial owners, and the Corporation will reimburse such persons for reasonable out-of-pocket expenses incurred by them in this connection. The expenses of soliciting proxies, including the cost of preparing, assembling and mailing this proxy material to shareholders, will be borne by the Corporation.

All information in this Circular is given as at February 20, 2014, unless otherwise indicated.

In this Circular, unless otherwise specified, all dollar amounts are expressed in Canadian dollars.

Q&A ON PROXY VOTING

Q: What am I voting on?

A: Shareholders are voting on: (i) the election of directors to the board of directors of the Corporation (the "**Board**") for the forthcoming year; (ii) the appointment of auditors for the Corporation for the forthcoming year and the authorization of the directors of the Corporation to fix their remuneration and the terms of their engagement; (iii) the transfer of the listing of the Corporation's common shares ("**Shares**" or "**Common Shares**") to the NEX board of the TSX Venture Exchange ("**Exchange**") in the event a Qualifying Transaction is not completed by the Corporation pursuant to the policies of the Exchange by July 10, 2014 (the "**NEX Transfer**"); and (iv) the cancellation of 50% of the Corporation's Common Shares originally issued to Non-Arm's Length Parties to the Corporation as required by the Exchange in connection with the NEX Transfer (the "**Share Cancellation**").

Q: Who is entitled to vote?

A: Shareholders as of the close of business on February 20, 2014 (the "**Record Date**") are entitled to vote at the Meeting and at any adjournments thereof. Each Common Share is entitled to one vote on those items of business identified in the Notice of Meeting.

Q: How do I vote?

A: There are several ways you can vote your Shares if you are a registered shareholder:

- (i) By attending the Meeting and voting;

- (ii) By completing, dating and signing the enclosed form of proxy and returning it to the Corporation's transfer agent, Olympia Trust Company, by mail or by hand to Suite 1003, 750 West Pender Street, Vancouver, British Columbia, V6C 2T8, Attention: Proxy Department; or
- (iii) By using the internet through the website of the Corporation's transfer agent's website, <http://secure.olympiatrust.com/proxy/>; provided that you follow the instructions that appear on the screen and refer to the enclosed form of proxy for the holder's account number and the proxy access number.

In all cases please ensure that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

If your Shares are held in the name of a nominee, please refer to the answer to the question "*What if my Shares are held through a brokerage account?*" to determine how you may vote your Shares.

Q: What if I plan to attend the Meeting and vote in person?

A: If you are a registered shareholder and plan to attend the Meeting on April 1, 2014 and wish to vote your Shares in person at the Meeting, do not complete or return the form of proxy. Your vote will be taken and counted at the Meeting. Please register with the Corporation's transfer agent, Olympia Trust Company, upon arrival at the Meeting. If your Shares are held in the name of a nominee and you wish to attend the Meeting, refer to the answer to the question "*What if my shares are held through a brokerage account?*" for voting instructions.

Q: Who is soliciting my proxy?

A: **The enclosed form of proxy is being solicited by management of the Corporation** and the associated costs will be borne by the Corporation. The solicitation will be made primarily by mail but may also be made personally, by telephone or other telecommunication by the directors, officers and certain employees of the Corporation.

Q: What happens if I sign the form of proxy enclosed with this Circular?

A: Signing the enclosed form of proxy gives authority to Donald Sharpe, President of the Corporation, or failing him, Sean Dickenson, Chief Financial Officer of the Corporation, or to another person you have appointed, to vote your Shares at the Meeting.

Q: Can I appoint someone other than these representatives to vote my Shares?

A: Yes. **Write the name of this person, who need not be a shareholder of the Corporation, in the blank space provided in the form of proxy and return the proxy to the Corporation's transfer agent.** It is important to ensure that any other person you appoint is attending the Meeting and is aware that he or she has been appointed to vote your Shares. Proxyholders should, upon arrival at the Meeting, present themselves to a representative of Olympia Trust Company.

Q: If I change my mind, can I take back my proxy once I have given it?

A: Yes. A registered shareholder who executes and returns a proxy has the power to revoke it (to the extent that it has not been exercised) by depositing a written statement to that effect executed by the shareholder or his, her or its attorney duly authorized in writing or by electronic signature or by transmitting, by telephonic or electronic means, a revocation that is signed by electronic signature, or, if the shareholder is a corporation, by written instrument executed (under corporate seal if so required by the rules and laws governing the corporation) by a duly authorized signatory of such corporation:

- (i) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof. If such written instrument is deposited with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy;
- (ii) with the Corporation's registrar and transfer agent, Olympia Trust Company, by mail or by hand delivery at Suite 1003, 750 West Pender Street, Vancouver, British Columbia V6C 2T8, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof; or
- (iii) in any other manner permitted by law.

A registered shareholder who has revoked a proxy may submit another form of proxy bearing a later date and duly depositing the same as described above in the answer to the question "*What do I do with my completed proxy?*"

A non-registered holder may revoke a voting instruction or a waiver of the right to receive the meeting materials or a waiver of the right to vote given to an intermediary at any time by written notice to the intermediary, except that an intermediary is not required to act on any such revocation that is not received by the intermediary well in advance of the Meeting.

Q: How will my Shares be voted if I give my proxy?

A: On the form of proxy, you can indicate how you want your proxyholder to vote your Shares, or you can let your proxyholder decide for you. If you have specified on the form of proxy how you want your Shares to be voted on a particular issue, then your proxyholder must vote your Shares accordingly. If you have not specified on the form of proxy how you want your Shares to be voted on a particular issue, then your proxyholder can vote your Shares as he or she sees fit. **IN THE ABSENCE OF SUCH DIRECTIONS, HOWEVER, YOUR SHARES WILL BE VOTED IN FAVOUR OF: (I) THE ELECTION OF MANAGEMENT'S NOMINEES FOR DIRECTORS NAMED IN THIS CIRCULAR; (II) THE APPOINTMENT OF AUDITORS; (III) THE NEX TRANSFER; AND (IV) THE SHARE CANCELLATION.**

Q: What if amendments are made to these matters or if other matters are brought before the Meeting?

A: **The persons named in the form of proxy will have discretionary authority with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting.**

As of the date of this Circular, management of the Corporation knows of no such amendment, variation or other matter expected to come before the Meeting. If any other matters properly come before the Meeting, the persons named in the form of proxy will vote on them in accordance with their best judgment.

Q: How many Shares are entitled to vote?

A: As of the date hereof, there are 4,000,000 Common Shares issued and outstanding. Each shareholder has one vote for each Common Share held at the close of business on February 20, 2014.

Q: How will the votes be counted?

A: Unless otherwise required by law, each question brought before the Meeting is determined by a majority of votes cast on the question. In the case of equal votes, the Chairman of the Meeting is not entitled to a second or casting vote.

Q: Who counts the votes?

A: The Corporation's transfer agent, Olympia Trust Company, counts and tabulates the proxies. This is done independently of the Corporation to preserve the confidentiality of individual shareholder votes. Proxies are referred to the Corporation only in cases where a shareholder clearly intends to communicate with management or when it is necessary to do so to meet the requirements of applicable law.

Q: What if my Shares are held through a brokerage account?

A: If you hold your Common Shares through a brokerage firm, bank or other intermediary, or in the name of a clearing agency, in most cases you are considered to be a "non-registered" shareholder. **Please refer to the section entitled "Important Information For Non-Registered Shareholders" below for additional information on how to vote your Common Shares.**

IMPORTANT INFORMATION FOR NON-REGISTERED SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders as a substantial number of shareholders do not hold Common Shares in their own name. Shareholders who do not hold their shares in their own name ("**Beneficial Shareholders**") should note that only proxies deposited by shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Beneficial Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Beneficial Shareholder's broker or an agent of that broker. In the United States, the vast majority of such shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, 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 Shareholders. **Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory policies require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered shareholders by the Corporation; however, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Services ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge 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 Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of Common Shares must be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted.**

The Notice of Meeting and proxy or voting instruction form (the "**Notice Package**") are being sent to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories—those who object to their identity being known to the issuers of securities which they own ("**Objecting Beneficial Owners**", or "**OBOs**") and those who do not object to their identity being made known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**", or "**NOBOs**"). Subject to the provision of National Instrument 54-101 – Communication with Beneficial Owners of Securities of Reporting Issuers ("**NI 54-101**") issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. If you are a Beneficial Shareholder, and

the Corporation or its agent has sent these materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Common Shares on your behalf.

The Corporation has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy related materials directly to its NOBOs. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding Common Shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result, if you are a NOBO of the Corporation, you can expect to receive a scannable Voting Instruction Form ("VIF") from Olympia Trust Company the Corporation's transfer agent. Please complete and return the VIF to the transfer agent in the envelope provided or by facsimile. In addition, telephone voting and internet voting can be found in the VIF. The transfer agent will tabulate the results of the VIFs received from the Corporation's NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

The Corporation's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of proxy 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.**

NOTICE AND ACCESS

The Corporation has elected to use the 'Notice and Access' provisions for the meeting pursuant to National Instrument 54-101 *Communications with Beneficial Owners of a Reporting Issuer* with respect to the mailing to its registered and beneficial shareholders. The Notice and Access provisions are a new set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders by allowing the Corporation to post the Circular and any additional materials on a non-SEDAR website rather than deliver such materials by mail. Shareholders will receive the Notice Package by mail and may choose to receive a hard copy of the Circular.

The Circular is available on SEDAR (www.sedar.com) or at <http://macdonaltduskey.com/clientinfo.html>. Shareholders may obtain, without any charge to them, a paper copy of the Circular (and the audited financial statements and related management's discussion and analysis for the Corporation's last financial year and any documents referred to in the Circular) and further information on Notice and Access by contacting the Corporation as follows:

Donald Sharpe
Phone: 604 568-0199
Fax: 604 681-4760

Requests for paper copies of the Circular (and any other related documents) must be received by no later than 11:00 am (Vancouver time) on March 21, 2014 in order for shareholders to receive paper copies of such documents and return their completed proxy form or voting instruction form by the deadline for submission of 11:00 am (Vancouver time) on March 28, 2014.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

The authorized capital of the Corporation consists of an unlimited number of Common Shares without par value and an unlimited number of Preferred Shares without par value. As of the date of this Circular, 4,000,000 Common Shares were issued and outstanding. Each Common Share is entitled to one vote. The Corporation will prepare or

cause to be prepared, a list of shareholders (the "**Shareholders List**") entitled to receive notice of the Meeting not later than ten days after the Record Date. At the Meeting, the holders of Common Shares shown on the Shareholders List will be entitled to one vote per Common Share held shown opposite their names on the Shareholders List.

The outstanding Common Shares are listed for trading on the Exchange under the symbol "BSG.P".

At the close of business on February 20, 2014, 4,000,000 Common Shares were issued and outstanding. To the knowledge of our directors and officers, the following persons or companies beneficially own, directly or indirectly, or exercise control or direction over 10% or more of our Shares on that date:

Name of Shareholder	Number of Shares Held⁽¹⁾	Percentage of Outstanding Common Shares
Sean Dickenson	801,000	20.03%
Donald Sharpe	801,000	20.03%

Notes:

(1) Based on information posted on SEDI as of March 13, 2013.

As of the date hereof, the directors and executive officers of the Corporation, as a group, owned beneficially, directly or indirectly, or exercised control or direction over, approximately 2,000,000 Common Shares, representing approximately 50% of the outstanding Common Shares.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein, except where stated to be a special resolution of the shareholders, in which case a two-thirds (2/3) majority of affirmative votes is required to be cast at the Meeting in order to pass a special resolution.

PARTICULARS OF MATTERS TO BE ACTED UPON

A. FINANCIAL STATEMENTS

The audited financial statements of the Corporation for the year ended December 31, 2013, together with the report of the auditors thereon, will be presented to the shareholders at the Meeting for their review and consideration.

B. ELECTION OF DIRECTORS

The Articles of the Corporation provide that the Corporation shall have a minimum of three and a maximum of that number of directors as may be fixed or changed from time to time by majority approval from the shareholders. The number of directors has previously been fixed by the shareholders at four. Accordingly, shareholders will be asked to elect four directors at the Meeting. Each director elected will hold office until the next annual meeting or until his successor is appointed, unless his office is earlier vacated in accordance with the *Business Corporations Act* (British Columbia) (the "**BCA**") and the Articles of the Corporation.

All of the nominees are currently members of the Board and have been since the dates indicated below. Management does not contemplate that any of the nominees will be unable to serve as a director. However, if a nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. The persons named in the enclosed form of proxy intend to vote FOR the election of all of the nominees whose names are set forth below unless otherwise instructed to withhold from voting thereon on a properly executed and validly deposited proxy.

The following table sets forth certain information concerning management's nominees for election as directors, including the approximate number of Common Shares beneficially owned, directly or indirectly, by each of them, or over which they exercise control or direction.

Name of Proposed Nominee, Province and Country of Residence	Principal Occupation	Director Since	Current Position(s) with the Corporation	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed ⁽¹⁾
Donald Sharpe North Vancouver, BC	Businessperson and President of D. Sharpe Management Inc.	October 17, 2011	President, Chief Executive Officer and Director	801,000
Sean Dickenson ⁽²⁾ West Vancouver, BC	Business Person	October 5, 2011	Chief Financial Officer, Secretary and Director	801,000
Dorian Banks ⁽²⁾ Vancouver, BC	President and Chief Executive Officer of Metro Bridge Networks International Inc.	October 17, 2011	Director	200,000
William Macdonald ⁽²⁾ West Vancouver, BC	Barrister & Solicitor	October 17, 2011	Director	198,000 ⁽³⁾

Notes:

- (1) The information as to Common Shares beneficially owned, not being within the knowledge of the Corporation, has been obtained from SEDI or furnished by the proposed directors individually. Does not include Shares issuable upon exercise of options or warrants.
- (2) Member of the audit committee of the Board (the "**Audit Committee**").
- (3) The shares are registered in the name Black Prince Investments Ltd., a company owned by the spouse of Mr. Macdonald.

Orders, Penalties and Bankruptcies

To the knowledge of the Corporation and other than as set forth below, none of the foregoing nominees for director of the Corporation:

- (a) is, at the date of this Circular, or has been, within ten years before the date of this Circular, a director, CEO or CFO of any company (including the Corporation) that:
- (i) was subject of a cease trade or an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an "**order**") and that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity of director, CEO or CFO,
- (b) is, at the date of this Circular, or has been, within ten years before the date of this Circular, a director or executive officer of any company (including the Corporation), that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

To the knowledge of the Corporation, no nominee for director of the Corporation has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

C. APPOINTMENT OF AUDITORS

Shareholders will be requested to appoint Lancaster & David, Chartered Accountants as auditors of the Corporation to hold office until the next annual meeting of shareholders and to authorize the directors of the Corporation to fix their remuneration and the terms of their engagement. Lancaster & David, Chartered Accountants was first appointed on October 25, 2011.

To be approved, the resolution requires the affirmative vote of a majority of the votes cast on the resolution. Proxies received in favour of management will be voted in favour of the appointment of Lancaster & David, Chartered Accountants as auditors of the Corporation to hold office until the next annual meeting of shareholders and the authorization of the directors to fix the auditors' remuneration and the terms of their engagement, unless the shareholder has specified in a proxy that his, her or its Common Shares are to be withheld from voting in respect thereof.

D. TRANSFER TO NEX

Pursuant to the policies of the Exchange, the Corporation is currently required to complete a Qualifying Transaction, delist or transfer to the NEX board of the Exchange (the "NEX") prior to July 10, 2014. Accordingly, Shareholders will be asked at the Meeting to consider, and if deemed advisable, to pass the following ordinary resolution by the majority of the votes cast by Shareholders exclusive of the votes of Non-Arm's Length Parties of the Corporation:

"BE IT RESOLVED THAT:

1. in the event a Qualifying Transaction is not completed by July 10, 2014, the Corporation's Common Shares shall be delisted from the Exchange and immediately be listed on NEX;
2. the directors of the Corporation be authorized to not proceed with the transactions contemplated by this resolution in their sole discretion and without further shareholder approvals; and
3. any one officer or director of the Corporation is further authorized and directed to perform all such acts, deeds and things a and things and execute all such documents, notices or instruments, as may be required to give effect to this resolution."

To be approved, the resolution requires the affirmative vote of a majority of the votes cast on the resolution. A total of 2,000,000 Common Shares held by Non-Arm's Length Parties will be excluded from voting on this resolution. In the absence of instructions to the contrary, the enclosed proxy will be voted FOR the above resolution.

E. CANCELLATION OF ESCROW SHARES

To effect a transfer to NEX, the policies of the Exchange require that either all seed Common Shares purchased by Non-Arm's Length Parties (the "Seed Shares") at a discount to the initial public offering price ("IPO Price") be cancelled or that, with majority shareholder approval, the Corporation cancel an amount of the Seed Shares so that the average cost of the remaining Seed Shares is at least equal to the IPO price. The Corporation's IPO Price was \$0.10 and an aggregate of 2,000,000 Seed Shares are currently held in escrow under the CPC Escrow Agreement dated March 15, 2012, among the Corporation, Olympia Trust Company and certain Shareholders. As a result, Shareholders will be asked at the Meeting to approve the following ordinary resolution by the majority of the votes cast by Shareholders:

"BE IT RESOLVED THAT:

1. 1,000,000 Common Shares originally issued to Non-Arm's Length Parties to the Corporation, which Common Shares are held in escrow under the CPC Escrow Agreement dated March 15, 2012, among the Corporation, Olympia Trust Company and certain Shareholders, be cancelled if the Corporation does not complete a Qualifying Transaction by July 10, 2014; and

2. any one officer or director of the Corporation is further authorized and directed to perform all such acts, deeds and things and things and execute all such documents, notices or instruments, as may be required to give effect to this resolution."

To be approved, the resolution requires the affirmative vote of a majority of the votes cast on the resolution. In the absence of instructions to the contrary, the enclosed proxy will be voted FOR the above resolution.

OTHER BUSINESS

While management of the Corporation is not aware of any business other than that mentioned in the Notice of Meeting to be brought before the Meeting for action by the shareholders, it is intended that the proxies hereby solicited will be exercised upon any other matter or proposal that may properly come before the Meeting, or any adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

The Corporation was, during the year ended December 31, 2013, and continues to be as of the date of this Circular, a capital pool company, or "CPC" as defined in Policy 2.4 of the TSX-V Corporate Finance Manual. Accordingly, the Corporation is prohibited from paying any kind of remuneration, including salaries, consulting fees, management fees or directors' fees, to non-arm's length parties until such time as it completes its Qualifying Transaction. The Corporation expects that it will provide compensation to its officers and directors upon completion of its Qualifying Transaction.

The Corporation does not anticipate paying remuneration to its Named Executive Officers, as defined below, during the next twelve month period, unless it completes its Qualifying Transaction during such period. However, the Board may revise this expectation as circumstances change.

COMPENSATION OF EXECUTIVE OFFICERS

Summary Compensation Table for Named Executive Officers

The following table sets forth all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, for the fiscal years ended December 31, 2013 and December 31, 2012, to the CEO, CFO and the next three mostly highly compensated executive officers of the Corporation whose total compensation and bonus was, individually, in excess of \$150,000 per annum (collectively the "Named Executive Officers").

Name and Principal Position	Fiscal Year Ended December 31	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans (\$)	Long-term incentive plans			
Donald Sharpe <i>Chief Executive Officer and President</i>	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	Nil	Nil	11,958	Nil	Nil	Nil	Nil	11,958
Sean Dickenson ⁽¹⁾ <i>Chief Financial Officer and Secretary</i>	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	Nil	Nil	11,958	Nil	Nil	Nil	Nil	11,958

Notes:

- (1) The option-based awards relate to those stock options awarded pursuant to the Stock Option Plan.

Incentive Plan Awards for Named Executive Officers

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all option-based and share-based awards for each Named Executive Officer that were granted before, and remain outstanding as of the most recently completed fiscal year ended December 31, 2013.

Name and Principal Position	Option-based Awards ⁽¹⁾				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽²⁾ (\$)	Number of Shares or units of Shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Donald Sharpe <i>Chief Executive Officer and President</i>	160,200	0.10	April 9, 2017	801	-	-
Sean Dickenson ⁽¹⁾ <i>Chief Financial Officer and Secretary</i>	160,200	0.10	April 9, 2017	801	-	-

Notes:

- (1) The option-based awards relate to those stock options awarded pursuant to the Stock Option Plan.
(2) The value of unexercised in-the-money options was calculated based on the difference between the closing price of the Common Shares underlying the options as at December 31, 2013, the last closing price prior to the Corporation's year end, which was \$0.105, and the exercise price of the option.

Incentive Plan Awards Value Vested or Earned During the Fiscal Year Ended December 31, 2013

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed fiscal year ended December 31, 2013 by each Named Executive Officer:

Name	Option-based awards-Value vested during the year (\$)	Share-based awards-Value vested during the year (\$)	Non-equity incentive plan compensation-Value earned during the year (\$)
Sean Dickenson	Nil	-	-
Donald Sharpe	Nil	-	-

Pension Plan Benefits

The Corporation does not have any pension plans that provide for payments of benefits at, following or in connection with retirement or provide for retirement or deferred compensation plans for the Named Executive Officers or directors.

Termination and Change of Control Benefits

The Corporation has no plan or arrangement whereby any Named Executive Officer may be compensated in the event of that Named Executive Officer's resignation, retirement or other termination of employment, or in the event of a change of control of the Corporation or a change in Name Executive Officer's responsibilities following such a change of control.

COMPENSATION OF DIRECTORS

Summary Compensation Table for Directors

The following table sets forth information concerning the annual and long-term compensation in respect of the directors of the Corporation other than the Named Executive Officers, during the fiscal year ended December 31, 2013. For details of the compensation for the Named Executive Officers who are, or were previously, also directors of the Corporation, see disclosure in "Summary Compensation Table for Named Executive Officers".

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
William Macdonald	Nil	Nil	Nil	Nil	Nil	\$13,535 ⁽¹⁾	\$13,535
Dorian Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Denotes fees paid by the Corporation for legal services provided by a law corporation controlled by Mr. Macdonald.

Incentive Plan Awards for Directors

Outstanding Share – Based Awards and Option-Based Awards

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed fiscal year ended December 31, 2013 by each director of the Corporation, other than the Named Executive Officers:

Name and Principal Position	Option-based Awards ⁽¹⁾				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽²⁾ (\$)	Number of Shares or units of Shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
William Macdonald	39,600	0.10	April 9, 2017	198	-	-
Dorian Banks	40,000	0.10	April 9, 2017	200	-	-

Notes:

- (1) The option-based awards relate to those stock options awarded pursuant to the Incentive Stock Option Plan.
- (2) The value of unexercised in-the-money options was calculated based on the difference between the closing price of the Common Shares underlying the options as at December 31, 2013, the last closing price prior to the Corporation's year end, which was \$0.105, and the exercise price of the option.

Incentive Plan Awards – Value Vested or Earned During the Fiscal Year Ended December 31, 2013

Name	Option-based awards-Value vested during the year (\$)	Share-based awards-Value vested during the year (\$)	Non-equity incentive plan compensation-Value earned during the year (\$)
William Macdonald	Nil	-	-
Dorian Banks	Nil	-	-

SECURITIES AUTHORIZED FOR ISSUANCE UNDER THE EQUITY COMPENSATION PLAN

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth aggregated information as at December 31, 2013 with respect to the Stock Option Plan, which is the only compensation plan under which equity securities of the Corporation are authorized for issuance to employees or non-employees such as directors and consultants. For further information regarding the Incentive Stock Option Plan, see the section immediately below entitled "*Summary of Terms and Conditions of the Stock Option Plan*".

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders	400,000 ⁽¹⁾	\$0.07	Nil
Equity compensation plans not approved by securityholders	-	-	-
Total	400,000	\$0.07	Nil

(2) Shareholder approval was obtained at the Annual General and Special Meeting held on April 17, 2013.

Summary of Terms and Conditions of the Stock Option Plan

The Corporation has adopted a stock option plan, pursuant to which the board of directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, and technical consultants to the Corporation, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares exercisable for a period of up to five years from the date the common shares are listed on the Exchange. The number of common shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding common shares. Options may be exercised 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any common shares acquired pursuant to the exercise of options prior to completion of a Qualifying Transaction, must be deposited in escrow.

CORPORATE GOVERNANCE AND OTHER MATTERS

GENERAL

The Canadian Securities Administrators have adopted National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**"), which provides guidance on corporate governance practices for issuers such as the Corporation and National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**"), which prescribes certain disclosure by the Corporation of its corporate governance practices. This disclosure is presented below.

BOARD OF DIRECTORS

There are currently four directors of the Corporation: Donald Sharpe, Sean Dickenson, William Macdonald and Dorian Banks. William Macdonald and Dorian Banks are considered to be independent directors for purposes of applicable legislation.

To facilitate the directors of the Corporation functioning independent of management, where appropriate, during regularly scheduled meetings, non-independent directors and members of management are excluded from certain discussions.

DIRECTORSHIPS

The following directors of the Corporation are also directors of other reporting issuers (or the equivalent) as set forth below:

Director	Other Reporting Issuers
Donald Sharpe	N/A
Sean Dickenson	Patriot Petroleum Corp.
William Macdonald	Blackbird Energy Inc. First Americas Gold Corporation Viscount Mining Corp. Benz Capital Corp.
Dorian Banks	Oculus Ventures Corp. Metrobridge Networks International Inc.

ORIENTATION AND CONTINUING EDUCATION

While the Corporation does not have a formal orientation and continuing education program, it ensures that Board members are properly trained and oriented, as part of the Board's overall stewardship responsibility.

ETHICAL BUSINESS CONDUCT

The directors encourage and promote a culture of ethical business conduct through communication and supervision as part of their overall stewardship responsibility.

NOMINATION OF DIRECTORS

The Board performs the functions of a nominating committee with respect to appointment of directors. The Board believes that this is a practical approach at this stage of the Corporation's development. While there are not specific criteria for board membership, the Corporation attempts to attract and maintain directors with business knowledge, which assists in guiding management of the Corporation.

COMPENSATION

The Corporation is, as of the date of this Circular, a CPC. As such, it is prohibited from paying any kind of remuneration to directors until such time as it completes its Qualifying Transaction. Upon completion of its Qualifying Transaction, the Corporation anticipates that the Board will conduct reviews with regard to the compensation of the directors and Chief Executive Officer once a year, taking into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies.

BOARD COMMITTEES

Audit Committee

The Audit Committee is responsible for the Corporation's financial reporting process and the quality of its financial reporting. The Audit Committee is charged with the mandate of providing independent review and oversight of the Corporation's financial reporting process, the system of internal control and management of financial risks, and the audit process, including the selection, oversight and compensation of the Corporation's external auditors. The Audit Committee also assists the Board in fulfilling its responsibilities in reviewing the Corporation's process for monitoring compliance with laws and regulations and its own code of business conduct. In performing its duties, the Audit Committee maintains effective working relationships with the Board, management, and the external auditors and monitors the independence of those auditors. The Audit Committee is also responsible for reviewing the Corporation's financial strategies, its financing plans and its use of the equity and debt markets.

Audit Committee Charter

The text of the Audit Committee's charter is attached as Schedule "A" to this Circular.

Composition of the Audit Committee

The Audit Committee is comprised of the following members of the Board:

Name	Independent	Financial Literacy
Sean Dickenson	No	Yes
William Macdonald	Yes	Yes
Dorian Banks	Yes	Yes

Relevant Education and Experience

Sean Dickenson – Mr. Dickenson is and has been since January 2007, the principal of KDC Services Inc. a private company through which Mr. Dickenson provides consulting services to the Vancouver Acting School of which he is an owner and the Chief Financial Officer. Previously, he was also the owner and director of Shoreline Studios Inc. in Vancouver, British Columbia which he sold in October 2011. Mr. Dickenson is also currently and has been since February 2010, a director of Patriot Petroleum Corp., a company listed on the Exchange. From May 2007 to January 2008, Mr. Dickenson was also the President and from May 2007 to July 2008, a director of Tamm Oil and Gas Inc. a company quoted on the OTCBB. From 2003 to 2007, Mr. Dickenson held positions with Business Objects, a business intelligence software company in Vancouver, British Columbia. Prior thereto, from 2002 to 2003, Mr. Dickenson was an investment Advisor with Dominion Securities in North Vancouver. Mr. Dickenson holds a Bachelor of Arts degree Economics from the University of Waterloo and has completed the Canadian Securities Course.

William Macdonald – Mr. Macdonald is a founder and principal of Macdonald Tuskey, Corporate and Securities Lawyers, a boutique securities and corporate finance firm located in Vancouver, British Columbia established in April 2008. Prior thereto, from February 1998 to April 2008, Mr. Macdonald was a partner with Clark Wilson LLP and a member of the firm's Corporate Finance / Securities Practice Group. Mr. Macdonald has been a member of the Law Society of British Columbia since February 1998 and a member of the New York State Bar since February 2002. Mr. Macdonald obtained his Bachelor of Law degree from the University of Western Ontario in 1997 and his Bachelor of Arts degree from Simon Fraser University in 1993 and has been a director of various public companies since 2008.

Dorian Banks – Mr. Banks has been a director of MetroBridge Networks International Inc. since August 2004 and, during this time, has held the positions of President (August 2004 to July 2007), Chief Technology Officer (July 2007 through June 2008) and Chief Executive Officer (June 2008 to present). Mr. Banks is also and has been since January 2000, the Chief Technology Officer and Co-founder of MetroBridge Networks Corporation, a wholly-

owned subsidiary of MetroBridge International. Prior thereto, Mr. Banks established AirCelerator in 2000 which he led to become the Lower Mainland's largest wireless internet service provider prior to merging the company with Universco to form MetroBridge Networks Corporation in 2004. From 1997 to 1999, Mr. Banks also worked in Germany as Chief Knowledge Officer for Voith GmbH where he was head of information and knowledge management. Mr. Banks is also currently and has been since February 2011, the Chief Executive Officer and a director of Oculus Ventures Corporation, a company listed on NEX. Mr. Banks holds a Bachelor of Arts degree from the University of Western Ontario and a diploma from Harvard University..

Reliance on Certain Exemptions

The Corporation is relying on the exemption provided in section 6.1 of NI 52-110 as the Corporation is a "venture issuer" and is exempt from the requirements of Part 5 (*Reporting Obligations*) of NI 52-110.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial period was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee charter provides for the Audit Committee to establish the auditors' fees. Such fees have been based upon the complexity of the matters in question and the time incurred by the auditors. Management of the Corporation believes that the fees negotiated in the past with the auditors of the Corporation were reasonable in the circumstances and would be comparable to fees charged by other auditors providing similar services.

External Auditor Service Fees

The following table sets forth the aggregate fees billed to the Corporation by Lancaster & David, Chartered Accountants, for services rendered in the fiscal year ended December 31, 2013.

Service	Fiscal Year Ended December 31, 2013 (\$)
Audit fees ⁽¹⁾	10,000
Audit-related fees	2,500
Tax fees ⁽²⁾	0
All other fees ⁽³⁾	0

Notes:

- (1) Audit and review services included quarterly reviews, audits and consultation work.
- (2) Tax services included tax compliance, tax advice and tax planning.
- (3) Other fees included expenses reimbursed for services rendered to the Corporation and its services, other than the services described above.

Other Board Committees

The Board has no committees other than the Audit Committee.

ASSESSMENTS

The Board does not have any formal policies to evaluate the effectiveness of the Board, the Audit Committee and the individual directors. The Board may appoint a special committee of the directors to evaluate the Board, its committees and assess the contribution of its individual directors and to recommend any modifications to the functioning and governance of the Board and its committees. To date, the Board has not appointed any such special committees of directors to perform such analysis.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual who is or, at any time during the most recently completed financial year, was a director or executive officer of the Corporation, and no person who is a proposed nominee for election as a director of the Corporation, and no associate of any such director, executive officer or proposed nominee is, or at any time since the beginning of the last completed financial year, was indebted to the Corporation or any of its subsidiaries.

MANAGEMENT CONTRACTS

To the best of the knowledge of the directors and officers of the Corporation, management functions of the Corporation are not, to any substantial degree, performed by a person other than the directors and senior officers of the Corporation.

INTERESTS OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON AND INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Management is not aware of any material interest, direct or indirect, of any "informed person" of the Corporation, insider of the Corporation, proposed director, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries. An "**informed person**" means: (i) a director or executive officer of the Corporation or of a subsidiary of the Corporation; (ii) any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation; (iii) a director or officer of a company that is itself an informed person of the Corporation or of a subsidiary of the Corporation or (iv) any person who has been a director or officer of the Corporation at any time since the beginning the Corporation's last fiscal year.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be obtained by accessing the Corporation's profile on SEDAR at www.sedar.com. Shareholders may contact the Corporation at Suite 400, 570 Granville Street, Vancouver, British Columbia V6C 3P1 to request copies of the Corporation's financial statements and management's discussion and analysis, free of charge.

Financial information is provided in the Corporation's financial statements and management's discussion and analysis for its most recently completed financial year.

APPROVAL

The contents and the sending of this Circular have been approved by the Board.

DATED at Vancouver, British Columbia this 21st day of February, 2014.

By Order of the Board of Directors
of **BLACK SPRINGS CAPITAL CORP.**

"Donald Sharpe"
Donald Sharpe
President

Schedule "A"

AUDIT COMMITTEE CHARTER

I PURPOSE

The Audit Committee (the "Committee") will consist of a majority of independent directors and is appointed by the Board of Directors (the "Board") of Black Springs Capital Corp. (the "Corporation") to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for the Corporation. The Committee's primary duties and responsibilities are to:

- conduct such reviews and discussions with management and the independent auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;
- assess the integrity of internal controls and financial reporting procedures of the Corporation and ensure implementation of such controls and procedures;
- ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel;
- review the quarterly and annual financial statements and management's discussion and analysis of the Corporation's financial position and operating results and report thereon to the Board for approval of same;
- select and monitor the independence and performance of the Corporation's outside auditors (the "Independent Auditors"), including attending at private meetings with the Independent Auditors and reviewing and approving all renewals or dismissals of the Independent Auditors and their remuneration; and
- provide oversight to related party transactions entered into by the Corporation.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the Independent Auditors as well as any officer of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Corporation and has the authority to retain, at the expense of the Corporation, special legal, accounting, or other consultants or experts to assist in the performance of the Committee's duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part IV of this Charter.

II AUTHORITY OF THE AUDIT COMMITTEE

The Committee shall have the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for advisors employed by the Committee; and
- (c) communicate directly with the internal and external auditors.

III COMPOSITION AND MEETINGS

1. The Committee and its membership shall meet all applicable legal and listing requirements, including, without limitation, those of the TSX Venture Exchange ("TSXV"), the *Business Corporations Act* (British Columbia) and all applicable securities regulatory authorities.
2. The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair.
3. Each member of the Committee shall be "financially literate" (as defined by applicable securities laws and regulations).
4. The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A minimum of two of the members of the Committee present either in person or by telephone shall constitute a quorum.
5. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
6. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
7. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by, the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
8. Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.

9. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.

10. The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as it may see fit, from time to time, to attend at meetings of the Committee.

11. The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.

12. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. All decisions or recommendations of the Audit Committee shall require the approval of the Board prior to implementation.

IV RESPONSIBILITIES

A Financial Accounting and Reporting Process and Internal Controls

1. The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with applicable Canadian accounting standards and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review and approve the interim financial statements. With respect to the annual and interim financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the Independent Auditors as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.

2. The Committee shall review management's internal control report and the evaluation of such report by the Independent Auditors, together with management's response.

3. The Committee shall review the financial statements, management's discussion and analysis relating to annual and interim financial statements, annual and interim earnings press releases and any other public disclosure documents that are required to be reviewed by the Committee under any applicable laws before the Corporation publicly discloses this information.

4. The Committee shall be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the public disclosure referred to in subsection (3), and periodically assess the adequacy of these procedures.

5. The Committee shall meet no less frequently than annually with the Independent Auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, deems appropriate.

6. The Committee shall inquire of management and the Independent Auditors about significant risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps management has taken to minimize such risks.
7. The Committee shall review the post-audit or management letter containing the recommendations of the Independent Auditors and management's response and subsequent follow-up to any identified weaknesses.
8. The Committee shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.
9. The Committee shall establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
10. The Committee shall provide oversight to related party transactions entered into by the Corporation.

B Independent Auditors

1. The Committee shall be directly responsible for the selection, appointment, compensation and oversight of the Independent Auditors and the Independent Auditors shall report directly to the Committee.
2. The Committee shall be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.
3. The Committee shall pre-approve all audit and non-audit services (including, without limitation, the review of any interim financial statements of the Corporation by the Independent Auditors at the discretion of the Committee) not prohibited by law to be provided by the Independent Auditors.
4. The Committee shall monitor and assess the relationship between management and the Independent Auditors and monitor, confirm, support and assure the independence and objectivity of the Independent Auditors. The Committee shall establish procedures to receive and respond to complaints with respect to accounting, internal accounting controls and auditing matters.
5. The Committee shall review the Independent Auditor's audit plan, including scope, procedures and timing of the audit.
6. The Committee shall review the results of the annual audit with the Independent Auditors, including matters related to the conduct of the audit, and receive and review the auditor's interim review reports.
7. The Committee shall obtain timely reports from the Independent Auditors describing critical accounting policies and practices, alternative treatments of information within applicable Canadian accounting principles that were discussed with management, their ramifications, and the

Independent Auditors' preferred treatment and material written communications between the Corporation and the Independent Auditors.

8. The Committee shall review fees paid by the Corporation to the Independent Auditors and other professionals in respect of audit and non-audit services on an annual basis.

9. The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Corporation.

10. The Committee shall monitor and assess the relationship between management and the external auditors, and monitor and support the independence and objectivity of the external auditors.

C Other Responsibilities

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.