



NEVADA COPPER CORP.
Suite 1238 – 200 Granville Street
Vancouver, British Columbia
Canada V6C 1S4

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual General Meeting of Shareholders (the “Meeting”) of Nevada Copper Corp. (the “Corporation”) will be held at the Terminal City Club, 837 West Hastings Street, Vancouver, British Columbia, on Wednesday, November 23, 2011, at the hour of 1:00 p.m. (PST), for the following purposes:

1. To receive and consider the consolidated financial statements of the Corporation for the financial year ended June 30, 2011 and the Auditor’s Report thereon;
2. To fix the number of directors for the ensuing year at six;
3. To elect six directors to serve until the next annual general meeting of shareholders or until their successors are elected or appointed;
4. To appoint KPMG, Chartered Accountants, as auditor of the Corporation and to authorize the directors to fix their remuneration; and
5. To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The Board of Directors has fixed October 20, 2011 as the record date for determining the shareholders who are entitled to vote at the Meeting.

If you are a registered shareholder of the Corporation and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with Computershare Investor Services Inc., 100 University Avenue, Toronto, Ontario M5J 2Y1, Fax 866-249-7775, email: caregistryinfo@computershare.com, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting, or any adjournment thereof.

If you are a non-registered Shareholder of the Corporation and received this Notice and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your shares on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia as of the 20th day of October, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

“Catherine Tanaka” (signed)

Catherine Tanaka
Corporate Secretary

NEVADA COPPER CORP.
1238 – 200 Granville Street
Vancouver, B.C. V6C 1S4
INFORMATION CIRCULAR
as at October 20, 2011

This Information Circular is furnished in connection with the solicitation of proxies by the management of Nevada Copper Corp. (the “Corporation”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on November 23, 2011 at the time and place and for the purposes set forth in the accompanying Notice of the Meeting.

In this Information Circular, references to: “the Corporation”, “we” and “our” refer to Nevada Copper Corp.; “Common Shares” means common shares in the capital of the Corporation; “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name; and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

MANAGEMENT SOLICITATION AND APPOINTMENT OF PROXIES

The persons named in the accompanying form of proxy are officers and/or directors of the Corporation. A shareholder of the Corporation (a “Shareholder”) entitled to vote at the Meeting has the right to appoint a person (who need not be a Shareholder) to attend and act for and on the Shareholder’s behalf at the Meeting other than the persons designated as proxyholders in the accompanying form of proxy. To exercise this right, the Shareholder must either:

- (a) on the accompanying form of proxy, strike out the printed names of the individuals specified as proxyholders and insert the name of the Shareholder’s nominee in the blank space provided; or
- (b) complete another proper form of proxy.

To be valid, a form of proxy must be dated and signed by the Shareholder or by the Shareholder’s attorney authorized in writing. In the case of a corporation, the form of proxy must be signed by a duly authorized officer of or attorney for the corporation.

The completed form of proxy, together with the power of attorney or other authority, if any, under which the proxy was signed or a notarially certified copy of the power of attorney or other authority, must be delivered to Computershare Investor Services Inc. by mail or fax no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment thereof.

REVOCATION OF PROXIES

A Shareholder who has given a proxy may revoke it at any time before the proxy is exercised:

- (a) by an instrument in writing that is:
 - (i) signed by the Shareholder, the Shareholder’s attorney authorized in writing or, where the Shareholder is a corporation, a duly authorized officer or attorney of the corporation; and
 - (ii) delivered to Computershare Investor Services Inc. by mail, Proxy Department, 100 University Avenue, 9th floor, Toronto, Ontario M5J 2Y1 or by fax: Within North America: 1-866-249-7775 Outside North America: 1-416-263-9524, no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof; or

- (b) in any other manner provided by law.

VOTING OF COMMON SHARES AND PROXIES AND EXERCISE OF DISCRETION BY PROXYHOLDERS

Voting By Show of Hands

Voting at the Meeting generally will be by a show of hands, with each Shareholder or proxyholder present in person being entitled to one vote.

Voting By Poll

Voting at the Meeting will be by poll only if a poll is:

- (a) requested by a Shareholder present at the Meeting in person or by proxy;
- (b) directed by the Chairperson; or
- (c) required by law.

On a poll, each Shareholder and each proxyholder will have one vote for each Common Share held or represented by proxy.

Approval of Resolutions

To approve a motion for an ordinary resolution, a simple majority of the votes cast in person or by proxy will be required, to approve a motion for a special resolution, a majority of not less than two-thirds of the votes cast in person or by proxy will be required.

Exercise of Discretion by Proxyholders

A Shareholder may indicate the manner in which the persons named in the accompanying form of proxy are to vote with respect to a matter to be acted upon at the Meeting by marking the appropriate space. **If the instructions as to voting indicated in the form of proxy are certain, the Common Shares represented by the form of proxy will be voted or withheld from voting in accordance with the instructions given in the form of proxy.**

If the Shareholder specifies a choice in the form of proxy with respect to a matter to be acted upon, then the Common Shares represented will be voted or withheld from the vote on that matter accordingly. If no choice is specified in the form of proxy with respect to a matter to be acted upon, the form of proxy confers discretionary authority with respect to that matter upon the proxyholder named in the accompanying form of proxy. It is intended that the proxyholder named by management in the accompanying form of proxy will vote the Common Shares represented by the form of proxy in favour of each matter identified in the form of proxy and for the nominees of the Corporation's board of directors (the "Board") for directors and auditor.

The accompanying form of proxy also confers discretionary authority upon the named proxyholder with respect to amendments or variations to the matters identified in the accompanying Notice of Meeting and with respect to any other matters which may properly come before the Meeting. As of the date of this Information Circular, management of the Corporation is not aware of any such amendments or variations, or any other matters, that will be presented for action at the Meeting other than those referred to in the accompanying Notice of Meeting. If, however, other matters that are not now known to management properly come before the Meeting, then the persons named in the accompanying form of proxy intend to vote on them in accordance with their best judgment.

SOLICITATION OF PROXIES

It is expected that solicitations of proxies will be made primarily by mail and possibly supplemented by telephone or other personal contact by directors, officers and employees of the Corporation without special compensation. The Corporation may reimburse Shareholders' nominees or agents (including brokers holding Common Shares on behalf of clients) for the costs incurred in obtaining authorization to execute forms of proxy from their principals. The costs of solicitation will be borne by the Corporation.

VOTING BY NON-REGISTERED (BENEFICIAL) SHAREHOLDERS

The following information is of significant importance to Beneficial Shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered Shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares).

If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such Common 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).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

If you are a Beneficial Shareholder:

You should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered Shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") (formerly "ADP Investor Communication Services") in the United States and in Canada. Broadridge mails a voting instruction form in lieu of a proxy provided by the Corporation. The voting instruction form will name the same persons as the Corporation's proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Shareholder of the Corporation), other than the persons designated in the voting instruction form, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the voting instruction form. The completed voting instruction form must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. 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. **If you receive a voting instruction form from Broadridge, you cannot use it to vote Common Shares directly at the Meeting - the voting instruction form must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in

the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting. Alternatively, you can request in writing that your broker send you a legal proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your Common Shares.

There are two kinds of beneficial owners – those who object to their name being made known to the issuers of securities which they own (called OBOs for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called NOBOs for Non-Objecting Beneficial Owners). The Corporation has decided to take advantage of those provisions of National Instrument 54-101 that permit it to directly deliver proxy-related materials to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form (“VIF”) from the Corporation’s Transfer Agent, Computershare Investor Services Inc. (“Computershare”). These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone and internet voting as described on the VIF itself which contain complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the VIFs they receive.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board has fixed October 20, 2011 as the record date (the “Record Date”) for determination of persons entitled to receive notice of the Meeting. Only Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

As of October 20, 2011, there were 72,751,458 Common Shares without par value issued and outstanding, each carrying the right to one vote. No group of Shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

To the knowledge of the directors and executive officers of the Corporation, the only persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Corporation as at October 20, 2011 are:

Shareholder Name	Number of Common Shares Held⁽¹⁾	Percentage of Issued Common Shares
Pala Investments Holdings Limited	23,381,981	32.14%
Acuity Investment Management Inc.	12,325,272	16.94%

Notes:

(1) The above information was supplied to the Corporation by the Shareholder and from the insider reports available at www.sedi.ca and www.sedar.com.

PRESENTATION OF FINANCIAL STATEMENTS

The audited consolidated financial statements of the Corporation for the financial year ended June 30, 2011, together with the report of the auditors thereon, will be placed before the Meeting. A copy of the Corporation’s Annual Report may be obtained by a Shareholder upon request without charge from the Corporation at Suite 1238, 200 Granville Street, Vancouver, British Columbia, V6C 1S4. These documents are also available through the Internet on SEDAR, which can be accessed at www.sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Corporation's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The size of the Board is currently determined at six (6). The Board proposes that the number of directors remain at six (6). Shareholders will therefore be asked to approve an ordinary resolution that the number of directors elected be fixed at six (6).

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia), each director elected will hold office until the conclusion of the next annual general meeting of the Corporation, or if no director is then elected, until a successor is elected.

The following table sets out the names of management's nominees for election as directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Corporation and the number of Common Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at October 20, 2011:

Name, Current Position with the Corporation, Province or State and Country of Residence	Principal Occupation and, if not at Present an Elected Director, Occupation during the Past Five Years⁽¹⁾	Period as a Director of the Corporation	Common Shares Beneficially Owned or Controlled⁽¹⁾
Giulio T. Bonifacio ⁽⁴⁾⁽⁵⁾ President, CEO, and Director British Columbia, Canada	Founder, President and CEO of the Corporation.	Since August 15, 2006	5,000,000
Brian P. Kirwin, ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾ Non Executive Chairman and Director Nevada, United States	President and CEO of American Bonanza Gold Corp.	Since August 15, 2006	1,985,500
Foster Wilson ⁽²⁾ Director Nevada, United States	President and CEO of Mesa Exploration Corp.	Since August 15, 2006	556,300
Joseph Giuffre ⁽³⁾⁽⁴⁾ Director British Columbia, Canada	Partner, Axium Law Corporation	Since November 3, 2006	422,500
Paul Matysek ⁽²⁾⁽³⁾ Director British Columbia, Canada	CEO and Founding Director of Lithium One	Since May 22, 2008	727,000
Jan Castro ⁽⁵⁾ Director Walchwil, Switzerland	CEO of Pala Investments AG, the exclusive advisor to Pala Investments Holdings Ltd. since 2006.	Since November 17, 2010	Nil

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Corporation and has been furnished by the respective nominees. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years.
- (2) Member, Audit Committee
- (3) Member, Compensation Committee
- (4) Member, Corporate Governance Committee
- (5) Member, Nomination Committee

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed in this Information Circular and below, no proposed director of the Corporation is, as at the date of this Information Circular, or was within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation), that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No proposed director of the Corporation:

- (a) is, as at the date of this Information Circular, or has been within the 10 years before the date of this Information 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
- (b) has, within 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

No proposed 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.

Mr. Paul Matysek was a director of Mandalay Resources Corporation when a cease trade order was issued against it on February 9, 2004 for failure to file material change reports, a technical report and quarterly and year-end reports in the form required under the Securities Act and the Rules (British Columbia). On January 4, 2005, the British Columbia Securities Commission revoked the cease trade order, as Mandalay Resources had filed the required documentation.

A cease trade order was issued against Mandalay Resources Corporation on June 30, 2004 by the Alberta Securities Commission for failure to file certain required financial information. On February 1, 2005, the cease trade order was revoked as the company had filed the required records.

Mr. Matysek resigned as a director of Mandalay Resources Corporation on November 17, 2005.

Mr. Jan Castro was a director of Coalcorp Mining Inc. (“Coalcorp”) when the Ontario Securities Commission issued a temporary management cease trade order against the chief executive officer and the then chief financial officer of Coalcorp on February 18, 2009 for failing to file interim financial statements and MD&A for the three and six-month periods ended December 31, 2008 beyond the filing deadline of February 16, 2009. Such temporary management cease trade order related to Coalcorp’s securities against the chief executive officer and the then chief financial officer of Coalcorp for so long as the interim financial statements, certifications and related MD&A were not filed. The Ontario Securities Commission issued a further management cease trade order (“MCTO”) related to the securities of Coalcorp against the chief executive officer of Coalcorp at such time, with respect to the delayed filing of the Coalcorp’s annual financial statements, the related managements’ discussion and analysis (“MD&A”) and the annual information form, each for the year ended June 30, 2009. The terms of the MCTO provided that trading in and all acquisitions of securities of the Corporation, whether direct or indirect, by the chief executive officer must cease until two full business days following the receipts by the OSC of all filings Coalcorp was required to make under Ontario Securities Laws. In addition, on September 29, 2010, the OSC issued a cease trade order (the “Temporary Order”) for a period of 15 days against Coalcorp for failure to file its audited annual financial statements, the related MD&A, its annual information form, each for the year ended June 30, 2010, and the certification of the foregoing filings. The Temporary Order provided that, if the default continued, a hearing would be held to consider whether an order should be made that all trading in the securities of Coalcorp cease permanently or for such period as is specified in such order by reason of the continued default. In connection with the Temporary Order Coalcorp’s securities were suspended from trading by NEX.

On September 29, 2010, the British Columbia Securities Commission issued a cease trade order (the “BC Order”) against Coalcorp until such time as it filed the required documentation and the BC Order was revoked. On October 12, 2010, the OSC issued a cease trade order (the “ON Order”) against Coalcorp which provided that all trading in the securities of Coalcorp, whether direct or indirect, must cease until the Ontario Order is revoked. On October 15, 2010, the Manitoba Securities Commission issued a cease trade order (the “MB Order”, and together with the BC Order and the ON Order, the “Cease Trade Orders”) against Coalcorp until such time as it filed the required documentation, paid the outstanding filing fees, if any, and the MB Order was revoked. Coalcorp applied to have the Cease Trade Orders revoked on October 29, 2010, immediately following the filing of its annual information form, its annual financial statements and the related MD&A, each for the year ended June 30, 2010. Each of the Cease Trade Orders and the MCTO were revoked on November 15, 2010.

Mr. Castro resigned as a director of Coalcorp on February 27, 2010.

COMPENSATION OF EXECUTIVE OFFICERS

Compensation Discussion and Analysis

In this section, “Named Executive Officer” or “NEO” means:

- (a) the Corporation’s chief executive officer (“CEO”);
- (b) the Corporation’s chief financial officer (“CFO”);
- (c) each of the Corporation’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than

\$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 Statement of Executive Compensation, for that financial year; and

- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

Mr. Giulio Bonifacio, President and Chief Executive Officer, Mr. Joe Chan, Chief Financial Officer, and Mr. Robert McKnight, Executive Vice President are the only “Named Executive Officers” of the Corporation during the financial year ended June 30, 2011 for the purposes of the following disclosure.

The Compensation Committee (the “Committee”) is composed of Mr. Brian Kirwin, Mr. Joseph Giuffre and Mr. Paul Matysek. The function of the Compensation Committee generally is to assist the Board in carrying out its responsibilities relating to executive and director compensation, including reviewing and recommending director compensation, overseeing the Corporation’s base compensation structure and equity-based compensation programs, recommending compensation of the Corporation’s officers and employees, and evaluating the performance of officers generally.

The Board assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of the Corporation, although the Compensation Committee guides it in this role.

Mr. Bonifacio works on the Corporation’s activities on a full-time basis, Mr. Chan works for the Corporation on a part-time basis and Mr. McKnight works for the Corporation on a full-time basis.

Philosophy and Objectives

The compensation program for the senior management of the Corporation is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning the interests of the executive officers with those of the Corporation’s shareholders.

In compensating its senior management, the Corporation has employed a combination of base salary, bonus compensation and equity participation through its stock option plan.

Base Salary

In the Board’s view, paying base salaries which are competitive in the markets in which the Corporation operates is a first step to attracting and retaining talented, qualified and effective executives. A number of the Corporation’s directors serve on the board of directors of similar sized companies in the resource sector. Determinations of salary are based on the Board’s knowledge and information gleaned from documents available publicly on SEDAR. As well, in 2010, the Corporation retained executive compensation specialist Lane Caputo Compensation Inc. (“Lane Caputo”) to provide a review of compensation arrangements for its Executives and Board. Lane Caputo benchmarked the compensation competitiveness of the Corporation’s executives against a peer group of mining companies in similar geographies and at similar stages of development. Some of the companies included in the comparison were Augusta Resource Corp., Baja Mining Corp., Capstone Mining Corp., Copper Mountain Mining Corp., Entrée Gold Corp., and Norsemont Mining Inc.

Bonus Incentive Compensation

The payment of bonus incentive compensation is subject to the discretion of the Board. Generally, the Board will consider the payment of executive bonus compensation dependent upon the performance of the individual executive, sufficient cash resources being available for the granting of bonuses and, where applicable, the executive meeting the strategic objectives and milestones established by the Board. Such milestones and/or performance goals include but is not limited to the following: the Corporation's share price, reserve or resource additions, identifying corporate development initiatives, improving corporate liquidity, and budget achievement. During the financial year ended June 30, 2011, Mr. Chan was granted a bonus and subsequent to June 30, 2011, in August, 2011, Mr. Bonifacio received a bonus for the achievement of project and corporate milestones in 2010. See "Executive Compensation – Summary Compensation Table".

Equity Participation

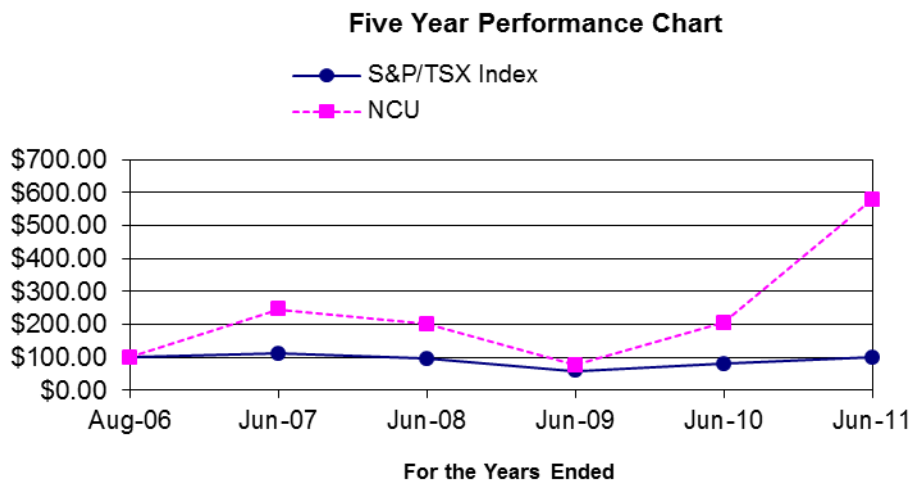
The Corporation believes that encouraging its executives and employees to become Shareholders is the best way of aligning their interests with those of its Shareholders. Equity participation is accomplished through the Corporation's stock option plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. Senior management puts forth their recommendations for stock option grants to the Board. The amounts and terms of options granted are determined by the Board.

Given the evolving nature of the Corporation's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

Performance Graph

The Common Shares of the Corporation were listed on the TSX Venture Exchange on August 17, 2006 under its former name Astron Resources Corporation (symbol "ARC"). The Corporation changed its name to Nevada Copper Corp. (symbol "NCU") on November 3, 2006. On August 16, 2007 the Corporation's Common Shares were de-listed from the TSX Venture Exchange and concurrently listed for trading on the Toronto Stock Exchange ("TSX") under the symbol "NCU".

The following chart compares the total cumulative shareholder return for \$100 invested in Common Shares of the Corporation on August 17, 2006, the date the Corporation listed on the TSX Venture Exchange, with the cumulative total return of the S&P/TSX Small Cap Total Return Index for the period from August 17, 2006 to June 30, 2011. The Common Share performance as set out in the graph does not necessarily indicate future price performance.



The performance graph shows a general correlation between the performance of the Corporation's Common Shares and the performance of the S&P/TSX Small Cap Index for the years 2006 through 2010, however the stock performance of the Corporation significantly outperformed the S&P for June 2010 through June 2011. Following a significant increase in the value of the Corporation's Common Shares in 2007, executive compensation increased in 2008. Compensation adjustments through the balance of 2008 and 2009 reflect the market conditions where base salaries were frozen and no bonuses were awarded. As a result of the successful conclusion of several transactions in 2009, the CEO's compensation increased in 2010 in recognition of his successful efforts and currently remains unchanged. The CFO was paid a bonus in 2010 and the CEO was paid a bonus in August 2011 based on the achievement of predetermined milestones in the calendar year 2010.

Option-Based Awards

The Corporation has in place a stock option plan which was established to provide incentive to qualified parties to increase their proprietary interest in the Corporation and thereby encourage their continuing association with the Corporation. Management proposes stock option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the Board. The stock option plan is administered by the directors of the Corporation and provides that options will be issued to directors, officers, employees or consultants of the Corporation or a subsidiary of the Corporation.

Summary Compensation Table

The compensation paid to the NEOs during the Corporation's most recently completed financial year ended June 30, 2011 is as set out below and is expressed in Canadian dollars unless otherwise noted:

Name and Principal Position	Year	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			
Giulio Bonifacio, President & CEO	2011	295,000	Nil	1,010,250 ⁽¹⁾	Nil	Nil	Nil	Nil ⁽⁴⁾	1,305,250
	2010	272,500	Nil	1,246,500 ⁽²⁾	Nil	Nil	Nil	225,000 ⁽⁵⁾	1,744,000
	2009	250,000	Nil	415,250 ⁽³⁾	Nil	Nil	Nil	Nil	665,250
Joe Chan, CFO	2011	68,125	Nil	269,399 ⁽¹⁾	Nil	Nil	Nil	15,000 ⁽⁶⁾	352,524
	2010	63,750	Nil	106,300 ⁽²⁾	Nil	Nil	Nil	Nil	170,050
	2009	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Robert McKnight Executive Vice President ⁽⁷⁾	2011	131,250	Nil	1,536,598 ⁽¹⁾	Nil	Nil	Nil	Nil	1,667,848

Notes:

- (1) The fair value of stock options has been estimated using the Black-Scholes option pricing model assuming a risk free interest rate of 2.24% in 2011, no expected dividend yield, stock price volatility of 109% and expected life of eight years. The weighted average fair value of options granted during the twelve months ended June 30, 2011 was \$3.93.
- (2) The fair value of stock options has been estimated using the Black-Scholes option pricing model assuming a risk free interest rate of 2.63%, no expected dividend yield, stock price volatility of 134% and expected life of five years. The weighted average fair value of options granted during the twelve months ended June 30, 2010 was \$2.08.
- (3) The fair value of stock options has been estimated using the Black-Scholes option pricing model assuming a risk free interest rate of 3.25%, no expected dividend yield, stock price volatility of 80% and expected life of 4 years. The weighted average fair value of options granted during the twelve months ended June 30, 2009 was \$1.51.
- (4) Subsequent to June 30, 2011, Mr. Bonifacio was granted a bonus in the amount of \$150,000 for milestones achieved in 2010 as determined at the discretion of the Compensation Committee and Board.

- (5) Mr. Bonifacio was paid a bonus of \$225,000 relating to his performance as determined by the Compensation Committee and Board for 2009.
- (6) Mr. Chan was paid a bonus of \$15,000 relating to his successful contributions to the Corporation in 2010.
- (7) Mr. McKnight became Executive Vice President of the Corporation on October 13, 2010 and is paid an annual salary of \$210,000.

Outstanding Share-based Awards and Option-based Awards

The Corporation does not have any share-based awards.

The following table sets out all option-based awards outstanding as at June 30, 2011, the end of the last completed financial year, for each NEO:

Name	Option-Based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
Giulio Bonifacio, President & CEO	210,000	1.00	August 30, 2012	1,003,800
	275,000	1.00	July 2, 2018	1,314,500
	450,000	2.12	June 1, 2020	1,647,000
	225,000	5.37	February 22, 2021	92,250
Joe Chan, CFO	35,000	3.27	January 14, 2020	87,850
	15,000	2.12	June 1, 2020	54,900
	35,000	3.74	October 13, 2020	71,400
	40,000	5.37	February 22, 2021	16,400
Robert McKnight, Executive Vice President	225,000	3.74	October 13, 2020	459,000
	175,000	5.37	February 22, 2021	71,750

Notes:

- (1) In-the-money options are those where the market value of the underlying securities as at the most recent financial year end exceeds the option exercise price. The closing market price of the Corporation's common shares on the TSX as at June 30, 2011 was \$5.78.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out the value vested or earned under incentive plans during the financial year ended June 30, 2011, for each NEO:

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Giulio Bonifacio President & CEO	Nil	Nil	Nil ⁽²⁾
Joe Chan CFO	Nil	Nil	Nil
Robert McKnight Executive Vice President	Nil	Nil	Nil

Notes:

- (1) All options granted to NEOs were not subject to a vesting schedule and therefore were exercisable immediately upon granting. This value was determined by calculating the difference between the market price of the underlying common shares on the grant date and the exercise price of the options on the grant date. As the market price of the underlying common shares on the grant date was lower than the exercise price of the options on the grant date, this value is Nil.

- (2) Subsequent to June 30, 2011, Mr. Bonifacio was granted a bonus in the amount of \$150,000 for milestones achieved in 2010 as determined at the discretion of the Compensation Committee and Board. See “Summary Compensation Table”.

See “Securities Authorized Under Equity Compensation Plans” for further information on the Corporation’s stock option plan.

Termination and Change of Control Benefits

The Corporation entered into an employment agreement with Giulio Bonifacio on May 1, 2007, amended on January 21, 2008 and subsequently amended on January 1, 2010. The following summary of which is qualified in its entirety by reference to the full text of each such agreement. The Corporation agreed to pay Mr. Bonifacio a base annual salary of CDN\$295,000 plus benefits and bonus effective as of January 1, 2010. Each year during the term of the agreement, the Board shall determine a bonus amount that is considered appropriate, the amount of such bonus to be based on achievements necessary for the growth and development of the Corporation. In the event of termination without cause, or any change in the effective control of the Corporation that occurs, the Corporation must pay Mr. Bonifacio an amount equal to three years’ salary.

The Corporation entered into an employment agreement with Robert McKnight on October 13, 2010. The following summary of which is qualified in its entirety by reference to the full text of such agreement. The Corporation agreed to pay Mr. McKnight a base annual salary of CDN\$210,000. Each year during the term of the agreement, the Board shall determine a bonus amount that is considered appropriate if any, the amount of such bonus to be based on achievements necessary for the growth and development of the Corporation. In the event of termination without cause, or any change in the effective control of the Corporation that occurs, the Corporation must pay Mr. McKnight an amount equal to 18 months’ salary.

The estimated incremental payments from the Corporation to Mr. Bonifacio and Mr. McKnight respectively on (i) termination without cause or (ii) termination without cause or resignation with cause within 12 months following a change of control, assuming the triggering event occurred on June 30, 2011, are as follows:

NEO		Termination Without Cause	Change of Control
Giulio Bonifacio	Salary	\$885,000	\$885,000
	Bonus	Nil	Nil
	Options	Nil	Nil
Robert McKnight	Salary	\$315,000	\$315,000
	Bonus	Nil	Nil
	Options	Nil	Nil

Director Compensation

Independent directors are paid \$30,000 per year. The Non-Executive Chairman is paid an additional \$10,000 per year. Executive officers do not receive additional compensation for serving as directors.

The following table discloses the compensation provided to the directors, other than directors who are NEOs, for the Corporation's most recently completed financial year ended June 30, 2011:

Name	Fees Earned (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension Value (\$)	All other compensation (\$)	Total (\$)
Jan Castro	21,250	Nil	637,075	Nil	Nil	Nil	658,325
Joseph Giuffre	28,500	Nil	346,455	Nil	Nil	Nil	374,955
Brian Kirwin	36,000	Nil	346,455	Nil	Nil	Nil	382,455
Paul Matysek	28,500	Nil	346,455	Nil	Nil	Nil	374,955
Foster Wilson	28,500	Nil	346,455	Nil	Nil	Nil	374,955

Notes:

- (1) The fair value of stock options has been estimated using the Black-Scholes option pricing model assuming a risk free interest rate of 2.24% in 2011, no expected dividend yield, stock price volatility of 109% and expected life of eight years. The weighted average fair value of options granted during the twelve months ended June 30, 2011 was \$3.93.

Outstanding Share-based Awards and Option-based Awards

The Corporation does not have any share-based awards.

The following table sets out all option-based awards outstanding as at June 30, 2011, for each director, other than directors who are NEOs:

Name	Option-Based Awards			
	Number Of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value Of Unexercised In-The-Money Options ⁽¹⁾ (\$)
Jan Castro	125,000	4.55	January 6, 2021	153,750
	40,000	5.37	February 22, 2021	16,400
Joseph Giuffre	35,000	1.00	May 3, 2012	167,300
	30,000	1.00	July 2, 2018	143,400
	70,000	0.75	November 13, 2018	352,100
	25,000	3.27	January 14, 2020	62,750
	100,000	2.12	June 1, 2020	366,000
	50,000	3.74	October 13, 2020	102,000
Brian Kirwin	40,000	5.37	February 22, 2021	16,400
	100,000	2.12	June 1, 2020	366,000
	50,000	3.74	October 13, 2020	102,000
Paul Matysek	40,000	5.37	February 22, 2021	16,400
	50,000	1.00	July 2, 2018	239,000
	70,000	0.75	November 13, 2018	352,100
	90,000	3.27	January 14, 2020	225,900
	100,000	2.12	June 1, 2020	366,000
	50,000	3.74	October 13, 2020	102,000
Foster Wilson	40,000	5.37	February 22, 2021	16,400
	100,000	2.12	June 1, 2020	366,000
	50,000	3.74	October 13, 2020	102,000
	40,000	5.37	February 22, 2021	16,400

Notes:

- (1) In-the-money options are those where the market value of the underlying securities as at the most recent financial year end exceeds the option exercise price. The closing market price of the Corporation's common shares on the TSX as at June 30, 2011 (i.e. financial year end) was \$5.78.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out the value vested or earned under incentive plans during the financial year ended June 30, 2011, for each director other than directors who are NEOs:

Name	Option-Based Awards – Value Vested During The Year (\$)⁽¹⁾	Share-Based Awards – Value Vested During The Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During The Year (\$)
Jan Castro	Nil	N/A	N/A
Joseph Giuffre	Nil	N/A	N/A
Brian Kirwin	Nil	N/A	N/A
Paul Matysek	Nil	N/A	N/A
Foster Wilson	Nil	N/A	N/A

Notes:

- (1) All options granted to Directors were not subject to a vesting schedule and therefore were exercisable immediately upon granting. This value was determined by calculating the difference between the market price of the underlying common shares on the grant date and the exercise price of the options on the grant date. As the market price of the underlying common shares on the grant date was lower than the exercise price of the options on the grant date, this value is Nil.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN

The only equity compensation plan which the Corporation has in place is the stock option plan (the “Plan”) which was previously approved by Shareholders on August 27, 2010. The Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Corporation and thereby encourage their continuing association with the Corporation. The Plan is administered by the directors of the Corporation. As at the date of this Information Circular, the Plan provides the Corporation with the ability to grant stock options to purchase up to 7,275,145 Common Shares (10% of shares currently issued and outstanding). As at the date of this Information Circular, the Corporation has granted stock options to purchase a total of 6,335,000 Common Shares pursuant to the Plan representing 8.7% of the shares issued and outstanding. The following is a summary of the terms of the Plan:

1. Any director, officer, employee (whether part-time or full-time) or consultant of the Corporation or any of its subsidiaries (each being an “Eligible Person”) is eligible to receive stock options under the Plan.
2. The number of shares available for purchase pursuant to stock options granted under the Plan will not exceed 10% of the number of Common Shares which are issued and outstanding (the “Outstanding Issue”) on the particular date of grant.
3. In accordance with the Plan, the Board may, at any time, without further approval by the Shareholders of the Corporation, amend the Plan or any stock option granted hereunder in such respects as it may consider advisable and, without limiting the generality of the foregoing, it may do so to:
 - (a) amend typographical, clerical and grammatical errors;
 - (b) reflect changes to applicable securities laws;
 - (c) include the addition of a cashless exercise feature, payable in cash or securities;
 - (d) ensure that the stock options granted under the Plan will comply with any provisions respecting the income tax and other laws in force in any country or jurisdiction of which an Eligible Person to whom a stock option has been granted may from time to time be resident or a citizen;
 - (e) reduce the exercise price or extend the term of a stock option for an optionee who is not an insider;
 - (f) shorten the term of options;
 - (g) cancel options; and

(h) terminate the Plan.

4. The exercise price of each stock option shall be not less than the volume weighted average trading price of the Common Shares, calculated by dividing the total value by the total volume of Common Shares traded on the TSX for the five trading days immediately preceding the date of grant.
5. The stock options are non-assignable and may be exercised for a period not to exceed 10 years, such period and any vesting schedule to be determined by the Board.
6. Stock options held by an optionee that ceases to be an Eligible Person for any reason other than death, will cease to be exercisable at 4:30 p.m. (Vancouver time) on or before the earlier of the expiry date of the stock options and the termination date of such optionee. If any portion of a stock option is not vested by such date, that portion of the stock option may not be exercised by the optionee.
7. If an optionee dies while an Eligible Person, the personal representative of the optionee may exercise the optionee's stock options on or before the earlier of the expiry date or twelve months after the date of the optionee's death, but only to the extent the stock options were by their terms exercisable on the date of death.
8. The number of Common Shares subject to stock options granted to any one optionee shall be determined by the Board subject to: (a) the number of Common Shares issuable to insiders of the Corporation, at any time, under all share compensation arrangements, not exceeding 10% of the Outstanding Issue; and (b) the aggregate number of Common Shares issued to insiders of the Corporation, pursuant to the exercise of stock options granted under the Plan and all other share compensation arrangements, in any 12 month period, not exceeding 10% of the Outstanding Issue.
9. The Plan contains adjustment provisions in the event of the subdivision or consolidation of the shares of the Corporation, or in the event that the Corporation is re-organized, amalgamated or merged with or consolidated into another corporation or in the event there is a change in control of the Corporation.
10. In the event of a takeover bid for the Corporation, including a corporate combination, the Plan provides, inter alia, that notwithstanding any vesting restriction that would otherwise apply, all outstanding stock options may be exercised in whole or in part by the optionee so as to permit the optionee to tender the shares received upon such exercise pursuant to the takeover bid.
11. There is no financial assistance available to optionees under the Plan.
12. The expiry date of outstanding stock options held by optionees which may expire during a restricted trading period imposed by the Corporation in accordance with applicable securities laws (a "Blackout Period"), will be extended for a period of 10 business days commencing on the first business day after the expiry date of the Blackout Period to provide such optionees with an extension to the right to exercise such stock options.

The following table sets out equity compensation plan information as at the end of the financial year ended June 30, 2011:

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	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 – on August 27, 2010 (the Plan)	4,235,000	\$2.87	1,827,645 ⁽¹⁾
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	4,235,000	\$2.87	1,827,645

Notes:

- (1) Based on 10% of the issued and outstanding Common Shares of the Corporation at the most recently completed financial year ended June 30, 2011 less the Common Shares from Column (a).

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Corporation were indebted to the Corporation as of the end of the most recently completed financial year ended June 30, 2011 or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Corporation, no informed person (including a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries during the financial year ended June 30, 2011, or has any interest in any material transaction in the current year other than as set out herein.

APPOINTMENT OF AUDITORS

KPMG, Chartered Accountants, Vancouver, British Columbia, will be nominated at the Meeting for appointment as auditor of the Corporation at a remuneration to be fixed by the directors in place of Manning Elliott LLP. The Board resolved on August 12, 2011 that Manning Elliott LLP, Chartered Accountants, not be proposed for reappointment as the auditor of the Corporation at the Meeting.

There have been no reportable disagreements between the Corporation and Manning Elliott LLP and no qualified opinions or denials of opinions by Manning Elliott LLP for the purposes of National Instrument 51-102. A copy of the Corporation's Reporting Package with respect to the termination of Manning Elliott LLP and proposed appointment of KPMG as auditor of the Corporation (including the Notice of Change of Auditor, a letter from Manning Elliott LLP and a letter from KPMG) is attached as Appendix "A" to this Information Circular.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

Information concerning the Corporation's Audit Committee is set out under the heading "Audit Committee Information" in the Corporation's Annual Information Form ("AIF") dated September 26, 2011. The AIF may be obtained from SEDAR under the Corporation's name at www.sedar.com.

CORPORATE GOVERNANCE

General

Effective June 30, 2005, National Instrument 58-101 Disclosure of Corporate Governance Practices (“NI 58-101”) and National Policy 58-201 Corporate Governance Guidelines (“NP 58-201”) were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices.

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. The Canadian Securities Administrators (the “CSA”) have adopted NP 58-201, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Corporation. In addition, the CSA have implemented NI 58-101, which prescribes certain disclosure required by the Corporation of its corporate governance practices. This section sets out the Corporation’s approach to corporate governance and addresses the Corporation’s compliance with NI 58-101.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A “material relationship” is a relationship which could, in the view of the Corporation’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board currently consists of six directors: Giulio Bonifacio, Jan Castro, Joseph Giuffre, Brian Kirwin, Paul Matysek, and Foster Wilson. The independent members of the Board are Messrs. Castro, Kirwin, Matysek and Wilson. Mr. Kirwin is considered to be an independent director of the Corporation as he is the Non-Executive Chairman of the Corporation on a part-time basis. Mr. Bonifacio is an officer of the Corporation and is therefore considered to be a non-independent director. Mr. Giuffre is a non-independent director as he is a partner in a firm that provides legal services to the Corporation, which firm receives compensation for such legal services provided.

The independent directors meet without non-independent directors and members of management on an ad hoc basis as necessary to fulfil their duties as independent directors or to assess transactions in which non-independent members or members of management may have an interest. The independent directors determined that no such meetings were necessary during the financial year ended June 30, 2011.

Mr. Kirwin, the independent non-executive Chairman of the Board, ensures that the responsibilities of the Board are carried out effectively in accordance with good corporate governance policies.

Certain directors are presently a director of one or more other reporting issuers, as follows:

Name of Director	Corporation
Giulio Bonifacio	American Bonanza Gold Corp. Earthworks Industries Inc. Mesa Exploration Corp. Ocean Park Ventures Sonora Gold & Silver Corp.
Jan Castro	Alacer Gold Corp. Capstone Mining Corp. Churchill Mining PLC Elemental Minerals Ltd. Sierra Rutile Limited

Name of Director	Corporation
Joseph Giuffre	Kootenay Gold Inc. Mesa Exploration Corp. Sonora Gold & Silver Corp.
Brian Kirwin	American Bonanza Gold Corp. Mesa Exploration Corp.
Paul Matysek	Dundarave Resources Inc. Forsys Metals Corp Harvest One Inc. Lithium One Inc. Ocean Park Ventures Sonora Gold & Silver Corp. Wealth Minerals Ltd. West African Iron Ore Wolverine Resources
Foster Wilson	Mesa Exploration Corp.

There were 5 meetings of the Board during the financial year ended June 30, 2011. Directors' attendance was as follows:

Directors	Meetings Attended
Giulio Bonifacio	5
Jan Castro ⁽¹⁾	3
Joseph Giuffre	5
Brian Kirwin	4
Paul Matysek	5
Foster Wilson	5

Notes:

(1) Mr. Castro was appointed as Director of the Corporation on November 17, 2010.

Additional resolutions were passed during the financial year ended June 30, 2011 by way of director's resolutions and consented to in writing.

Board Mandate

The Board manages and supervises the management of the affairs and business of the Corporation pursuant to the powers vested by the *Business Corporations Act* (British Columbia), the Articles of the Corporation and all other statutory and legal requirements generally applicable to the directors of a business corporation that is also a "reporting issuer" under applicable securities legislation. Management is responsible for the day-to-day operation of the business and affairs of the Corporation. The responsibilities of the directors are as follows:

- (a) Oversee Management of the Corporation. The principal responsibilities of the directors are to oversee the management of the Corporation and, in so doing, serve the best interests of the Corporation on behalf of its Shareholders. These responsibilities require that the directors attend to the following:
- review and approve on a regular basis, and as the need arises, fundamental operating, financial, and other strategic corporate plans which take into account, among other things, the opportunities and risks of the business;
 - evaluate the performance of the Corporation, including the appropriate use of corporate resources;
 - evaluate the performance of, and oversee the progress and development of, senior management and take appropriate action, such as promotion, change in responsibility and termination;
 - implement senior management succession plans;

- evaluate the Corporation's compensation programs;
 - establish a corporate environment that promotes timely and effective disclosure (including appropriate controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with applicable laws and industry and community standards;
 - evaluate the Corporation's systems to identify and manage the risks faced by the Corporation;
 - review and decide upon material transactions and commitments;
 - develop a corporate governance structure that allows and encourages the Board to fulfill its responsibilities;
 - provide assistance to the Corporation's senior management, including guidance on those matters that require Board involvement; and
 - evaluate the overall effectiveness of the Board and its committees.
- (b) Exercise Business Judgment. In discharging their fiduciary duties of care, loyalty and candor, directors are expected to exercise their business judgment to act in what they reasonably and honestly believe to be the best interests of the Corporation and its shareholders free from personal interests. In discharging their duties, when appropriate, the directors normally are entitled to rely on the Corporation's senior executives and its outside advisors, auditors and legal counsel but also should consider second opinions where circumstances warrant.
- (c) Understand the Corporation and its Business. Directors are expected to become and remain informed about the Corporation and its business, properties, risks and prospects.
- (d) Establish Effective Systems. Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Corporation. Directors should also provide for periodic reviews of the integrity of the Corporation's internal controls and management information systems.
- (e) Protect Confidentiality and Proprietary Information. Directors are responsible for establishing policies that are intended to protect the Corporation's confidential and proprietary information from unauthorized or inappropriate disclosure. Likewise, all discussions and proceedings of the Board must be treated as strictly confidential and privileged to preserve open discussions between directors and to protect the confidentiality of Board discussions.
- (f) Board, Committee and Shareholder Meetings. Directors are responsible for attending Board meetings and meetings of committees on which they serve. They must devote the time needed, and meet as frequently as necessary, to properly discharge their responsibilities.

Position Descriptions

The Board has not developed a written position for either the Chair or CEO of the Corporation. The Board believes that the roles and responsibilities have been appropriately communicated through Board meetings and informal communications amongst the Board and management.

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Corporation's properties, business, technology and industry and on the responsibilities of directors. Board meetings may also include presentations by the Corporation's management and employees to give the directors additional insight into the Corporation's business.

To enable each director to better perform his or her duties and to recognize and deal appropriately with issues that arise, the Corporation provides the directors with suggestions to undertake continuing director education, the cost of which is borne by the Corporation.

Ethical Business Conduct

The Board has not adopted a formal written code of ethical business conduct for the directors, officers and employees. The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

In accordance with the requirements of the *Business Corporations Act* (British Columbia), directors and officers are required to declare any material interest they may have in any transaction or agreement with the Corporation, and, if a director, to abstain from voting on any director approval of the transaction. The Board has established a Corporate Governance Committee, whose responsibilities include considering questions of independence and making recommendations to the Board with respect to director independence and conflicts of interest. Where appropriate, the Board will form a committee of the independent directors to consider transactions in which executive officers have an interest, or will be affected differently than other Shareholders.

Nomination of Directors

The Board has a Nomination Committee consisting of three directors, the majority of which are independent directors. The Nomination Committee is responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, (ii) recommending to the Board the persons to be nominated for election as directors at any meeting of Shareholders and (iii) recommending to the Board persons to be elected by the Board to fill any vacancies on the Board. The Nomination Committee recommendations will be considered by the Board but the recommendations are not binding upon it.

Compensation

The Board has a Compensation Committee as described under the heading "Compensation of Executive Officers – Compensation Discussion and Analysis" in this Information Circular. The Compensation Committee conducts annual reviews of the compensation of the Corporation's CEO, senior officers and directors and makes recommendations to the Board.

Other Board Committees

Along with the aforementioned Audit Committee, Nomination Committee and Compensation Committee, the Board also has a Corporate Governance Committee, as set out above. The Corporate Governance Committee is responsible for identifying corporate governance standards and practices, monitoring new developments in corporate governance, and makes recommendations to the Board periodically.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees. The Board does not consider that formal assessments would be useful at this stage of the Corporation's development. The Board conducts informal assessments of the Board's effectiveness, the individual directors and the Audit Committee. As part of the assessments, the Board or the Audit Committee may review its mandate and conduct reviews of applicable corporate policies.

MANAGEMENT CONTRACTS

There are no management functions of the Corporation which are to any substantial degree performed by a person or Corporation other than the directors or senior officers of the Corporation.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular and other than transactions carried out in the ordinary course of business of the Corporation or any of its subsidiaries, none of the directors or senior officers of the Corporation, no management nominee for election as a director of the Corporation, none of the persons who have been directors or executive officers of the Corporation since the commencement of the Corporation's last completed financial year and no associate or affiliate of any of the foregoing 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.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Shareholders may contact the Corporate Secretary of the Corporation at Suite 1238, 200 Granville Street, Vancouver, British Columbia, V6C 1S4, telephone number: 604-683-8992 or fax number 604-681-0122 to request copies of the Corporation's financial statements and management discussion and analysis.

Financial information for the Corporation is provided in the Corporation's comparative audited financial statements and management discussion and analysis for the financial year ended June 30, 2011 which is contained in the Corporation's Annual Report.

DATED at Vancouver, British Columbia, October 20, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

"Catherine Tanaka" (signed)

Catherine Tanaka
Corporate Secretary

Appendix A

Change of Auditor Package

NEVADA COPPER

NOTICE OF CHANGE OF AUDITOR

**TO: Manning Elliott LLP, Chartered Accountants
KPMG, Chartered Accountants
British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
Ontario Securities Commission
Securities Commission of Newfoundland and Labrador
New Brunswick Securities Commission
Nova Scotia Securities Commission
Prince Edward Island Securities Office**

Nevada Copper Corp. (the "Corporation"), in accordance with National Instrument 51-102 ("NI 51-102"), hereby notifies you of the following:

- (a) Manning Elliott LLP was asked to resign as auditor of the Corporation to facilitate the appointment of KPMG, a firm of chartered accountants;
- (b) Manning Elliott LLP has not expressed any reservation in its reports for the two most recently completed fiscal years of the Corporation, nor for the period from the most recently completed period for which Manning Elliott LLP issued an audit report in respect of the Corporation and the date of this Notice;
- (c) The resignation of Manning Elliott LLP and appointment of KPMG as auditor of the Corporation were considered by the Audit Committee and the Board of Directors of the Corporation; and
- (d) In the opinion of the Board of Directors of the Corporation, no "reportable event" as defined in NI 51-102 has occurred in connection with the audits of the two most recently completed fiscal years of the Corporation, nor any period from the most recently completed period for which Manning Elliott LLP issued an audit report in respect of the Corporation and the date of this Notice.

Dated this 12th day of August, 2011

NEVADA COPPER CORP.

Per: 

Catherine Tanaka
Corporate Secretary



KPMG LLP
Chartered Accountants
PO Box 10426 777 Dunsmuir Street
Vancouver BC V7Y 1K3
Canada

Telephone (604) 691-3000
Fax (604) 691-3031
Internet www.kpmg.ca

British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
Ontario Securities Commission
Securities Commission of Newfoundland and Labrador
New Brunswick Securities Commission
Nova Scotia Securities Commission
Prince Edward Island Securities Office

August 17, 2011

Dear Sirs

Re: Nevada Copper Corp. (the "Company")

Please be advised that we, as the successor auditor for the Company, agree with the information contained in the Notice of Change of Auditor dated August 12, 2011, based on our knowledge of the information contained therein at this time.

Yours truly

Chartered Accountants



MANNING ELLIOTT
CHARTERED ACCOUNTANTS

11th floor, 1050 West Pender Street, Vancouver BC, Canada V6E 3S7

Phone: 604.714.3600 Fax: 604.714.3669 Web: manningelliott.com

August 17, 2011

TO: British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
Ontario Securities Commission
Securities Commission of Newfoundland and Labrador
New Brunswick Securities Commission
Nova Scotia Securities Commission
Prince Edward Island Securities Office
The Board of Directors of Nevada Copper Corp.

Dear Sirs/Mesdames:

Re: Nevada Copper Corp. (the "Company")

We have read the Change of Auditor Notice dated August 12, 2011 from the Company (the "Notice"), delivered to us pursuant to National Instrument 51-102-Continuous Disclosure Obligations.

In this regard, we confirm that we are in agreement with the information contained in that Notice based on our knowledge of the information that we have on the Company at this time.

Yours truly,

MANNING ELLIOTT LLP

Manning Elliott LLP