

**GLASS EARTH GOLD LIMITED**

**Notice of Annual Meeting of Shareholders  
To be held on June 26th, 2009**

**Management Information Circular  
Dated May 25th, 2009**

**Corporate Information**

# GLASS EARTH GOLD LIMITED

Level 4 Munro Bengue House  
104 The Terrace, Wellington  
New Zealand

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual meeting of the shareholders of Glass Earth Gold Limited (hereinafter called the "**Company**") will be held at Suite 1750, 1185 West Georgia Street, Vancouver, British Columbia on:

**Friday, the 26th day of June, 2009**

at the hour of 10.00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the year ended December 31, 2008, together with the report of the Auditors thereon;
2. to appoint Auditors for the ensuing year and to authorize the Directors to fix their remuneration;
3. to determine the number of directors and to elect directors;
4. to consider and, if thought fit, to approve the Company's stock option plan, which provides for up to 10% of the issued and outstanding shares of the Company available for issuance thereunder, as described in the accompanying Management Information Circular dated May 25th, 2009.
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

This notice is accompanied by a Form of Proxy and a Management Information Circular.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy holder to attend and vote in his stead. If you are unable to attend the Meeting, or any adjournment thereof in person, please read the Notes accompanying the Form of Proxy enclosed herewith and then complete and return the Proxy within the time set out in the Notes so that as large a representation as possible may be had at the meeting. The enclosed Form of Proxy is solicited by Management but, as set out in the Notes, you may amend it if you so desire by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 25<sup>th</sup> day of May, 2009.

**BY ORDER OF THE BOARD**

(Signed) "Simon Henderson"

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Chief Executive Officer, President and Director

## **GLASS EARTH GOLD LIMITED**

### **INFORMATION CIRCULAR**

#### **SOLICITATION OF PROXIES BY MANAGEMENT**

**This management information circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by or on behalf of the management of Glass Earth Gold Ltd. (the “Company”) for use at the annual meeting (the “Meeting”) of the shareholders of the Company (the “Shareholders”) to be held at Suite 1750, 1185 West Georgia Street, Vancouver, British Columbia on Friday, June 26, 2009 at 10.00a.m. (Vancouver time) and at any adjournments thereof for the purposes set out in the accompanying Notice of Meeting. Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone by directors or officers of the Company. Arrangements will also be made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of common shares of the Company (“Common Shares”) pursuant to the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*. The cost of any such solicitation will be borne by the Company.**

Unless otherwise stated, the information contained in this Information Circular is given as at May 25, 2009.

#### **REVOCABILITY OF PROXY**

In addition to revocation in any other manner permitted by law, a shareholder of the Company who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. A shareholder of the Company may revoke a proxy by depositing an instrument in writing, executed by him or her or his or her attorney authorized in writing:

1. at the offices of the registrar and transfer agent of the Company, Proxy Dept., Computershare Investor Services Inc, 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver (the number to fax proxies is 604 661 9401), at any time, not less than 48 hours, excluding Saturdays, Sundays and holidays, preceding the Meeting or any adjournment of the Meeting at which the proxy is to be used;
2. at the registered office of the Company, Suite 1750, 1185 West Georgia Street, Vancouver, British Columbia, V6E 4E6, at any time up to and including the last business day preceding the day of the Meeting at which the proxy is to be used; or
3. with the chairman of the Meeting on the day of the Meeting or any adjournment of the Meeting.

In addition, a proxy may be revoked by the shareholder of the Company personally attending the Meeting and voting his or her shares.

#### **BENEFICIAL HOLDERS**

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” or “beneficial” shareholders because the shares they own are not registered in their names, but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the “Beneficial Holder”) but which are registered either: (a) in the name of an intermediary (an “Intermediary”) that the Beneficial Holder deals with in respect of the shares

(Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESP's and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("CDS")) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the "Meeting Materials") to the clearing agencies and Intermediaries for onward distribution to Beneficial Holders.

Intermediaries are required to forward the Meeting Materials to Beneficial Holders unless a Beneficial Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Beneficial Holders. Generally, Beneficial Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Beneficial Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Beneficial Holder when submitting the proxy. In this case, the Beneficial Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with the Company's transfer agent as provided above; or**
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Beneficial Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Beneficial Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Beneficial Holders to direct the voting of the shares which they beneficially own. Should a Beneficial Holder who receives one of the above forms wish to vote at the Meeting in person, the Beneficial Holder should strike out the names of the Management Proxyholders named in the form and insert the Beneficial Holder's name in the blank space provided. **In either case, Beneficial Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

#### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Other than as set forth herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or senior officer of the Company since the commencement of the Company's last completed financial year, or of any nominee for election as a director, or of any associate or affiliate of any of such persons, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The Company is authorized to issue an unlimited number of common shares, without nominal or par value, of which as at the date hereof 154,902,633 common shares are issued and outstanding.

The holders of common shares of record at the close of business on the record date, set by the directors of the Company to be May 25, 2009, are entitled to vote such common shares at the Meeting on the basis of one vote for each common share held.

The Articles of the Company provide that a quorum for the transaction of business at the Meeting is two (2) shareholders, or one or more proxyholders representing two Shareholders, or one Shareholder and a proxyholder representing another Shareholder.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the outstanding voting rights of the Company other than:

NAME OF SHAREHOLDER	NUMBER OF SHARES	PERCENTAGE OF ISSUED AND OUTSTANDING
Herbert Abramson	21,323,000	13.8%

The directors have determined that all shareholders of record as of the 25th day of May, 2009 will be entitled to receive notice of and to vote at the Meeting. Those shareholders so desiring may be represented by proxy at the Meeting. The instrument of proxy, and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Registrar and Transfer Agent of the Company, Proxy Dept., Computershare Investor Services Inc, 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver (the number to fax proxies is 604 661 9401), not less than 48 hours, Saturdays and holidays excepted, prior to the time of the holding of the Meeting or any adjournment thereof.

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

TO THE KNOWLEDGE OF THE COMPANY'S DIRECTORS, THE ONLY MATTERS TO BE PLACED BEFORE THE MEETING ARE THOSE REFERRED TO IN THE NOTICE OF MEETING ACCOMPANYING THIS INFORMATION CIRCULAR. HOWEVER, SHOULD ANY OTHER MATTERS PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

Additional detail regarding each of the matters to be acted upon at the Meeting is set forth below.

#### **I. Financial Statements**

The audited financial statements of the company for the financial year ended December 31, 2008 (the "Financial Statements"), together with the Auditors' Report thereon will be presented to the shareholders at the Meeting and have been lodged with SEDAR (and may be viewed at that site [www.sedar.com](http://www.sedar.com)).

#### **II. Election of Directors**

The board of directors of the Company (the "Board" or the "Board of Directors") currently consists of six (6) directors, all of whom are elected annually. The term of office for each of the present directors of the Company expires at the Meeting. All of the current directors of the Company will be standing for re-election.

It is proposed that the number of directors for the ensuing year be fixed at six (6) subject to such increases as may be permitted by the Articles of the Company. At the Meeting, the Shareholders will be asked to consider and, if thought fit, approve an ordinary resolution fixing the number of directors to be elected at the Meeting at six (6).

It is proposed that the persons named below will be nominated at the Meeting. Each director elected will hold office until the next Annual General Meeting of the Company or until his successor is duly elected or appointed pursuant to the Articles of the Company unless his office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) or the Company's Articles.

**It is the intention of the management designees, if named as proxy, to vote for the election of the said persons to the Board of Directors, unless the Shareholder has specified in its proxy that its Common Shares are to be withheld from voting on the election of directors. Management does not contemplate that any of the nominees will be unable to serve as a director. In the event that prior to the Meeting any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the proxy as nominee to vote the shares represented by proxy for the election of any other person or persons as directors.**

The following information relating to the nominees for election to the Board of Directors is based on information received by the Company from said nominees.

NAME, MUNICIPALITY OF RESIDENT AND PRESENT OFFICE HELD	DIRECTOR SINCE	NUMBER OF SHARES BENEFICIALLY OWNED, DIRECTLY OR INDIRECTLY, OR OVER WHICH CONTROL OR DIRECTION IS EXERCISED AT THE DATE OF THIS INFORMATION CIRCULAR <sup>(1)</sup>	PRINCIPAL OCCUPATION AND IF NOT AT PRESENT AN ELECTED DIRECTOR, OCCUPATION DURING THE PAST FIVE (5) YEARS
<b>John Dow</b> <sup>(2) (3)</sup> <b>Independent Director and Chairman</b> Nelson, New Zealand	February 24, 2006	500,000 (direct)	An independent director of private and listed public companies
<b>Simon Henderson</b> <b>(President and CEO)</b> Wellington, New Zealand	March 31, 2005	5,688,000 (direct)	President, Chief Executive Officer and a director of the Company
<b>Richard Billingsley</b> <sup>(3)</sup> <b>Independent Director</b> Vancouver, British Columbia, Canada	May 18, 2004	Nil	Self employed consultant and Explorationist; Director, Southern Hemisphere Mining Limited, Luiqi Gold Limited
<b>Stephen Burns</b> <sup>(2)</sup> <b>Independent Director</b> Toronto, Ontario, Canada	November 29, 2006	Nil	Chairman of Stefi Media Group Inc., Director of St Andrew Goldfields Ltd
<b>Paul C. Jones</b> <b>Independent Director</b> Golden, Colorado, USA	November 29, 2006	Nil	Director of St Andrew Goldfields Ltd., President Sovereign Management Group Limited
<b>Peter Liddle</b> <sup>(2)</sup> <b>(CFO)</b> Auckland, New Zealand	March 31, 2005	2,500,000 (direct)	Chief Financial Officer, Secretary and a director of the Company

(1) The information as to Common Shares owned or over which the Nominees exercise control or direction, not being within the knowledge of the Company, has been furnished by the respective Nominees.

(2) A member of the Audit Committee.

(3) A member of the Compensation Committee.

### ***Corporate Cease Trade Orders or Bankruptcies***

To the knowledge of the Company, no director or proposed director of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that while that person was acting in that capacity.

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

### ***Individual Bankruptcies***

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

### ***Penalties or Sanctions***

No proposed director of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to 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.

### **III. Appointment of Auditors**

Management proposes the appointment of KPMG, Chartered Accountants, as Auditors of the Company for the ensuing year and that the directors be authorized to fix their remuneration. KPMG have been the Company's Auditors since November 29 2006.

**In the absence of instructions to the contrary the shares represented by proxy will be voted in favour of a resolution to appoint KPMG, Chartered Accountants, as Auditors of the Company for the ensuing year, at a remuneration to be fixed by the Board of Directors, unless the Shareholder has specified in the Shareholder's proxy that the Shareholder's Common Shares are to be withheld from voting on the appointment of auditors.**

### **IV. Approval of Incentive Stock Option Plan**

At last year's Annual General Meeting, the Shareholders approved a rolling stock option plan (the "Stock Option Plan"), authorizing the issuance of incentive stock options to directors, officers, employees and consultants up to an aggregate of 10% of the issued shares from time to time. The policies of the TSX Venture Exchange require the shareholders to approve the Stock Option Plan each year. There are currently 154,902,633 shares issued and outstanding and therefore the current 10% threshold is 15,490,263 shares under the Stock Option Plan.

Accordingly, the shareholders will be asked to pass the following ordinary resolution at the Meeting:

*“To consider and, if thought fit, to approve the Company’s stock option plan, which provides for up to 10% of the issued and outstanding shares of the Company to be available for issuance thereunder”*

Unless such authority to do so is withheld, the persons named in the accompanying proxy intend to vote for the foregoing resolution.

## EXECUTIVE COMPENSATION

**(For the financial year ended December 31, 2008)**

For purposes of this Information Circular, “named executive officer” of the Company means an individual who, at any time during the year, was:

- (a) the Company's chief executive officer (“CEO”);
- (b) the Company's chief financial officer (“CFO”);
- (c) each of the Company'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 and whose total compensation was, individually, more than \$150,000 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 the most recently completed financial year;

(each a “Named Executive Officer”).

Based on the foregoing definition, during the last completed financial year of the Company, there were three Named Executive Officers, namely:

- **Glenn Laing**, its President and Chief Executive Officer until May 16<sup>th</sup> 2008;
- **Simon Henderson**, its VP Exploration until May 16<sup>th</sup> 2008, and President and CEO from that date; and
- **Peter Liddle**, its Chief Financial Officer.

### Compensation Discussion and Analysis

In assessing the compensation of its executive officers, the Company does not have in place any formal objectives, criteria or analysis; instead, it relies mainly on Board discussion, with input from and upon the recommendations of, the Compensation Committee.

The Company’s executive compensation program has three principal components: base salary, company vehicle and stock options. Other minor components consist of life insurance and medical insurance. Base salaries for all employees of the Company are established for each position through comparative salary surveys of similar type and size companies. Both individual and corporate performances are also taken into account.

The Company has no other forms of compensation, although payments may be made from time to time to individuals or companies they control for the provision of consulting services.



Such consulting services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm's length services providers.

### ***Option-Based Awards***

Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Company to achieve the longer-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company. The Company awards stock options to its executive officers based upon the recommendation of the Compensation Committee, which recommendation is based upon the Committee's review of a proposal from the Chief Executive Officer. Previous grants of incentive stock options are taken into account when considering new grants.

Implementation of a new incentive stock option plan and amendments to the existing stock option plan are the responsibility of the Company's Compensation Committee.

### **Summary Compensation Table**

The following table sets forth the total compensation paid to or earned by the Named Executive Officers for the Company's most recently completed financial year.

NAME AND PRINCIPAL POSITION	YEAR ENDED	SALARY (\$)	OPTION-BASED AWARDS (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION (\$)		ALL OTHER COMPENSATION (NOTE 4) (\$)	TOTAL COMPENSATION (\$)
				ANNUAL INCENTIVE PLANS	LONG-TERM INCENTIVE PLANS		
<b>Glenn Laing</b> President and CEO to May 16 2008	Dec 2008	85,000 <sup>1</sup>	Nil	Nil	Nil	Nil	85,000
<b>Simon Henderson</b> VP Exploration; President and CEO from May 16 2008	Dec 2008	180,375	Nil	Nil	See Termination and Change of Control Benefits	33,763	214,138
<b>Peter Liddle</b> Chief Financial Officer	Dec 2008	135,810	Nil	Nil	Nil	22,678	158,488

1. Mr Laing was not an employee of the Company. Management fees were paid to a company owned by the Hughnie Laing Trust, whose sole beneficiary is the wife of Glenn Laing, a former director. The amount for the year included a termination payment of \$60,000.
2. There were no "Share Based Awards" or "Pension" compensation and these columns have been omitted in the above table.
3. Salaries paid to Messrs Henderson and Liddle are in New Zealand dollars, the currency of their residence. Translation rates are those pertaining at month end and averaged C\$1: NZ\$1.33 for the year.
4. The provision of a company vehicle for work and private purposes accounts for 56% of Other Compensation. The calculated cost includes an allowance for finance cost, depreciation and the actual costs of insurance, running and fringe benefit tax paid. Life Insurance premiums accounted for 26% (Henderson) and 33% (Liddle) of Other Compensation, being actual amounts paid including fringe benefit tax.

The Company has employment contracts with the current Named Executive Officers as set out under the section headed Termination and Change of Control Benefits below. Other management services for the Company are not, to any material degree, performed by persons other than the senior officers of the Company.

No pension plan or retirement benefit plans have been instituted by the Company and none are proposed at this time.

## Incentive Plan Awards

### *Outstanding Share-Based Awards and Option-Based Awards*

The following table sets forth the options granted to the Named Executive Officers to purchase or acquire securities of the Company outstanding at the end of the most recently completed financial year. All options have vested.

NAME	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#)	OPTION EXERCISE PRICE C(\$)	OPTION EXPIRATION DATE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS (\$)
<b>Glenn Laing</b> President and CEO to May 16 2008	1,250,000	0.15	30 September 2009	n/a
	490,000	0.155	30 September 2009	n/a
<b>Simon Henderson</b> VP Exploration; President and CEO from May 16 2008	2,500,000	0.15	22 February 2011	n/a
	1,000,000	0.155	8 June 2011	n/a
	250,000	0.18	27 March 2012	n/a
	750,000	NZ\$0.26	20 December 2012	n/a
<b>Peter Liddle</b> Chief Financial Officer	1,250,000	0.15	22 February 2011	n/a
	500,000	0.155	8 June 2011	n/a
	250,000	0.18	27 March 2012	n/a
	250,000	NZ\$0.26	20 December 2012	n/a

### *Incentive Plan Awards – Value Vested or Earned During the Year*

All options granted per the above table were granted at exercise prices at or above the market prices of the Company's shares on the day of grant. Therefore, no value vested at those times of grant. There were no other option-based awards, share-based awards or non-equity incentive plan compensation paid to Named Executive Officers during the most recently completed financial year.

### **Termination and Change of Control Benefits**

Each of Simon Henderson (CEO) and Peter Liddle (CFO) has an employment agreement with the Company's operating subsidiary (Glass Earth (New Zealand) Ltd ("GENZL")) (collectively, the "Agreements"). The key terms of those Agreements are as follows:

- 1 Effective April 1, 2005, GENZL, entered into an employment contract with Mr. Simon Henderson (now President and CEO) pursuant to which Mr. Henderson is currently entitled to compensation of New Zealand Dollar 220,000 per annum. Mr. Henderson's employment contract provides that:
  - a. Up to 24 months base salary may be payable upon the occurrence of certain restructuring and "change of control" events, or should his employment be terminated without just cause; and
  - b. A success fee of 2% of the value of the Company's retained equity in any mine/resource put into production (up to a maximum of NZ\$2 million per discovery) may be payable.
- 2 Effective May 15, 2006, GENZL, entered into an employment contract with Mr. Peter Liddle (Chief Financial Officer and Secretary) pursuant to which Mr. Liddle is currently entitled to compensation of New Zealand Dollar 180,000 per annum. Mr. Liddle's employment contract provides that up to 12 months base salary may be payable upon the occurrence of certain restructuring and "change of control" events, or should his employment be terminated without just cause.

GENZL, the employer of Messrs Henderson and Liddle, would be responsible for the payment of the benefits at the time of the event. No significant conditions or obligations attach to Messrs Henderson and/or Liddle receiving payments or benefits apart from the confidentiality provisions of their employment contracts, which endure. As at 31 December 2008, the estimated payments that the Company would be liable to be paid to Mr Henderson under these provisions would be NZ\$440,000 (C\$312,000); For Mr Liddle NZ\$180,000 (C\$128,000).

## Director Compensation

### *Director Compensation Table*

The following table sets forth the value of all compensation provided to directors for the Company's most recently completed financial year (not including those directors who are also Named Executive Officers).

NAME	FEES EARNED (\$)	OPTION-BASED AWARDS (\$)	ALL OTHER COMPENSATION (\$)	TOTAL (\$)
<b>John Dow (Chairman)</b>	13,906	Nil	Nil	13,906
<b>Richard Billingsley</b>	7,500	Nil	12,000	19,500
<b>Stephen Burns</b>	8,594	1,330	Nil	9,924
<b>Paul Jones</b>	7,500	1,330	Nil	8,830

Until 2008, Directors were remunerated solely by being granted options under the Company's Stock Option Plan. In 2008, the Company determined to provide some cash component, being:

- a. Director's fee at \$7,500pa;
- b. Chairman's fees at an additional \$5,000pa;
- c. Audit Committee Chairman's fees at an additional \$2,500pa.
- d. The separate remuneration of \$1,000 per month for Mr Billingsley to undertake duties additional to that of other directors was discontinued as from 30 September 2008, with any additional duties to be authorized and remunerated on an individual basis.
- e. Mr Burns assumed the chairmanship of the Audit Committee from Mr Dow as at 1 October 2008.

### *Outstanding Share-Based Awards and Option-Based Awards*

The following table sets forth the options granted to the directors of the Company, not including those directors who are also Named Executive Officers, to purchase or acquire securities of the Company outstanding at the end of the most recently completed financial year.

NAME	OPTION-BASED AWARDS -NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#)	OPTION EXERCISE PRICE (\$)	OPTION EXPIRATION DATE	VALUE OF UNEXERCISED IN-THE- MONEY OPTIONS (\$)
<b>John Dow</b>	500,000	0.15	22 February 2011	n/a
	400,000	0.155	8 June 2011	n/a
	200,000	0.18	27 March 2012	n/a
<b>Richard Billingsley</b>	250,000	0.15	22 February 2011	n/a
	350,000	0.155	8 June 2011	n/a

NAME	OPTION-BASED AWARDS -NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#)	OPTION EXERCISE PRICE (\$)	OPTION EXPIRATION DATE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS (\$)
	200,000	0.18	27 March 2012	n/a
<b>Stephen Burns</b>	200,000	0.18	27 March 2012	n/a
	190,000	0.10	23 September 2013	n/a
<b>Paul Jones</b>	200,000	0.18	27 March 2012	n/a
	190,000	0.10	23 September 2013	n/a

***Incentive Plan Awards – Value Vested or Earned During the Year***

All options granted per the above table were granted at exercise prices at or above the market prices of the Company’s shares on the day of grant. Therefore, no value vested at those times of grant.

There were no other option-based awards, share-based awards or non-equity incentive plan compensation paid to Directors during the most recently completed financial year.

**EQUITY COMPENSATION PLAN ARRANGEMENT**

The following table sets forth certain information pertaining to the Company’s equity compensation plan as at the end of the most recently completed financial year:

PLAN CATEGORY	NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS (A)	WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS (B)	NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS (EXCLUDING SECURITIES REFLECTED IN COLUMN (A)) (C)
Equity compensation plans approved by securityholders	15,345,000	\$0.1637	145,263
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>TOTAL</b>	15,345,000	\$0.1637	145,263

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

None of the directors or senior officers of the Company, no proposed nominee for election as a director of the Company, and no associates or affiliates of any of them, is or has been indebted to the Company or its subsidiaries at any time since the beginning of the Company's last completed financial year.

**INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

No Insider of the Company, no proposed nominee for election as a director of the Company and no associate or affiliate of any of the foregoing, has any material interest, direct or indirect, in any transaction since the commencement of the Company's last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

## MANAGEMENT CONTRACTS

Management functions of the Company and its subsidiaries are substantially performed by the Company's directors and executive officers. The Company has not entered into any contracts, agreements or arrangements with parties other than its directors and executive officers for the provision of such management functions.

## CORPORATE GOVERNANCE

### General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - Corporate Governance Guidelines provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 - Disclosure of Corporate Governance Practices ("NI 58-101") prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

### Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board. The Board is comprised of six directors, of whom each of Messrs Billingsley, Burns, Dow and Jones are independent for the purposes of NI 58-101. Messrs Henderson and Liddle are not independent since they serve as the President & Chief Executive Officer and Chief Financial Officer of the Company respectively.

### Directorships

Certain of the directors are also directors of other reporting issuers, as follows:

DIRECTOR	OTHER REPORTING ISSUERS
John Dow	Troy Resources NL and Pike River Coal Ltd
Richard Billingsley	Luiru Gold Ltd and Southern Hemisphere Mining Ltd
Stephen Burns	St Andrew Goldfields Ltd
Paul Jones	St Andrew Goldfields Ltd

### Orientation and Continuing Education

New Board members receive an orientation package which includes reports on operations and results, and public disclosure filings by the Company. Board meetings are usually held by teleconference call, given the geographic spread of the directors relative to the Company's operations base in New Zealand. Physical meetings and site visits are organised periodically. Compendious papers and presentations by the Company's management give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussion with all Board members.

### Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's 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 Company.

### **Nomination of Directors**

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

### **Compensation Committee**

The Compensation Committee is responsible for determining compensation for the directors and officers of the Company to ensure it reflects the responsibilities and risks of a public company.

### **Other Board Committees**

The Board has no other committees, other than the Audit Committee and Compensation Committee.

### **Assessments**

Due to the minimal size of the Company's board of directors, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

## **AUDIT COMMITTEE**

Under National Instrument 52-110 – Audit Committees ("NI 52-110") reporting issuers are required to provide disclosure with respect to its Audit Committee including the text of the Audit Committee's Charter, composition of the Committee, and the fees paid to the external auditor. The Company provides the following disclosure with respect to its Audit Committee:

### **Audit Committee Charter**

1. The Board shall elect annually from among its members at the first meeting of the Board following the annual meeting of the shareholders, a committee to be known as the audit committee to be composed of three directors or such other number not less than three as the Board may from time to time determine, of whom the majority shall not be officers or employees of the Corporation or an affiliate of the Corporation. A majority of the audit committee shall constitute a quorum.
2. Any member of the committee may be removed or replaced at any time by the Board. Any member of the committee ceasing to be a director shall cease to be a member of the audit committee. Subject to the foregoing, each member of the audit committee shall hold office as such until the next annual appointment of members after his election. Any vacancy occurring in the committee shall be filled at the next meeting of the Board.
3. **The responsibilities of the audit committee shall be to:**

#### ***With respect to Financial Accounting Matters,***

- a) Review with management and the external auditors the annual consolidated financial statements, the annual report including the management discussion and analysis and the press release before making recommendations to the Board relating to approval of the statements.  
*Timing: year-end.*

- b) Review with management, and if deemed necessary with the external auditors, interim financial statements, the quarterly report including the management discussion and analysis and the press release before making recommendations to the Board relating to approval of the statements. *Timing: first three quarters.*
- c) Review with management, and if deemed necessary with the external auditors, all financial statements included in a prospectus or annual information form or any other public disclosure document containing financial information before making recommendations to the Board relating to the approval of the same. *Timing: as required.*
- d) Review annually the accounting principles and practices followed by the Corporation and any changes in the same as they occur. *Timing: annually near year-end.*
- e) Review new accounting principles of the Canadian Institute of Chartered Accountants, which would have a significant impact on the Corporation's financial reporting as reported to the audit committee by management. *Timing: annually near year-end or as required.*
- f) Review estimates and judgments and choices of accounting alternatives, which are material to reported financial information as reported to the audit committee by management. *Timing: each quarter and year-end.*
- g) Review the status of material contingent liabilities as reported to the audit committee by management. *Timing: each quarter and year-end.*
- h) Review the status of income tax returns and potentially significant tax problems as reported to the audit committee by management. *Timing: immediately as known.*
- i) Review any errors or omissions in the current or prior year's financial statements. *Timing: immediately as known.*

***With respect to Internal Controls,***

Review with management, and if deemed necessary with the external auditors, the adequacy of the Company's internal controls over financial reporting and disclosure controls and procedures to ensure that:

- (a) effective internal controls over financial reporting have been designed to provide a reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's GAAP; and
- (b) disclosure controls and procedures have been designed to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, is made known to the board of directors in a timely manner.

***With respect to the External Auditors,***

- a. Review with management the performance and independence of the external auditors and report thereon to the Board at least annually, including, where appropriate, a recommendation to replace the external auditor. *Timing: year-end.*
- b. Review with management the engagement letter of the external auditors and the scope and timing of the audit work to be performed as outlined in the Audit Plan. *Timing: annually.*

- c. Review with the external auditors the performance of management involved in the preparation of financial statements and any problems encountered by the external auditors, any restrictions on the auditors' work, the cooperation received in the performance of the audit and the audit findings. *Timing: year-end.*
- d. Review the management letter with management and the external auditors, noting any significant recommendations on internal control made by them to management and management's response to the recommendations. *Timing: mid-year starting in second year.*
- e. Review with management and the external auditors, estimated and actual audit fees. *Timing: mid-year.*
- f. Receive and review with the external auditors a formal written statement prepared by the external auditors that discloses all relationships, including the nature of and fees for any non-audit services performed for the Corporation, between the external auditor and the Corporation and consider whether the nature and extent of such services could impact on the objectivity and independence of the external auditor and, if necessary, recommending that the full board take appropriate action to oversee the independence of the external auditor. *Timing: as required.*

***With respect to General Audit Matters,***

- a. Inquire of management, and the external auditors as to any activities that may be or may appear to be illegal or unethical. *Timing: each quarter and year-end.*
  - b. Review with management, and if deemed necessary, with the external auditors any material frauds reported to the audit committee. *Timing: immediately as known.*
  - c. Review with the external auditors the adequacy of staffing for accounting and financial responsibilities. *Timing: year-end.*
  - d. Report and make recommendations to the Board as the committee considers appropriate. *Timing: as required.*
- 4. In addition, the Board may refer to the audit committee such matters and questions relating to the Corporation and its affiliates as the Board may from time to time see fit.
  - 5. Any member of the audit committee may require the auditors to attend any or every meeting of the audit committee.
  - 6. The audit committee shall elect annually a chairman from among its members.
  - 7. The audit committee shall review and reassess the adequacy of the formal mandate on an annual basis.
  - 8. The times of and the places where meetings of the audit committee shall be held and the calling of and procedure at such meetings shall be determined from time to time by the audit committee; provided that notice of every such meeting and the circulation of the financial statements to committee members is at least 48 hours prior to the meeting. The auditors of the Corporation also



shall be given such notice of meetings and shall be entitled to attend and be heard thereat, and that meetings shall be convened whenever requested by the auditors, or any member of the audit committee in accordance with the *Business Corporations Act* (British Columbia).

9. At each meeting of the audit committee the independent members shall meet without management and consider any matters tabled by any such member. At each meeting at which the external auditors of the Company are in attendance, the independent members shall meet with the external auditors without management present and consider any matters tabled by any such member or the external auditors.
10. The audit committee shall support the senior management team and the Board in keeping abreast of changes occurring or proposed to regulatory requirements and/or general accounting guidelines, such that the Corporation adopts “best in class” accounting and internal control policies and practices.
11. All prior resolutions of the Board relating to the constitution and responsibilities of the audit committee are hereby repealed.

*Outside of the Mandate but as a matter of routine at each Audit Committee Meeting, the Chief Financial Officer will make a series of reports which will include;*

1. *The CFO is not aware of any frauds or thefts of Company property.*
2. *The CFO is not aware of any activities which may be illegal or unethical.*
3. *There are no new contingent liabilities except as reported.*
4. *There are no new tax reassessments or other tax issues except as reported.*
5. *There are no prior year accounting adjustments except as reported.*

### **Composition of Audit Committee**

Following the election of directors pursuant to this Information Circular, the following will be members of the Audit Committee:

Stephen Burns (Chairman)	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>
John Dow	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>
Peter Liddle (CFO)	Not Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>

<sup>(1)</sup> A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

<sup>(2)</sup> An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

### **Relevant Education and Experience**

The relevant education and/or experience of each member of the Audit Committee is as follows:

#### **Stephen Burns (Chairman)**

- Chartered Accountant and financial advisor in public practice for over 30 years
- Chair or member of various audit and special committees
- Holds a BA, CA and MBA

#### **John Dow**

- Mr Dow is a geologist with 40 years international experience. After joining Newmont Australia in 1978 he has held senior executive positions in Newmont culminating in him

being appointed as Chairman and Managing Director of Newmont Australia (previously Normandy Mining Limited) in April 2002. Subsequent to his retirement in 2005, he has accepted several independent directorships.

- Mr Dow's experience in exploration activities and related accounting issues provides another dimension in the consideration of appropriate accounting treatment and disclosures.

### **Peter Liddle**

- Chartered Accountant with over 25 years experience in the financial services industry, particularly in the mineral and petroleum sectors of New Zealand and Australia
- Has acted as senior financial officer or executive of New Zealand and Australian publicly listed exploration/mining companies since 1985
- Holds a B Com and a CA (New Zealand)

### **Audit Committee Oversight**

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

### **Reliance on Certain Exemptions**

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110.

### **Pre-Approval Policies and Procedures**

The Audit Committee is authorized by the Board of Directors to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary, and the Chairman will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration, and if thought fit, approval in writing.

### **External Auditor Service Fees**

The fees billed by the Company's external auditors in each of the last two financial years for audit and non-audit related services provided to the Company or its subsidiaries (if any) are as follows:

FINANCIAL YEAR ENDING DEC 31	AUDIT FEES (\$)	AUDIT RELATED FEES (\$)	TAX FEES (\$)	ALL OTHER FEES (\$)
2008	62,708	Nil	Nil	Nil
2007	48,310	Nil	Nil	Nil

### **Exemption**

As a TSX Venture Exchange listed issuer, the Company is exempt from the requirements of Part 3 *Composition of the Audit Committee* and Part 5 *Reporting Obligations* of NI 52-110.

## ADDITIONAL INFORMATION

Financial information is provided in the Company's audited annual financial statements and accompanying management's discussion and analysis ("MD&A") for the year ended December 2008. The 2008 audited financial statements and MD&A have been filed with SEDAR and are available on their website at [www.sedar.com](http://www.sedar.com).

Under National Instrument 51-102 – *Continuous Disclosure Obligations*, any person or company who wishes to receive interim financial statements from the Company may deliver a written request for such material to the Company or the Company's agent, together with a signed statement that the persons or company is the owner of securities of the Company. Shareholders who wish to receive interim financial statements are encouraged to send such request, together with the completed form of proxy, to the Company's registrar and transfer agent, Computershare Investor Services Inc, 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver (the number to fax proxies is 604 661 9401). The Company will maintain a supplemental mailing list of persons or companies wishing to receive interim financial statements.

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) or may be obtained by contacting the Company at:

- **Canada:** CHF Investor Relations, Lindsay Carpenter, Account Manager at +1 416 868 1079 x 239 or [lindsay@chfir.com](mailto:lindsay@chfir.com) or
- **New Zealand:** Investor Relations, Peter Liddle at +649 360 8211 or [peter.liddle@glassearth.co.nz](mailto:peter.liddle@glassearth.co.nz)

Requests for copies of the Company's financial statements and related MD&A may also be directed to these parties.

## GENERAL

Unless otherwise specified, all matters referred to herein for approval by the Shareholders require a simple majority of the Shareholders voting, in person or by proxy, at the Meeting.

Where information contained in this Information Circular, rests specifically within the knowledge of a person other than the Company, the Company has relied upon information furnished by such person.

The contents of this Information Circular have been approved and this mailing has been authorized by the Directors of the Company.

## CORPORATE INFORMATION

### DIRECTORS

**John Dow** \*#

Non-executive Director and Chairman  
Nelson, New Zealand

**Simon Henderson**

President and Chief Executive Officer  
Wellington, New Zealand

**Peter Liddle** \*

Chief Financial Officer and Secretary  
Auckland, New Zealand

**Richard Billingsley** #

Non-executive Director  
Vancouver, British Columbia, Canada

**Stephen Burns** \*

Non-executive Director  
Toronto, Ontario, Canada

**Paul C. Jones**

Non-executive Director  
Golden, Colorado, USA

\* Members of the Audit Committee.

# Members of the Compensation Committee.

### SHAREHOLDERS' INFORMATION

**Stock Exchange Listings**

- TSX Venture Exchange
- New Zealand Alternative Market

Symbol: **GEL**

**Annual Meeting**

The annual meeting of shareholders will be held at 10.00 a.m., Friday 26th June, 2009 at Suite 1750 – 1185 West Georgia Street, Vancouver, British Columbia

### EXECUTIVE OFFICES

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### REGISTRARS AND TRANSFER AGENTS

Computershare Investor Services Inc.

- Vancouver, British Columbia, Canada
- Auckland, New Zealand

### AUDITORS

KPMG

Wellington, New Zealand

### LEGAL COUNSEL

Canada

Salley Bowes Harwardt LLP  
Barristers and Solicitors  
Vancouver, British Columbia

New Zealand

Morrison Daly  
Wellington, New Zealand