

BITTERROOT RESOURCES LTD.
(the "Company")

INFORMATION CIRCULAR
as at February 12, 2010.

PERSONS MAKING THIS SOLICITATION OF PROXIES

This information circular is furnished in connection with the solicitation of proxies by the management of the Company for use at the Annual General and Special Meeting (the "Meeting") of the shareholders of the Company to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting, and at any adjournment thereof. The solicitation of proxies will be primarily by mail. Proxies may also be solicited personally by directors and officers of the Company. The cost of solicitation of proxies will be borne by the Company.

COMPLETION AND VOTING OF PROXIES

Voting at the Meeting will be by a show of hands, each shareholder having one vote, unless a poll is requested or required (if the number of shares represented by proxies that are to be voted against a motion are greater than 5% of the votes that could be cast at the Meeting), in which case each shareholder is entitled to one vote for each share held. In order to approve a motion proposed at the Meeting a majority of greater than 50% of the votes cast will be required unless the motion requires a special resolution in which case a majority of 66²/₃% will be required, unless otherwise specified in the Company's articles.

The persons named in the accompanying proxy are directors and/or senior officers of the Company. **A shareholder or an intermediary holding shares on behalf of an unregistered shareholder has the right to appoint a person (who need not be a shareholder) to attend and act on his behalf at the meeting other than the persons named in the proxy. To exercise this right, the shareholder or intermediary must strike out the names of the persons named in the proxy and insert the name of his nominee in the space provided or complete another proxy.**

A shareholder or intermediary may indicate the manner in which the persons named in the enclosed proxy are to vote with respect to any matter by checking the appropriate space. On any poll required by virtue of 5% or more of the outstanding shares of the Company being represented by proxies at the Meeting that are to be voted against a matter or by a shareholder or proxyholder requesting a poll, those persons will vote or withhold from voting the shares in respect of which they are appointed in accordance with the directions, if any, given in the proxy.

If the shareholder or intermediary wishes to confer a discretionary authority with respect to any matter, then the space should be left blank. **In such instance, the nominee, if one is proposed by management, intends to vote the shares represented by the proxy in favour of the motion.** The enclosed proxy, when properly signed, also confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may be properly brought before the Meeting. At the time of printing this Circular, the management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. If, however, other matters which are not now known to the management should properly come before the Meeting, the proxies hereby solicited will be exercised on such matters in accordance with the best judgement of the nominees.

Registered Holders

If you are a registered shareholder of the Company, you may elect to submit a proxy whether or not you are able to attending the Meeting in person. Registered shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent Computershare Trust Company of Canada at Proxy Dept. 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1;
- (b) using a touch tone phone to transmit voting choices by calling the number specified on the enclosed form of proxy and following the instructions of the telephone response system; or
- (c) using the internet through the website of the Company's transfer agent at www.compuershare.com/ca/proxy.

In all cases a registered shareholder must ensure that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

Non-Registered / Beneficial Holders

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" 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 "**Non-Registered Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered 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 RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited), of which the Intermediary is a participant.

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

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as non-objecting beneficial owners or "NOBOs". Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as objecting beneficial owners or "OBOs".

Intermediaries are required to seek voting instructions from Non-Registered Holders in advance of shareholders' meetings unless the Non-Registered Holders have waived the right to receive meeting materials.

Every Intermediary has its own mailing procedures and provides its own return instructions to clients. The Meeting Materials sent to Non-Registered Holders who have not waived the right to receive meeting materials are accompanied by a request for voting instructions (a "**VIF**"). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a Non-Registered Holder is able to instruct the registered shareholder how to vote on behalf of the Non-Registered Holder. VIFs, whether provided by the Company or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on his or her behalf, the Non-Registered Holder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder or his or her nominee the right to attend and vote at the Meeting.

Please return your voting instructions as specified in the VIF. Non-Registered Holders should carefully follow the instructions set out in the VIF, including those regarding when and where the VIF is to be delivered.

REVOCATION OF PROXIES

A shareholder or intermediary who has given a proxy has the power to revoke it. Revocation can be effected by an instrument in writing signed by the Intermediary or shareholder or his attorney authorized in writing, and, in the case of a corporation, executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation and either delivered to Computershare Trust Company of Canada, at Proxy Dept. 100 University Avenue 9th Floor, Toronto, Ontario, M5J 2Y1, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or deposited with the Chairman of the Meeting on the day of the Meeting, prior to the hour of commencement.

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

No director or executive officer of the Company, or any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company, or any associate or affiliate of the foregoing persons has any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed financial year or in any proposed transaction which, in either case, has or will materially affect the Company, except as disclosed herein.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company has only one class of shares entitled to be voted at the Meeting, namely, Common shares without par value. All issued shares are entitled to be voted at the Meeting and each has one vote. There were 75,768,493 common shares issued and outstanding on February 12, 2010 (the record date).

Only those common shareholders of record on the record date, will be entitled to vote at the Meeting or any adjournment thereof.

To the knowledge of the directors and senior officers of the Company, only the following persons beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company which have the right to vote in all circumstances:

<u>Name</u>	<u>Number of Shares</u>	<u>Percentage of Outstanding Shares</u>
Cede & Co.	8,486,953	11.20%
Joe Dwek Management Consultants 2007 Inc.	10,566,667	13.95%
CDS & Co.	55,331,387	73.03%

ELECTION OF DIRECTORS

The Board of Directors (the “**Board**”) of the Company presently consists of three directors. Management does not propose to change the number of directors for the ensuing year. Management proposes to nominate the persons named in the following table for election as directors of the Company. Each director elected will hold office until the next Annual General Meeting or until his successor is duly elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company or he becomes disqualified to act as a director.

All of the proposed nominees are incumbent directors. All of the proposed nominees have consented in writing to serve as directors, if elected. All of the proposed nominees are ordinarily resident in Canada.

The following information concerning the proposed nominees has been furnished by each of them:

Name & Present Position with the Company	Date First Appointed	Present Principal Occupation	Shares Owned⁽¹⁾
Michael S. Carr British Columbia, Canada President and Director	Nov. 23, 1992	President and Director of the Company; President of M.S. Carr & Associates Ltd.	3,098,350
Terence S. Ortslan Ontario, Canada Director	June 9, 1997	Principal, TSO & Associates; Director of Globestar Mining Corporation, Intergold Ltd., Maudore Minerals Ltd., Niocan Inc., Plexmar Resources Inc. and Verena Minerals Corporation.	100,000
George W. Sanders British Columbia, Canada Director	Sept 4, 2002 ⁽²⁾	Private investor and President and Director of Goldcliff Resource Corporation; and Director of SilverCrest Mines Inc., BioAsis Technologies Inc. and Fission Energy Corp.	249,700

Notes

- (1) The number of shares of the Company carrying the right to vote in all circumstances beneficially owned, directly or indirectly, or over which control or direction is exercised by each proposed nominee as of February 12, 2010.
- (2) George W. Sanders was previously Director of the Company for the period June 15, 1994 to June 6, 1997.

The Company does not have an Executive Committee.

The Company's Audit Committee is its Board of Directors and is composed of Michael S. Carr, Terence S. Ortslan and George W. Sanders.

AUDIT COMMITTEE

Audit Committee Charter

The Audit Committee operates under the guidelines of the Audit Committee Charter, which states that each of the members of the Audit Committee is to be considered financially literate and at least one member have considerable accounting and related financial experience. A copy of the Audit Committee Charter is attached as Schedule "A" to this Circular. The Audit Committee reviews the annual and quarterly financial statements of the Company, oversees the annual audit process, the Company's internal accounting controls and the resolution of issues identified by the Company's auditors, and recommends to the Board the firm of independent auditors to be nominated for appointment by the shareholders at the next annual general meeting. In addition, the Audit Committee meets annually with the external auditors of the Company.

Composition of the Audit Committee

The Audit Committee is comprised all three directors of the Company, Michael S. Carr, Terence S. Ortslan and George W. Sanders, of which Terence S. Ortslan and George W. Sanders are independent directors. Each member of the Audit Committee is financially literate for the understanding of the accounting principles used by the Company to prepare its financial statements.

Relevant Education and Experience

Michael S. Carr has been a director and the President of the Company since 1992. During this time he has been primarily responsible for the preparation, in conjunction with the auditors, of the Company's quarterly and annual financial statements as well as dealing with the Company's day-to-day finances and operations.

George W. Sanders is a director of two other public companies and has more than 30 years of experience in mineral exploration finance and project management. He was also an investment advisor for more than 14 years.

Terence S. Ortslan is a mining engineer with a finance and operational specialization, with over 30 years of experience. He also has an MBA with a finance specialization.

External Auditor Service Fees

As a matter of policy, all non-audit related services are pre-approved by the Audit Committee.

The following table summarizes fees billed by the Company's external auditors during the last two fiscal years.

Fee in dollars (Cdn)	Fiscal year ended Oct. 31, 2008	Fiscal year ended Oct. 31, 2009
Audit Fees	\$36,000	\$42,500
Audit Related Fees	\$4,000	\$0
Tax Fees	\$0	\$0
All Other Fees	\$0	\$0
Total	\$40,000	\$42,500

Exemption

The Company is relying upon the exemption available to Venture issues contained in section 6.1 of Multilateral Instrument 52-110.

STATEMENT OF CORPORATE GOVERNANCE

National Instrument 58-101, *Disclosure of Corporate Governance Practices*, requires all companies to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “Guidelines”) adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Company’s approach to corporate governance is set out below.

Board of Directors

The Board currently consists of three (3) Directors: Michael S. Carr (President), Terence S. Ortslan and George W. Sanders.

The Guidelines suggest that the Board of Directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors. A director is “independent” if the individual has no direct or indirect material relationship with the Company which could, in the view of the Company’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment whether on the Board or a committee of the Board. Notwithstanding the foregoing, an individual who is, or has been within the last three years, an employee or executive officer of the Company is considered to have a material relationship with the Company. Of the current Board the following members are independent: Terence S. Ortslan and George W. Sanders. Michael S. Carr is not independent, as he is an executive officer of the Company.

Directorships

The following table sets forth the directors of the Company who currently serve as directors of other reporting issuers:

Name of Director	Other Reporting Issuers
Terence S. Ortslan	Globestar Mining Corporation, Intergold Ltd., Maudore Minerals Ltd., Niocan Inc., Plexmar Resources Inc. and Verena Minerals Corporation
George W. Sanders	Goldcliff Resource Corporation, SilverCrest Mines Inc., BioAsis Technologies Inc. and Fission Energy Corp.

Orientation and Continuing Education

The Company does not provide a formal orientation and education program for new directors; however, any new directors will be given the opportunity to familiarize themselves with the Company, the current directors and members of management. Directors are also encouraged and given the opportunity for continuing education.

Ethical Business Conduct

The Board has not, to date, adopted a formal written Code of Business Conduct and Ethics. The current limited size of the Company’s operations, and the small number of officers and employees, allow the Board to monitor, on an ongoing basis, the activities of management and to ensure that the highest standard of ethical

conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

Nomination of Directors

The Board selects new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the President. The Board monitors, but does not formally assess, the performance of individual Board members or committee members or their contributions.

Compensation Committee

The Board has not, to date, constituted a compensation committee.

Other Board Committees

The Company has one standing committee, the Audit Committee. Please refer to the “Audit Committee” section.

Assessments

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company’s size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The entire Board is responsible for selecting new directors and assessing current directors. A proposed director’s credentials are reviewed in advance of a Board meeting by one or more members of the Board prior to the proposed director’s nomination.

STATEMENT OF EXECUTIVE COMPENSATION

Definitions

For the purposes of this Statement of Executive Compensation:

- (a) “Chief Executive Officer” means each individual who served as chief executive officer of the Company or acted in a similar capacity during the most recently completed financial year;
- (b) “Chief Financial Officer” means each individual who served as chief financial officer of the Company or acted in a similar capacity during the most recently completed financial year;
- (c) “Named Executive Officers” means each of the following individuals:
 - (i) a Chief Executive Officer;
 - (ii) a Chief Financial Officer;
 - (iii) 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 Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individual, more than \$150,000.00 for that financial year; and
 - (iv) each individual who would be a Name Executive Officer under paragraph (iii) 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.

Compensation Discussion and Analysis

The compensation paid by the Company is designed to motivate, reward, attract and retain knowledgeable and skilled executives required to achieve the Company's corporate objectives and increase shareholder value. The Company's main objective of providing compensation is to recognize the contribution of the executive officers for their efforts and for the overall success and strategic growth of the Company. The compensation paid by the Company is designed to compensate for contributions to the Company and to reward management performance by aligning a component of the compensation with the Company's business performance and share value. The purpose of executive compensation is to reward the executives for their contributions to the achievements of the Company on both an annual and long term basis.

The Company does not have a formal compensation committee. The Company's board of directors informally discusses and approves compensation to be paid by the Company, ensuring that total compensation paid is fair and reasonable and is consistent with the Company's compensation philosophy. Compensation paid by the Company can be broken into three key elements: (i) base salary, fees and benefits; (ii) cash bonuses; and (iii) stock options. A description each element of compensation is set forth below.

Base Salary

The objective of base salary compensation is to reward and retain Named Executive Officers. The program is designed to compensate and reward Named Executive Officers for the services provided to the Company. In setting base compensation levels, consideration is given to such factors as level of responsibility, experience, expertise, the amount of time devoted to the affairs of the Company and the amount comparable businesses pay to their Named Executive Officers.

Bonus Plan

The Company's compensation philosophy will be to encourage the maximization of shareholder value at all levels of the organization by making cash bonuses a component of compensation, taking into consideration performance by both the Company and the respective executive officer.

Although no formal bonus plan has been implemented, all executive officers are eligible to receive a bonus. Bonuses will be used to recognize additional efforts of a Named Executive Officer which result in increased Company performance. Bonus levels, if any, will be established by the board of directors of the Company. Bonus awards for executive officers are discretionary and bonuses are not foreseen to be paid until the Company grows significantly.

Stock Options

The Company's stock option plan provides for the grant of stock options to directors, executive officers and key employees and consultants of the Company and its subsidiaries for the purpose of advancing the interests of the Company and its shareholders through the motivation, attraction and retention of these individuals. It is generally recognized that stock option plans aid in attracting, retaining and encouraging these individuals due to the opportunity offered to them to acquire a proprietary interest in the Company.

The board of directors of the Company determines the ranges of stock option grants for each level of executive officer and key employees and consultants, and the terms and conditions of the options forming part of such grants. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of the position and contribution to the Company. The existing number and terms of the outstanding options are taken into account when granting new options.

Details of the Company’s Stock Option Plan are provided below under “Approval of Stock Option Plan”.

Summary of Compensation

The following table sets forth all annual and long-term compensation for each Named Executive Officer of the Company for the Company's three most recently completed financial years that end on or after December 31, 2008:

Name and Principal Position	Year Ended Oct 31	Salary (\$)	Share-Based Awards (\$) ⁽¹⁾	Option-Based Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Michael S. Carr, President	2009	Nil	Nil	109,227.69 ⁽³⁾	Nil	Nil	Nil	96,000.00 ⁽⁴⁾	205,227.69

Notes:

- (1) “Share-Based Award” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units and stock.
- (2) “Option-Based Award” means an awards under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.
- (3) The “grant date fair value” has been determined by using the Black-Scholes option pricing model. Calculating the value of stock options using the Black-Scholes option pricing model is very different from a simple “in the money” value calculation. In fact, stock options that are well out of the money can still have a significant grant date fair value based on the Black-Scholes option pricing model. This is particularly the case where the price of the shares underlying the option are highly volatile. Accordingly, caution should be exercised in comparing grant date fair value amounts with cash compensation or an in the money option value calculation.
- (4) See “Management Contracts”.

Incentive Plan Awards

Outstanding Share-Based Awards and Option Based Awards

The following table sets forth details of all awards outstanding for each Named Executive Officer of the Company as of the most recent financial year end, including awards granted before the most recently completed financial year.

Name and Title	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options (\$) ⁽¹⁾	Number of Shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Michael S. Carr President	300,000	0.39	March 17, 2010	Nil	N/A	N/A
	865,000	0.53	April 4, 2011	Nil		
	480,000	0.70	January 12, 2012	Nil		
	305,000	0.35	September 14,	Nil		
	110,000	0.36	2012	Nil		
	265,000	0.76	February 7, 2013	Nil		
	14,500	0.26	June 24, 2013	Nil		
	495,000	0.13	September 17,	Nil		
	635,000	0.17	2013	Nil		
			February 9, 2014			
		July 30, 2014				

Notes:

- (1) Unexercised in-the-money options refer to the options in respect of which the market value of the underlying shares as at the financial year end exceeds the exercise or base price of the option. The market value of the Company's shares as at October 31, 2009, the last financial year end, was \$0.10.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth the value of option-based awards and share-based awards which vested or were earned during the most recently completed financial year for each Named Executive Officer.

Name and Title	Option-Based Awards – Value vested during the year (\$)	Share-Based Awards – Value vested during the year (\$)	Non-Equity Incentive Plan Compensation – Value earned during the year (\$)
Michael S. Carr President	Nil ⁽¹⁾	N/A	N/A

Notes:

- (1) Based on the difference between the market price of the options at the vesting date and the exercise price.

Narrative Discussion

Incentive stock options may be granted to directors, consultants, officers and employees of the Company in accordance with the Company's stock option plan previously approved by the shareholders of the Company at the last annual general meeting and the policies of the TSX Venture Exchange. The Company is requesting renewed approval of its stock option plan at the Meeting (see "Approval of Stock Option Plan" below).

Pension Plan Benefits

The Company does not have in place any pension plan or deferred compensation plan that provides for payments or benefits at, following or in connection with retirement.

Termination and Change of Control Benefits

The Company is not a party to any contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in a Named Executive Officer's responsibilities.

Directors Compensation

Director Compensation Table

The following table sets forth all amounts of compensation provided to directors of the Company who are not also Named Executive Officers for the most recently completed financial year.

Name	Fees Earned (\$)	Share-Based Awards (\$) ⁽¹⁾	Option-Based Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Terence S. Ortslan	Nil	Nil	26,087.79 ⁽³⁾	Nil	Nil	Nil	26,087.79
George W. Sanders	Nil	Nil	26,087.79 ⁽³⁾	Nil	Nil	Nil	26,087.79

Notes:

- (1) "Share-Based Award" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units and stock.
- (2) "Option-Based Award" means an awards under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.
- (3) The "grant date fair value" has been determined by using the Black-Scholes option pricing model. Calculating the value of stock options using the Black-Scholes option pricing model is very different from a simple "in the money" value calculation. In fact, stock options that are well out of the money can still have a significant grant date fair value based on the Black-Scholes option pricing model. This is particularly the case where the price of the shares underlying the option are highly volatile. Accordingly, caution should be exercised in comparing grant date fair value amounts with cash compensation or an in the money option value calculation.

Outstanding Share-Based Awards and Option Based Awards

The following table sets forth all amounts of compensation provided to directors of the Company who are not also Named Executive Officers for the most recently completed financial year.

The following table sets forth details of all awards outstanding for directors of the Company who are not also Named Executive Officers as of the most recent financial year end, including awards granted before the most recently completed financial year.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options (\$) ⁽¹⁾	Number of Shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Terence S. Ortslan	100,000	0.39	March 17, 2010	Nil	N/A	N/A
	100,000	0.53	April 4, 2011	Nil		
	100,000	0.70	January 12, 2012	Nil		
	100,000	0.35	September 14, 2012	Nil		
	50,000	0.36	February 7, 2013	Nil		
	75,000	0.76	June 24, 2013	Nil		
	15,000	0.26	September 17, 2013	Nil		
	120,000	0.13	February 9, 2014	Nil		
	150,000	0.17	July 30, 2014	Nil		
George W. Sanders	100,000	0.39	March 17, 2010	Nil	N/A	N/A
	100,000	0.53	April 4, 2011	Nil		
	100,000	0.70	January 12, 2012	Nil		
	100,000	0.35	September 14, 2012	Nil		
	50,000	0.36	February 7, 2013	Nil		
	75,000	0.76	June 24, 2013	Nil		
	15,000	0.26	September 17, 2013	Nil		
	120,000	0.13	February 9, 2014	Nil		
	150,000	0.17	July 30, 2014	Nil		

Notes:

- (1) Unexercised in-the-money options refer to the options in respect of which the market value of the underlying shares as at the financial year end exceeds the exercise or base price of the option. The market value of the Company's shares as at October 31, 2009, the last financial year end, was \$0.10.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth the value of option-based awards and share-based awards which vested or were earned during the most recently completed financial year for directors of the Company who are not also Named Executive Officers.

Name	Option-Based Awards – Value vested during the year (\$)	Share-Based Awards – Value vested during the year (\$)	Non-Equity Incentive Plan Compensation – Value earned during the year (\$)
Terence S. Ortslan	Nil ⁽¹⁾	N/A	N/A
George W. Sanders	Nil ⁽¹⁾	N/A	N/A

Notes:

(1) Based on the difference between the market price of the options at the vesting date and the exercise price.

Narrative Discussion

Incentive stock options may be granted to directors, consultants, officers and employees of the Company in accordance with the Company’s stock option plan previously approved by the shareholders of the Company at the last annual general meeting and the policies of the TSX Venture Exchange. The Company is requesting renewed approval of its stock option plan at the Meeting (see “Approval of Stock Option Plan” below).

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan which the Company has in place is its stock option plan which was previously approved by the shareholders of the Company at the last annual general meeting of the Company. The stock option plan provides that the number of shares issuable under the plan, together with all other shares issuable under previously issued stock options may not exceed 10% of the total number of issued and outstanding shares at the date of grant. The following table sets forth securities of the Company that are authorized for issuance under equity compensation plans as at the end of the Company’s 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	6,244,500	0.41	698,704
Equity compensation plans not approved by securityholders	NIL	N/A	N/A
Total	6,244,500	0.41	698,704

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

None of the directors or senior officers of the Company, or associates or affiliates of such persons are indebted to the Company as at the Record Date nor have they been indebted to the Company at any time during the financial year ended October 31, 2009.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, since the commencement of the Company's last completed financial year, no "informed person" of the Company, nominee for election as a director of the Company, or any associate or affiliate of an "informed person" or nominee has or had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or which will materially affect the Company or any of its subsidiaries. An "informed person" means a director or executive officer of the Company, a director or executive officer or a person or company that is itself an informed person or a subsidiary of the Company, any person who beneficially owns, directly or indirectly, voting shares of the Company or who exercises control or direction over shares of the Company or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company.

MANAGEMENT CONTRACTS

Management services for the Company are performed pursuant to an agreement among the Company, Michael S. Carr and M.S. Carr & Associates Ltd. whereby M.S. Carr & Associates Ltd. provides management, administrative and other services to the Company. Pursuant to this agreement the Company has agreed to pay M.S. Carr & Associates Ltd. a management fee of \$8,000.00 per month plus GST. The Company also pays all administrative expenses which may be incurred on behalf of the Company by M.S. Carr & Associates Ltd. Michael S. Carr is the sole director and shareholder of M.S. Carr & Associates Ltd.

APPOINTMENT OF AUDITOR

The shareholders will be asked to pass an ordinary resolution appointing Manning Elliott LLP, Chartered Accountants of 1100-1050 West Pender Street, Vancouver, British Columbia, as Auditor for the Company to hold office until the next Annual General Meeting of the shareholders. Manning Elliott LLP was first appointed auditor of the Company on November 16, 2004.

The *Business Corporations Act* (British Columbia) requires that the remuneration of the auditor of a company be fixed by ordinary resolution of the shareholders (a resolution passed by a simple majority of the votes cast in person or by proxy at a general meeting of shareholders) or, if the shareholders so resolve, by the directors. The shareholders will be asked, by way of an ordinary resolution, to authorize the directors to fix the remuneration for the auditors, which authorization will expire at the next Annual General Meeting of the Company.

APPROVAL OF STOCK OPTION PLAN

The shareholders passed a resolution at the Company's last Annual General Meeting adopting a stock option plan (the "**Stock Option Plan**") for the Company. The policies of the TSX Venture Exchange require the shareholders to readopt the Stock Option Plan at each of the Company's Annual General Meetings. Therefore, the shareholders will be asked to pass an ordinary resolution reaffirming the adoption of the Stock Option Plan.

The purpose of the Stock Option Plan is to allow the Company to grant options to directors, officers, consultants, employees and service providers, as additional compensation, and as an opportunity to participate in the profitability of the Company. The granting of such options is intended to align the interests of such persons with that of the Company. Options will be exercisable over periods of up to five years as determined by the Board and are required to have an exercise price no less than the Market Price as defined in the Stock Option Plan prevailing on the day that the option is granted. Pursuant to the Stock Option Plan, the Board may from time to time authorize the issue of options to directors, officers and employees of and consultants to the Company and its subsidiaries or employees of companies providing management services to the Company or its subsidiaries (other than persons engaged in Investor Relations activities). The Stock

Option Plan will be a “rolling” plan reserving a maximum of 10% of the issued shares of the Company at the time of a stock option grant. The Stock Option Plan will not contain any vesting provisions. In addition, no more than 5% of the issued shares of the Company may be granted to any one individual in any 12-month period. The Stock Option Plan must be approved by a majority of the votes cast by shareholders at the Meeting. The policies of the TSX Venture Exchange require the Company to obtain shareholder approval of the Stock Option Plan annually at the Annual General Meeting of the Company.

The full text of the Stock Option Plan is attached as Schedule “A” to the Company’s Information Circular dated March 6, 2003, a copy of which can be obtained at www.sedar.com. The Stock Option Plan is subject to TSX Venture Exchange Acceptance and amendments may be required accordingly.

Unless such authority is withheld, the persons named in the enclosed proxy intend to vote for the approval of the Stock Option Plan.

Shareholders will be asked to pass the following ordinary resolutions:

RESOLVED THAT

1. The Stock Option Plan is approved;
2. The president or one director of the Company be and is hereby authorized on behalf of the Company to submit the Stock Option Plan to the TSX Venture Exchange and to make any changes to the Stock Option Plan required by the TSX Venture Exchange; and
3. The president or any one director of the Company be and is hereby authorized on behalf of the Company to execute and implement the Stock Option Plan and issue stock options pursuant to the Stock Option Plan.

APPROVAL OF INCREASE IN AUTHORIZED SHARE CAPITAL

The Company’s current authorized share capital consists of 100,000,000 Common shares without par value. The shareholders of the Company will be asked to pass an ordinary resolution approving an increase in the authorized share capital of the Company to an unlimited number of Common shares without par value.

The *Business Corporations Act* (British Columbia), brought into force in March 2004, updated and modernized the laws regarding companies in British Columbia. Prior to the *Business Corporations Act* (British Columbia) companies in British Columbia were required to have a stated maximum authorized capital. The *Business Corporations Act* (British Columbia) removed this restriction and permitted companies to have unlimited authorized capital (as was the case in other Canadian jurisdictions).

The Company wishes to update and modernize its authorized share capital as permitted by the *Business Corporations Act* (British Columbia). The articles of the Company require an alteration to the Company’s in authorized capital to be approved by ordinary resolution of the shareholders.

Unless such authority is withheld, the persons named in the enclosed proxy intend to vote for the approval of the increase in the authorized share capital of the Company to an unlimited number of Common shares.

Shareholders will be asked to pass the following ordinary resolutions:

RESOLVED THAT

1. The Company increase the authorized number of Common shares without par value from 100,000,000 to an unlimited number of Common shares without par value;
2. The Company file with the Registrar of Companies a Notice of Alteration to the Notice of Articles in the required form; and
3. The increase to the authorized number of Common shares without par value shall not take effect until the Notice of Articles of the Company is altered to reflect such alteration.

OTHER BUSINESS

The Board and Management are not aware of any other matters that will be brought before the Meeting. If other matters are properly brought before the Meeting, it is the intention of the persons named in the enclosed proxy to vote the proxy on such matters in accordance with their judgment.

ADDITIONAL INFORMATION

Additional information concerning the Company can be found on SEDAR at www.sedar.com. Financial information relating to the Company is provided in the Company's comparative financial statements for the financial year ended October 31, 2009. Copies of the Company's financial statements may be obtained by a shareholder on SEDAR or upon request without charge by contacting the Company at Bitterroot Resources Ltd., c/o 2480 – 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X2.

DATED at Vancouver, British Columbia, as of February 12, 2010.

ON BEHALF OF THE BOARD OF DIRECTORS

“Michael S. Carr”

MICHAEL S. CARR, President

SCHEDULE "A"

Audit Committee Charter

BITTERROOT RESOURCES LTD.

AUDIT COMMITTEE CHARTER

(adopted by the Board of Directors of Bitterroot Resources Ltd.)

A. MANDATE

The Audit Committee of the Board of Directors (the "Committee") is responsible for oversight of the quality and integrity of the accounting, auditing and reporting practices of Bitterroot Resources Ltd. (the "Company"). The Committee's purpose is to oversee the accounting and financial reporting processes of the Company and the audits of the Company's financial statements.

B. COMPOSITION AND PROCEDURES

The Committee shall consist of at least three members of the Board of Directors (the "Board"). If the Board consists of 3 directors, the directors of the Board shall be the members of the Committee. If the Board consists of more than 3 directors, the Board, at its first meeting following the annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair from among their number.

The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other. The Committee shall meet at such times and at such locations as may be requested by the chair of the Committee. The auditors or any member of the Committee may request a meeting of the Committee.

The Committee shall be entitled to engage independent counsel and other advisors as it considers necessary to carry out its duties and to set and pay the compensation for any such advisors. Any decision by the Committee to engage independent counsel or other advisors and to set compensation for such advisors shall be made by a majority vote of the Committee.

C. DUTIES AND RESPONSIBILITIES

1. The overall duties and responsibilities of the Committee shall be as follows:

- (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements;
- (b) to establish and maintain a direct line of communication with the Company's auditors and to assess the auditor's performance; and
- (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls.

2. The duties and responsibilities of the Committee as they relate to the auditors shall be as follows:

- (a) to recommend to the Board a firm of auditors to be engaged by the Company, and to verify the independence of such auditors;
- (b) to recommend to the Board the compensation to be paid to the auditors;
- (c) to oversee the work of the auditors, including the resolution of disagreements between management and the auditors regarding financial reporting;
- (d) to pre-approve all non-audit services to be provided to the Company by the auditors unless otherwise provided for in Multilateral Instrument 52-110;
- (e) to review the Company's financial statements, MD&A and press releases announcing annual and interim earnings before the Company publicly discloses the information;
- (f) to ensure that procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in subsection (e) above, and periodically assess the adequacy of the procedures;
- (g) to establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- (h) to review and approve the Company's hiring policies regarding partners, employees or former partners and employees of the present and former auditors of the Company.

3. The Committee is also charged with the responsibility to:

- (a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
- (b) review and approve the financial sections of:
 - (i) the annual report to shareholders;
 - (ii) any annual information form;
 - (iii) any prospectuses; and
 - (iv) any other public reports requiring approval by the Board,and report to the Board with respect thereto;
- (c) review with management, the auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements; and
- (d) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information.