

Bitterroot Resources Ltd.

Annual Information Form

Including Financial Information
For Year Ended
October 31, 2002

December 3, 2003

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Item 2. Corporate Structure

Bitterroot Resources Ltd. ("Bitterroot" or the "Company") was incorporated under the laws of British Columbia on March 13, 1951, under the name of Mines Management (B.C.) Limited. The name of the issuer was changed to Bitterroot Resources Ltd. on August 30, 1982.

On March 17, 1981, the Company's articles were cancelled and replaced with an updated form of articles and the Memorandum of the Company was amended. All restrictions on the businesses which the Company is permitted to carry on were cancelled, the stated objects of the Company were cancelled and the authorized capital of the Company was altered from 25,000 shares with a par value of \$1.00 to 5,000,000 shares without par value. On March 30, 1993, the Memorandum of the Company was altered to increase the authorized capital of the Company to 100,000,000 common shares without par value.

Bitterroot has two wholly owned subsidiaries:

- (a) Trans Superior Resources, Inc. ("Trans Superior"), a Michigan corporation, incorporated on December 19, 1995; and
- (a) Voyageur Lands Corporation ("Voyageur"), a Michigan corporation, incorporated on July 12, 1967, all of the shares of which were acquired by Trans Superior on April 18, 1997.

Note: All dollar amounts noted in this Annual Information Form are in Canadian dollars unless otherwise described.

Item 3. General Development of the Business

Bitterroot is a mineral resource company engaged directly and indirectly through its subsidiaries, in the acquisition and exploration of mineral properties. The Company's mineral exploration activities and working capital requirements are mainly financed by issuing common shares to investors for cash proceeds and through option/joint venture arrangements with mining companies.

The principal assets of Bitterroot are,

- 1) Recorded mineral title interests covering 100 percent interests in approximately 460 square miles in the Upper Peninsula of the State of Michigan, U.S.A. These assets are held by the Company's wholly owned Michigan subsidiaries, Trans Superior Resources, Inc. and Voyageur Lands Corporation. There are no annual holding costs associated with ownership of these lands.
- 2) 463 mineral claims covering 24,870 hectares in the province of Quebec, Canada which were acquired by staking in 2002 and are held directly by Bitterroot.
- 3) 20 mineral claims covering 500 hectares in the province of British Columbia, Canada which were acquired in 2003 and are held under the terms of an option/purchase agreement with two vendors.

Bitterroot leases over 1,700 acres of mineral rights from the State of Michigan, at a cost of US\$3.00/acre/year for the first 5 years and holds prospecting permits covering approximately 2,100 acres of US federal mineral rights in Michigan (at a cost of US\$0.50/acre/year). The Company has been acquiring and exploring Ni/Cu/PGE, Au, U and Cu properties in the Upper Peninsula of Michigan through its Michigan subsidiaries since late 1995. Bitterroot is currently exploring some of its Voyageur Lands Corporation properties in Michigan under the terms of an option/joint venture arrangement dated February 17, 2003 with Cameco Corporation. In 2003, Cameco funded a C\$250,000 exploration program. Bitterroot was the operator of the program, which included data compilation, geophysical surveys, geochemical analyses and 855 metres of core drilling. The Company received a \$20,000 cash payment and a 10% management fee. Cameco has agreed to initiate a \$350,000 program in 2004,

which will include geological mapping, geophysical surveys and core drilling. Bitterroot will remain the operator and receive a \$25,000 cash payment and a 10% management fee. In addition to the Cameco-funded exploration, airborne geophysical surveys, ground-based surveys and drilling of Cu/Au targets in the Upper Peninsula of Michigan are also planned in 2004.

In central Quebec, the Company owns 463 mining claims covering approximately 24,870 hectares, collectively referred to as the Mistassini project. These claims were initially staked at various dates in the first half of 2002 for their diamond (kimberlite) potential, based on interpretation of aeromagnetic data. Field work in 2002 did not confirm the diamond potential of the claims, but did identify unexplored mafic/ultramafic layered intrusions which have potential to host Ni/Cu/PGE deposits. Airborne geophysical surveys are planned in early 2004. Drilling may also be done in 2004, subject to receipt of favourable geophysical results. To maintain the claims in good standing, assessment work of \$1,200/claim must be recorded in 2004. As a result, Bitterroot expects to reduce its Quebec land holdings significantly in 2004. Planned geophysical surveys will result in expenditures which are sufficient to hold the highest priority targets for another year.

In Ontario, the Company's Nipigon project currently consists of 31 mining claims covering approximately 496 hectares of Crown lands in the Thunder Bay district. At April 30, 2003, the Company wrote off its investment in the Nipigon project. No additional expenditures are planned on this project.

In June 2003, the Company entered into an option/joint venture arrangement on the 20-claim GK Au/Ag property near Beaverdell, in south central British Columbia. Bitterroot paid \$4,000 and issued 100,000 shares to the vendors to satisfy its obligations in year 1. Subsequent issuance's of 100,000 shares/year in years 2 and 3 and a cash payment of \$84,000 in year 4 are required to purchase a 100% interest in the property. The vendors will retain a 2% NSR royalty, 1% of which can be purchased for \$1,000,000. Prospecting and soil sampling in 2003 located and confirmed the presence of highly anomalous Au soil anomalies. Additional soil sampling, prospecting, geological mapping and trenching are planned in 2004. Work done in 2003 resulted in expenditures sufficient to hold the claims through 2004.

The prices of the metals the Company is currently exploring for (Ni, Cu, PGEs, U, Au and Ag) have increased in 2003, mainly due to the declining value of the US dollar and to a lesser extent, increased demand and/or supply constraints. These positive, yet cyclical market conditions have increased Bitterroot's access to capital. In the absence of a mineral discovery on the Company's lands, declining metals prices may reduce the Company's access to capital in the future. Significant competition exists for mineral acquisition opportunities in North America. As a result of this competition, some of which is with large, established mining companies with much greater financial and technical resources than the Company, Bitterroot may be unable to acquire rights to mineral properties on acceptable terms. There can be no assurance that the Company has acquired or will acquire any interest in lands that could host ore reserves or result in the development of commercial mining operations. There can also be no assurance that the Company will be able to finance future exploration programs on its lands. The Company depends on highly cyclical capital markets and/or other mining or exploration companies to provide financing for its exploration programs. A large portion of the Company's assets and operations are located in Michigan, U.S.A. Since Bitterroot's exploration costs in Michigan are incurred in U.S. dollars and the Company raises capital in Canadian dollars, its costs are influenced by currency exchange rates. Surface access to the Company's various mineral rights are regulated by government agencies. Future access is subject to policies established by agencies over which the Company has no control.

Item 4: Narrative Description of the Business

The Company's present business activity is the acquisition, exploration and development of mineral properties. The technical reports referred to below can be located on SEDAR (www.sedar.com) or the Company's website (www.bitterrootresources.com).

Upper Peninsula Projects – Michigan, USA

Property Description and Location

Generally, under U.S.A. common law, the mineral owner may use as much of the surface as is necessary to explore for and develop the reserved minerals, subject to the obligation of the mineral owner to act with prudence and have due regard for the interests of the surface owner. The mineral owner may be compelled to compensate the surface owner for surface damages caused by its activities. Leased lands may be subject to additional permitting requirements, depending on the type of surface ownership, the type of mineral lease and the proposed method of mineral extraction. Trans Superior's principal permitting agencies on leased lands in Michigan are the U.S. Forest Service, Michigan Department of Natural Resources and Michigan Department of Environmental Quality.

Until a discovery is made and an exploration project reaches the feasibility study-stage, the financial and operational effect of environmental protection requirements on Bitterroot's expenditures cannot be determined. To the knowledge of Bitterroot's management, Bitterroot and its subsidiaries are in compliance with all relevant environmental laws and regulations.

Please refer to the heading "Property Descriptions and Location" on page 5 of technical report dated November 25, 2003 prepared by Dave Billard for further information.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Please refer to the heading "Physiography, Accessibility and Resources" on page 6 of technical report dated November 25, 2003 prepared by Dave Billard.

History

Please refer to the heading "History" on page 6 of technical report dated November 25, 2003 prepared by Dave Billard.

Geological Setting

Please refer to the heading "Geological Setting" on page 7 of technical report dated November 25, 2003 prepared by Dave Billard.

Exploration

Please refer to the heading "Exploration" on page 10 of technical report dated November 25, 2003 prepared by Dave Billard.

Mineralization

Please refer to the heading "Mineralization" on page 9 of technical report dated November 25, 2003 prepared by Dave Billard.

Drilling

Please refer to the headings “Exploration” on page 10 and “Sampling Method and Approach” on page 11 of technical report dated November 25, 2003 prepared by Dave Billard.

Sampling and Analysis

Please refer to the headings “Sampling Method and Approach” on page 11 and “Sample Preparation, Analysis and Security” on page 12 of technical report dated November 25, 2003 prepared by Dave Billard.

Security of Samples

Please refer to the heading “Sample Preparation, Analysis and Security” on page 12 of technical report dated November 25, 2003 prepared by Dave Billard.

Mineral Resource and Mineral Reserve Estimates

No mineral resources have been identified on the property to date and no mineral reserve estimates have been attempted

Mining Operations

The property is subject to exploration and thus no mining operations occur on the property.

Exploration and Development

Cameco has agreed to initiate a \$350,000 program in 2004, which will include geological mapping, geophysical surveys and core drilling. Bitterroot will remain the operator and receive a \$25,000 cash payment and a 10% management fee. In addition to the Cameco-funded exploration, airborne geophysical surveys, ground-based surveys and drilling of Cu/Au targets in the Upper Peninsula of Michigan are also planned in 2004.

Please refer to the headings “Interpretation and Conclusion” on page 12 and “Recommendations” on page 13 of technical report dated November 25, 2003 prepared by Dave Billard for further information.

Mistassini Project – Northern Quebec

Property Description and Location

The surface owner of the Company's claims in Quebec is the Province of Quebec. The Quebec Ministère des Ressources Naturelles administers surface use. Permits are generally not required until road building or overburden removal is planned. The Company owns unpatented mining claims and must apply for environmental approvals and a mining lease prior to the extraction and sale of mineral products from the mining claims.

Until a discovery is made and an exploration project reaches the feasibility study-stage, the financial and operational effect of environmental protection requirements on Bitterroot's expenditures cannot be determined. To the knowledge of Bitterroot's management, Bitterroot and its subsidiaries are in compliance with all relevant environmental laws and regulations.

Please refer to the heading “Property Descriptions and Location” on page 3 of technical report dated November 25, 2003 prepared by Dave Billard and Charles J. Greig for further information.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Please refer to the heading “Physiography, Accessibility and Resources” on page 4 of technical report dated November 25, 2003 prepared by Dave Billard and Charles J. Greig.

History

Please refer to the heading “History” on page 4 of technical report dated November 25, 2003 prepared by Dave Billard and Charles J. Greig.

Geological Setting

Please refer to the heading “Geological Setting” on page 5 of technical report dated November 25, 2003 prepared by Dave Billard and Charles J. Greig.

Exploration

Please refer to the heading “Exploration” on page 6 of technical report dated November 25, 2003 prepared by Dave Billard and Charles J. Greig.

Mineralization

Please refer to the heading “Mineralization” on page 6 of technical report dated November 25, 2003 prepared by Dave Billard and Charles J. Greig.

Drilling

Please refer to the headings “Exploration” on page 6 and “Sampling Method and Approach” on page 8 of technical report dated November 25, 2003 prepared by Dave Billard and Charles J. Greig.

Sampling and Analysis

Please refer to the headings “Sampling Method and Approach” on page 8 and “Sample Preparation, Analysis and Security” on page 8 of technical report dated November 25, 2003 prepared by Dave Billard and Charles J. Greig.

Security of Samples

Please refer to the heading “Sample Preparation, Analysis and Security” on page 8 of technical report dated November 25, 2003 prepared by Dave Billard and Charles J. Greig.

Mineral Resource and Mineral Reserve Estimates

No mineral resources have been identified on the property to date and no mineral reserve estimates have been attempted

Mining Operations

The property is subject to exploration and thus no mining operations occur on the property.

Exploration and Development

Airborne geophysical surveys are planned in early 2004. Drilling may also be done in 2004, subject to receipt of favourable geophysical results.

Please refer to the headings “Interpretation and Conclusion” on page 8 and “Recommendations” on page 9 of technical report dated November 25, 2003 prepared by Dave Billard and Charles J. Greig for further information.

GK Property – Beaverdell, British Columbia

Property Description and Location

The surface owner of the Company’s claims in British Columbia is the Province of British Columbia. The British Columbia Ministry of Energy and Mines administers surface use. Permits are generally not required until road building or overburden removal is planned. The Company owns unpatented mining claims and must apply for an environmental certificate and mining lease prior to the extraction and sale of mineral products from the mining claims.

Until a discovery is made and an exploration project reaches the feasibility study-stage, the financial and operational effect of environmental protection requirements on Bitterroot’s expenditures cannot be determined. To the knowledge of Bitterroot’s management, Bitterroot and its subsidiaries are in compliance with all relevant environmental laws and regulations.

Please refer to the heading “Property Descriptions and Location” on page 3 of technical report dated November 12, 2003 prepared by Dave Billard for further information.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

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History

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Mineralization

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Drilling

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Sampling and Analysis

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Security of Samples

Please refer to the heading "Sample Preparation, Analysis and Security" on page 6 of technical report dated November 12, 2003 prepared by Dave Billard.

Mineral Resource and Mineral Reserve Estimates

No mineral resources have been identified on the property to date and no mineral reserve estimates have been attempted

Mining Operations

The property is subject to exploration and thus no mining operations occur on the property.

Exploration and Development

Soil sampling, prospecting, geological mapping and trenching are planned in 2004.

Please refer to the headings "Interpretation and Conclusion" on page 7 and "Recommendations" on page 7 of technical report dated November 12, 2003 prepared by Dave Billard for further information.

Item 5. Selected Consolidated Financial Information

Statement of Operations Summary Data ¹ Year Ended October 31

	2002	2001	2000
Revenues	\$nil	\$363	\$467
Loss for the Year	\$104,228	106,909	114,397
Loss per share	.006	0.006	0.006
Fully diluted loss per share	.006	0.006	0.006
Cash Dividends	nil	nil	nil

¹ before writedown of resource properties and extraordinary items

Balance Sheet Data October 31

	2002	2001	2000
Total Assets	\$2,931,326	\$2,767,265	\$2,702,122
Long-term debt	nil	nil	nil
Shareholder's equity	\$2,823,746	\$2,686,112	\$2,626,378

Dividend Policy

No dividends have ever been paid by Bitterroot. The Company has no plans to pay any dividends in the foreseeable future. The dividend policy will be reviewed periodically.

Item 6. Management's Discussion and Analysis

The following discussion and analysis should be read in conjunction with the Company's consolidated financial statements and corresponding notes.

General

Bitterroot is a junior mineral exploration company and is in the business of acquiring and exploring North American mineral properties. The mineral exploration business is risky and most exploration projects do not result in the development of mining operations. During the past several years Bitterroot has mitigated its risk by minimizing its land holding costs and entering into joint venture agreements with large exploration and mining companies to fund exploration programs. In February 2003 the Company entered into an option/joint venture agreement with Cameco Corporation covering an area of interest located in Upper Michigan comprising 600 square miles (1,500 square km). Under the terms of the agreement Cameco can acquire a 65% interest in all the targets within the area of interest by incurring total expenditures of \$23.6 million over a period of 18 years. In July 2001, the company entered into an option/joint venture arrangement in Michigan with Kennecott Exploration Company (KEC). Under the terms of this agreement, KEC paid the Company US\$20,000 and made lease and permit application payments totalling US\$10,505 on the Company's behalf. After drilling one exploration hole, KEC withdrew from this arrangement on October 10, 2001.

Quarterly Data ²

Quarter Ended	Oct 31	July 31	April 30	Jan 31	Oct 31	July 31	April 30	Jan 31
Year	2002	2002	2002	2002	2001	2001	2001	2001
Revenues	\$nil	\$nil	\$nil	\$nil	\$18	\$26	\$152	\$167
Loss ¹	20,806	19,986	36,881	26,555	19,601	20,195	36,758	30,355
Loss per share ¹	.002	.001	.002	.001	0.001	0.001	0.002	0.002
Fully diluted loss per share ¹	.002	.001	.002	.001	0.001	0.001	0.002	0.002

¹ - before writedown of resource properties and extraordinary items,

² - unaudited

Liquidity and Capital Resources

As of October 31, 2002, Bitterroot had 20,554,811 shares issued and outstanding. In the two-year period from November 1, 2000 to October 31, 2002, Bitterroot issued 4,170,082 shares for cash proceeds of \$342,515 and to settle debts of \$71,008. The principal means of distribution has been by private placements, warrant exercise and shares for debt transactions.

During the year ended October 31, 2002, the Company's working capital deficiency increased to \$101,380, from a deficiency of \$77,256 at October 31, 2001 as a result of the Company expending more funds on operating and exploration activities than it raised in equity financings.

During the year ended October 31, 2002 the Company received \$182,000 from the issuance of 1,820,000 common shares at a price of \$0.10 per share, pursuant to the exercise of share purchase warrants. An additional \$60,515, net of expenses, was realised on the issuance of 640,000 common shares at \$0.10 per share pursuant to a private placement. In the previous fiscal year the Company received \$100,000 from the issuance of 1,000,000 common shares at \$0.10 per share, pursuant to a private placement and settled \$71,008 of debts through the issuance of 710,082 common shares at a deemed price of \$0.10 per share.

Warrants to purchase 820,000 common shares at \$0.10 per share and stock options to purchase 1,670,032 common shares at \$.10 per share were outstanding at October 31, 2002.

The Company relies mainly on the sale of equity securities to meet its cash requirements. The development of the Company in the future will depend on its ability to raise additional financing.

Results of Operations

Fiscal Year ended October 31, 2002 compared with previous year

For the fiscal year ended October 31, 2002, Bitterroot's net loss was \$104,880 or \$0.006 per share, compared with a loss of \$111,274 or \$0.006 per share in the previous year. The results for the year ended October 31, 2002 included a write-off of resource properties of \$652, compared with a resource property write-off of \$4,365 in the previous year. Management does not consider these results to be a meaningful measure of performance at this stage in the Company's development.

Revenues

Bitterroot's revenues totalled \$nil during the fiscal year ended October 31, 2002, down from \$363 in the previous year. Bitterroot is a mineral exploration company, which currently derives its revenues from interest on its investments. In the latest fiscal year, interest income decreased due to lower cash balances.

Expenses

Bitterroot's expenses during the latest fiscal year totalled \$104,228 down from \$107,272 in the previous year. The decrease in expenses is mainly due to a \$12,641 decrease in professional fees, offset by an increase of \$9,451 in office, printing and travel expenses.

Financing Activities

During the year ended October 31, 2002 the Company received \$182,000 from the issuance of 1,820,000 common shares at a price of \$0.10 per share, pursuant to the exercise of share purchase warrants. An additional \$60,515, net of expenses, was realised on the issuance of 640,000 common shares at \$0.10 per share pursuant to a private placement. In the previous fiscal year the Company received \$100,000 from the issuance of 1,000,000 common shares at \$0.10 per share, pursuant to a private placement and settled \$71,008 of debts through the issuance of 710,082 common shares at a deemed price of \$0.10 per share.

Investing Activities

During the year ended October 31, 2002, the carrying value of the Company's mineral properties increased by \$161,913 compared with an increase of \$107,608 in the previous year. Option payments and reimbursements received are deducted from the carrying value of the Company's resource properties. This has reduced the amount by which the book value of the Company's mineral properties

would have increased through additional exploration expenditures. Total exploration expenditures on Bitterroot's properties in 2002 were \$162,565, compared to \$111,973 in 2001. Exploration expenditures remained at a relatively low level in 2002 due to weak junior resource equity markets.

Outlook

Management believes that the Company will have sufficient financial resources to meet its administrative obligations and planned exploration activities over the next year. Funding requirements may vary from those planned due to new opportunities arising or unforeseen events occurring however management expects the Company will be able to raise equity capital as needed in the long term.

Forward Looking Statements

The forward-looking information in the Management's Discussion and Analysis section and elsewhere in this document is based on the conclusions of management. The Company cautions investors that due to risks and uncertainties, actual events may differ materially from current expectations.

Impact of Inflation and Exchange Rates

Inflation has had no significant impact on the Company's income or operations during the past two years. Bitterroot raises capital in Canadian dollars and expects to incur approximately 60% of its exploration expenditures in U.S. dollars in 2003. The Company will continue to be affected by fluctuations in the value of the Canadian dollar in the future.

Item 7. Market for Securities

The Company's common shares are listed on the TSX Venture Exchange (symbol BTT).

Item 8. Directors and Officers

Name	Title	Principal Occupation	Served Since
Michael S, Carr West Vancouver, BC	Director and President	President and Director of the Company	1992
George W. Sanders Kelowna, BC	Director	Corporate Director, Vice President, Corporate Development, Shore Gold Inc., Prior to May 2002, Registered Representative, Canaccord Capital Corp.	2002
Terence S. Ortslan Montreal, QC	Director and Secretary	Managing Director, T.S. Ortslan & Associates	1997

The directors of the Company are elected annually by the shareholders and serve until the next annual meeting. The Company's most recent Annual Meeting was held on April 10, 2003 and all of the above directors were elected. Officers of the Company are appointed annually by the Board of Directors. As of December 3, 2003, the directors and officers of Bitterroot as a group owned or exercised control or

direction over 1,950,318 shares of Bitterroot, equal to 8.6% of the Company's shares outstanding. The Company does not have an Executive Committee. Members of the Audit Committee are Michael S. Carr (Chair), George W. Sanders and Terence S. Orslan.

Conflicts of Interest

Certain directors and officers of the Company and its subsidiary are associated with other reporting issuers or other Companies which may give rise to conflicts of interest. In accordance with the British Columbia *Company Act*, directors who have a material interest or any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors are required to act honestly and in good faith with a view to the best interests of the Company. Some of the directors of the Company have either other employment or other business or time restrictions placed on them and accordingly, these directors of the Company will only be able to devote part of their time to the affairs of the Company.

Item 9. Additional Information

Additional information, including Directors' and Officers' remuneration and indebtedness, principal holders of Bitterroot's securities, options to purchase securities and interests of insiders in material transactions is contained in Bitterroot's Information Circular dated March 6, 2003, for the Annual General Meeting held on April 10, 2003. Additional financial information is provided in Bitterroot's comparative financial statements for the years ended October 31, 2002 and October 31, 2001. The Company will provide one copy of this additional information to any person upon request to the Company's registered office at Suite 218-470 Granville Street, Vancouver, British Columbia, V6C 1V5.

If the securities of the Company are in the course of a distribution pursuant to a short form prospectus or a preliminary short form prospectus that has been filed in respect of a distribution of its securities, the Company will provide,

(1) one copy of the Annual Information Form of the Company together with one copy of any document or the pertinent pages of any document incorporated by reference in the Annual Information Form;

(2) one copy of the comparative financial statements of the Company for its most recently completed financial year together with the accompanying report of the auditor and one copy of the most recent interim financial statements of the Company subsequent to the financial statements for its most recently completed financial year;

(3) one copy of the Information Circular of the Company in respect to its most recent annual meeting of shareholders that involved the election of directors or one copy of any annual filing prepared in lieu of the Information Circular, as appropriate;

(4) one copy of any other documents that are incorporated by reference into the preliminary short form prospectus or the short form prospectus and are not required to be provided under clauses (1), (2) or (3) above.

The Company will provide, at any other time, one copy of any of the documents referred to in (1), (2) and (3) above, provided that the Company may require the payment of a reasonable charge if the request is made by a person or company who is not a security holder of the Company.