



**POLARIS MINERALS CORPORATION**

**#2740 – 1055 West Georgia Street**

**Vancouver, BC V6E 3R5**

**Telephone: 604-915-5000**

**Facsimile: 604-915-5001**

**Website: <http://www.polarmin.com>**

---

**ANNUAL INFORMATION FORM**

**FOR THE FISCAL YEAR ENDED DECEMBER 31, 2010**

---

**March 16, 2011**

## TABLE OF CONTENTS

<b>PRELIMINARY NOTES .....</b>	<b>3</b>
<b>GLOSSARY OF TERMS .....</b>	<b>4</b>
<b>CORPORATE STRUCTURE.....</b>	<b>7</b>
<b>GENERAL DEVELOPMENT OF THE BUSINESS .....</b>	<b>8</b>
<b>THE COMPANY’S MARKETS .....</b>	<b>14</b>
<b>COMPETITIVE CONSIDERATIONS .....</b>	<b>17</b>
<b>ORCA SAND &amp; GRAVEL PROJECT .....</b>	<b>21</b>
<b>EAGLE ROCK QUARRY PROJECT .....</b>	<b>31</b>
<b>RISK FACTORS .....</b>	<b>42</b>
<b>DIVIDENDS AND DIVIDEND POLICY .....</b>	<b>49</b>
<b>CAPITAL STRUCTURE .....</b>	<b>49</b>
<b>MARKET FOR SECURITIES .....</b>	<b>51</b>
<b>DIRECTORS AND OFFICERS .....</b>	<b>52</b>
<b>CORPORATE GOVERNANCE AND BOARD COMMITTEES.....</b>	<b>58</b>
<b>LEGAL PROCEEDINGS AND REGULATORY ACTIONS.....</b>	<b>60</b>
<b>INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS.....</b>	<b>60</b>
<b>TRANSFER AGENTS AND REGISTRARS.....</b>	<b>61</b>
<b>MATERIAL CONTRACTS .....</b>	<b>61</b>
<b>INTERESTS OF EXPERTS .....</b>	<b>62</b>
<b>ADDITIONAL INFORMATION .....</b>	<b>62</b>
<b>AUDIT COMMITTEE CHARTER .....</b>	<b>64</b>

## PRELIMINARY NOTES

### Date of Information

All information in this Annual Information Form is as of March 16, 2011, unless otherwise indicated.

### Currency

Except where otherwise indicated, all references to currency in this Annual Information Form are to Canadian dollars ("CAN\$"). Effective January 1, 2007, Polaris Minerals Corporation (the "Company", "Polaris", or "we") changed the reporting currency of its annual and quarterly balance sheets and the related consolidated statements of operations and cash flows to the United States dollar ("US\$"). In making this change in reporting currency, the Company followed the recommendations of the Emerging Issues Committee ("EIC") of the Canadian Institute of Chartered Accountants, set out in EIC – 130, *Translation Method when the Reporting Currency Differs from the Measurement Currency or there is a Change in Reporting Currency*.

The following table sets forth, for the periods indicated, certain information concerning the number of CAN\$ for which one US\$ could be exchanged based on the quoted rate from the Bank of Canada. No representation is made that the CAN\$ amounts actually represent such US\$ amounts or could have been or could be converted into US\$ at the rate indicated, any other rate or at all. Quotations are based on Bank of Canada noon rate of exchange "nominal rates", which are neither buying nor selling rates. Rates available from financial institutions will likely differ.

Period	High	Low	Average rate
January 1 - December 31, 2004	US\$1.00 = CAN\$1.397	US\$1.00 = CAN\$1.177	US\$1.00 = CAN\$1.302
January 1 - December 31, 2005	US\$1.00 = CAN\$1.270	US\$1.00 = CAN\$1.151	US\$1.00 = CAN\$1.212
January 1 - December 31, 2006	US\$1.00 = CAN\$1.173	US\$1.00 = CAN\$1.099	US\$1.00 = CAN\$1.134
January 1 - December 31, 2007	US\$1.00 = CAN\$1.185	US\$1.00 = CAN\$0.917	US\$1.00 = CAN\$1.075
January 1 - December 31, 2008	US\$1.00 = CAN\$1.297	US\$1.00 = CAN\$0.972	US\$1.00 = CAN\$1.066
January 1 - December 31, 2009	US\$1.00 = CAN\$1.300	US\$1.00 = CAN\$1.029	US\$1.00 = CAN\$1.142
January 1 - December 31, 2010	US\$1.00 = CAN\$1.078	US\$1.00 = CAN\$0.995	US\$1.00 = CAN\$1.030

### Conversion Factors

Metric Unit	Imperial Measure	Imperial Measure	Metric Unit
1 hectare	2.471 acres	1 acre	0.4047 hectares
1 metre	3.281 feet	1 foot	0.3048 metres
1 kilometre	0.621 miles	1 mile	1.609 kilometres
1 kilogram	2.205 pounds	1 pound	0.454 kilograms
1 tonne	1.102 short tons	1 short ton	0.907 tonnes

### Forward-Looking Information

Certain statements in this Annual Information Form constitute "forward-looking information" within the meaning of applicable securities laws. Such forward-looking information includes, without limitation, statements evaluating the market and general economic conditions and discussing future-oriented costs, expenditures and other financial or operating performances. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes" or variations of such words and phrases or words and phrases that state or indicate that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. While the Company has based these statements on its current expectations about future events, the statements are not guarantees of the Company's future performance and

are subject to risks, uncertainties, assumptions and other factors which could cause actual results to differ materially from future results expressed or implied by such forward-looking information. Such factors include, amongst others, the effects of general economic conditions, changing foreign exchange rates and actions by government authorities, uncertainties associated with legal proceedings and negotiations, industry supply levels, competitive pricing pressures, mineral resource and reserve estimates and misjudgments in the course of preparing forward-looking information. Please refer to the heading "Risk Factors" herein and the risk factors in the Company's Management's Discussion and Analysis ("MD&A") for the year ended December 31, 2010 for a discussion of these and other factors underlying forward-looking information. In light of these factors, the forward-looking events discussed in this Annual Information Form might not occur. Further, although the Company has attempted to identify factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Subject to applicable law, the Company undertakes no obligation to publicly update or revise any forward-looking information, whether as a result of new information, future events or otherwise. As there can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements, readers should not place undue reliance on forward-looking information.

### **Certain Other Information**

This Annual Information Form includes California construction aggregates market and California industry data that has been obtained from third party sources, including industry publications, as well as industry data prepared by management on the basis of its knowledge of and experience in these markets. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of included information. Although believed to be reliable, none of management of the Company or the Company has independently verified any of the data from third party sources.

## **GLOSSARY OF TERMS**

The following is a glossary of certain terms used in this Annual Information Form:

<b><u>Term</u></b>	<b><u>Definition</u></b>
<b>Absorption Test</b>	A measure of the porosity of an aggregate and its ability to absorb water
<b>aggregates</b>	Naturally occurring sand and gravel, or crushed rock, used principally for construction purpose
<b>borehole</b>	A drill hole made for the purposes of evaluating a potential mineral resource
<b>Bulk Density Tests</b>	A measure of the weight of aggregate contained in a certain volume
<b>Bulk Dry Specific Gravity Test</b>	The ratio of the weight in air of a unit volume of aggregate at a stated temperature to the weight in air of an equal volume of gas-free distilled water at the stated temperature
<b>°C</b>	Degrees Celsius
<b>claims or quarrying claims</b>	The right to explore a property for mineralization, and, if warranted, to develop the property and exploit the minerals
<b>Cretaceous</b>	Sub-division of the Mesozoic Era and refers to a geological period that began approximately 144 million years ago and ended approximately 65 million years ago

<b><u>Term</u></b>	<b><u>Definition</u></b>
<b>Deposits</b>	A descriptive term used to characterize an accumulation of a given material above background level, such as sand, gravel, or, more commonly, metals
<b>dwt</b>	Deadweight tonnage (the carrying capacity of a cargo ship)
<b>fault or faulting</b>	A fracture in the Earth's crust accompanied by a displacement of one side of the fracture with respect to the other and in a direction parallel to the fracture
<b>feasibility study</b>	A comprehensive study of a deposit in which all geological, engineering, operating, economic and other relevant factors are considered in sufficient detail that it could reasonably serve as the basis for a final decision by a financial institution to finance the development of the deposit for mineral production
<b>ft</b>	Feet
<b>g</b>	Gram
<b>ha</b>	Hectare
<b>indicated mineral resource</b>	That part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed.
<b>inferred mineral resource</b>	That part of a mineral resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.
<b>kg</b>	Kilogram
<b>km</b>	Kilometre
<b>kV</b>	Kilovolts
<b>Los Angeles Abrasion Test</b>	A measure of an aggregate's resistance to wear through abrasion or mechanical degradation
<b>m</b>	Metre
<b>masl</b>	Metres above sea level
<b>measured mineral resource</b>	That part of a mineral resource for which quantity, grade or quality, densities, shape, physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity.

<b><u>Term</u></b>	<b><u>Definition</u></b>
<b>mineral reserve</b>	The economically mineable part of a measured or indicated mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on quarrying, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting that economic extraction can be justified. A mineral reserve includes diluting materials and allowances for losses that may occur when the material is mined. Mineral reserves are subdivided in order of increasing confidence into probable mineral reserves and proven mineral reserves.
<b>mineral resource</b>	A concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge.
<b>mm</b>	Millimeter
<b>NI 43-101</b>	National Instrument 43-101 entitled "Standards of Disclosure for Mineral Projects" issued by the Canadian Securities Administrators
<b>NI 51-110</b>	National Instrument 51-110 entitled "Audit Committees" issued by the Canadian Securities Administrators
<b>Point Load Strength Index Test</b>	A measure of the unconfined mechanical strength of a rock
<b>probable mineral reserve</b>	The economically mineable part of an indicated and, in some circumstances, a measured mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on quarrying, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.
<b>proven mineral reserve</b>	The economically mineable part of a measured mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on quarrying, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.
<b>Qualified Person</b>	An individual as such term is defined in NI 43-101
<b>Sulphate Soundness Test</b>	A measurement of an aggregate's resistance to freeze thaw cycles using either magnesium or sodium sulphate solutions
<b>Tertiary</b>	Sub-division of the Earth's history that started approximately 65 million years ago and ended approximately 2 million years ago
<b>trend</b>	The directional line of a rock bed or formation

This Annual Information Form uses the following units of weight:

<b>Metric tonne ("mt") or tonne</b>	2,205 pounds, the unit of weight used in Canada and for international shipping
<b>Short ton ("st") or ton</b>	2,000 pounds, the unit of weight commonly used in the United States

## CORPORATE STRUCTURE

### Name, Address and Incorporation

Polaris Minerals Corporation (the “Company”, “Polaris”, or “we”) is a public company that was incorporated on May 14, 1999, and is governed by the *Business Corporations Act* (British Columbia).

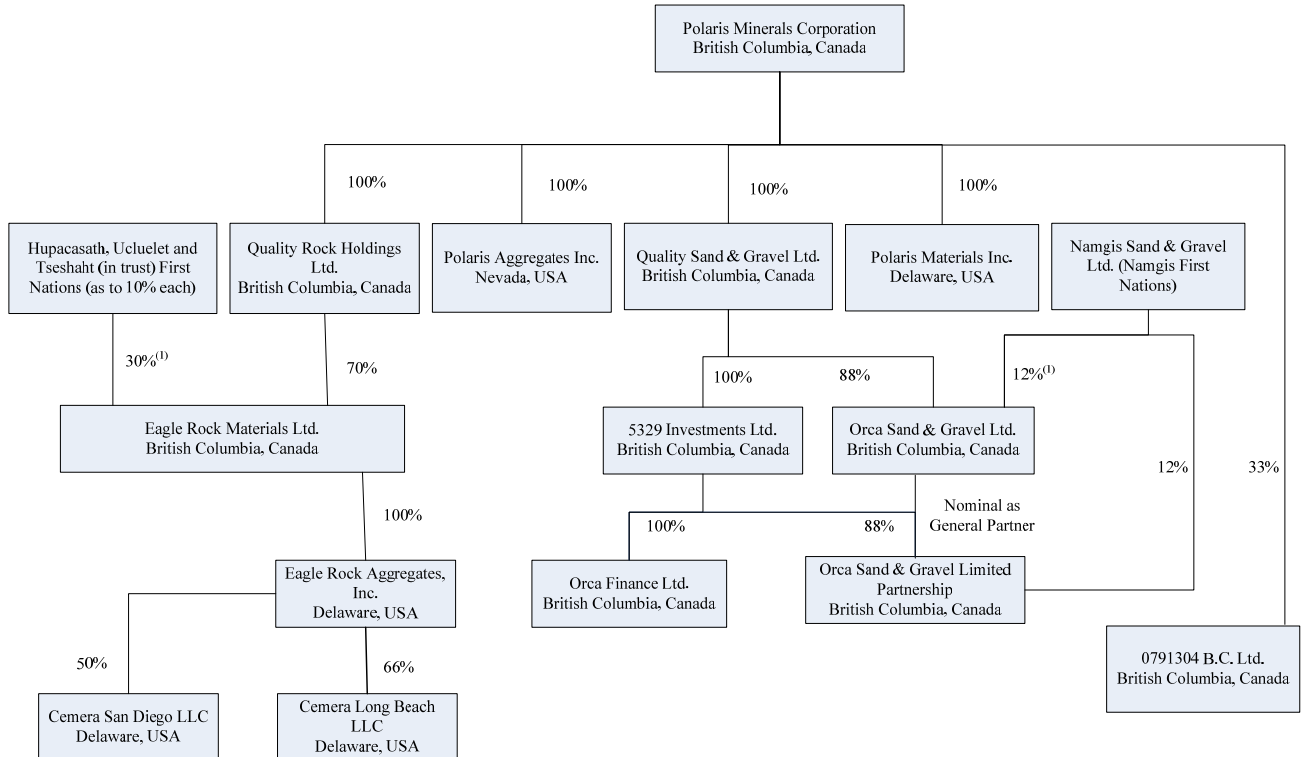
The Company’s head office is located at Suite 2740, 1055 West Georgia Street, Vancouver, British Columbia, Canada V6E 3R5 and its registered and records office is located at Suite 2900, 550 Burrard Street, Vancouver, British Columbia, Canada V6C 0A3.

Polaris became a public company in January 2006, following an Initial Public Offering of common shares (“Common Shares”) and is listed for trading on the Toronto Stock Exchange (“TSX”) under the symbol “PLS”. Between January 8, 2009 and January 10, 2011, certain of the Company’s common share purchase warrants were also listed for trading on the TSX under the symbol “PLS.WT” (see “Financings – 2009 Bought Deal Equity Financing”).

Polaris maintains an Internet web site at [www.polarmin.com](http://www.polarmin.com) where copies of statutory filings and new releases can be accessed, together with photographs and descriptions of the Company’s operations.

### Intercorporate Relationships

The following chart illustrates the Company’s corporate structure, including all subsidiaries, jurisdictions of incorporation, and the percentage of voting securities held in the subsidiaries:



(1) This interest is held indirectly by the Company's First Nation Partners.

## GENERAL DEVELOPMENT OF THE BUSINESS

### Company Overview

The Company was formed specifically to search for, and develop, 'greenfield' mineral resources suitable for producing high quality construction aggregates that could be economically shipped into major city markets on the west coast of North America where supply shortages were gradually emerging. The success of this complex strategy required the control of three elements: permitted mineral resources, shipping capacity, and access to port terminals within the target markets where cargos could be received, stored and distributed. The Company operates in a single segment: the development and operation of construction aggregate properties and projects in North America.

Polaris commenced trading in March 2007, through its subsidiaries, when it shipped the first marine exports of sand and gravel aggregates from the East Cluxewe Deposit, the associated process plant and ship loader (together, the "Orca Quarry"), located on the north east coast of Vancouver Island near Port McNeill, British Columbia, Canada. At the end of 2007, in order to facilitate entry into the San Francisco Bay markets, the Company completed construction of its own receiving and distribution terminal facility in the Port of Richmond, California (the "Richmond Terminal"). The Company is presently supplying sand and gravel into California, British Columbia and Hawaii, having commenced shipments to Vancouver and San Francisco customers in March and April 2007 respectively and to Hawaii in November 2007. The majority of products are sold under long-term sales contracts with customers who have also been granted marketing rights to sell the Orca Quarry products to third parties within agreed territories.

The Company's construction aggregate interests consist of an 88% ownership in the Orca Sand & Gravel project (the "Orca Sand & Gravel Project"), a 70% ownership in the Richmond Terminal and a 70% ownership in the Eagle Rock Quarry project (the "Eagle Rock Quarry Project"), a large, undeveloped, high quality granite resource located near Port Alberni, also on Vancouver Island. The development of new markets, and their associated port terminals, remains a priority for the Company which also continues to seek opportunities that will provide a basis for progressing with the Eagle Rock Quarry Project.

### *Construction Aggregates Overview*

Construction aggregates are granular materials sourced from either naturally occurring sand and gravel deposits or from a variety of quarried rock types including limestone, granite, and volcanic rocks. Natural sand and gravel aggregates are typically preferred for the manufacture of concrete whereas crushed rock is predominantly used for asphalt, road construction and railroad ballast although it is increasingly used in concrete applications as irreplaceable sand and gravel resources deplete. The production of aggregates involves a relatively simple process of surface mining, crushing, sizing and, frequently, washing which requires large volumes of fresh water. Chemicals are not used in the processing of aggregates although minor quantities of a flocculent, or similar agent, may be used in removing sediments from process wash water. Being a natural product, aggregates are non-toxic and benign to the environment.

All forms of concrete and asphalt are comprised mainly of aggregates and are used to build roads, bridges, buildings, sewers, sidewalks and other components of civilization's infrastructure. Aggregates are also used in their natural state for a wide range of other applications such as rock armour for coastal and river erosion protection, crushed rock and sand in road foundations, sand in mortars, stucco, and golf course bunkers. Their predominance in the composition of concrete and asphalt, and their wide range of applications, make construction aggregates a vital component in urban development and transportation infrastructure. The fundamental driver of demand for aggregates is population.

Aggregates are sold and used relatively close to their source of production, generally within fifty miles. In a number of locations in North America, specific circumstances allow rail transportation or ships and barges to be utilized in order to access more distant sources. Construction aggregates are relatively heavy materials with low intrinsic value and the costs of transportation are frequently one half, or more, of the selling price of the material. Thus, the market in North America is, in reality, a large number of local markets within which competitive and supply forces are quite different. The choice of aggregates used in any market is based upon the location, quality and availability of the aggregate sources together with the cost of transportation to the point of usage.

#### *Aggregate Resource Availability*

Local reserves of construction aggregates in the Company's target markets have been diminishing as operating quarries have become depleted and new resources are increasingly more difficult to permit unless they are located well outside of the market. The rate of depletion has recently slowed because the market demand for construction aggregates has declined from 2007 due to the severe economic recession in North America, which continues to adversely affect the construction industry in California. As the markets return to growth, increasingly longer and more costly overland haulage will eventually be required to meet supply shortfalls when they arise. This is expected to have the effect of raising the delivered prices of aggregate products in the principal markets of San Francisco Bay, the Los Angeles Basin, and San Diego. In Hawaii, the historic main source of sand for concrete, on the island of Maui, no longer ships aggregate inter-island due to dwindling resources and environmental constraints. This loss of supply created the opportunity for the Company to commence shipments into Honolulu in large ocean-going bulk carriers chartered by the customers. Markets closer to the Orca Quarry, such as Vancouver, British Columbia, have also experienced shortages of construction aggregates and supplies into this market are made using barges provided by the customer. It is the closure of indigenous aggregate sources within markets that created the opportunity for Polaris to develop its business and, although the deep recession has temporarily removed some of the pressure for alternate supply sources, the Company does not believe that the underlying situation has materially changed other than in terms of timing.

#### **Sales Arrangements and Strategic Alliance with Cemex**

In September 2007, the Company and CEMEX, Inc. ("Cemex") entered into a strategic alliance agreement (the "SAA"), which establishes and governs the terms of a long-term relationship (the "Strategic Alliance") between the parties. Cemex, a Mexican company, is one of the largest international cement and construction materials groups and also one of the largest producers and consumers of aggregates in California. The SAA has a 10-year term, and sets out the exclusivity between the Company and Cemex for the purchase and distribution of marine supplied construction aggregates, sand, gravel and crushed rock on the west coast of the United States, along with terms for new terminal and quarry development related to these products. The SAA includes an option to extend the agreement for additional 10-year terms upon mutual agreement by the Company and Cemex. An alliance committee, comprised of two members from each company, oversees the ongoing operations of the Strategic Alliance. Included in the Strategic Alliance is an expectation that the Company will develop its 70% owned Eagle Rock Quarry Project at a time to be determined by market demand. The parties have agreed to cooperate in the pursuit of markets and terminal capacity for Eagle Rock crushed granite products.

Pursuant to the SAA, the Company, through its subsidiary Eagle Rock Aggregates, Inc., and Cemex, entered into a 20-year supply and distribution agreement for marine transported construction aggregates that provides for Cemex to be the exclusive marketer of the Company's sand and gravel and for the Company to be the exclusive supplier to Cemex for internal use and for sales to third parties in northern California (excluding the counties of Marin, Sonoma, Mendocino and Napa). The agreement provides for minimum annual tonnages to be supplied and purchased and also a market pricing mechanism which is adjusted annually. During 2009, the minimum tonnages were renegotiated to reflect the continuing deep recession in construction activity. This agreement automatically renews for two 10-year periods or as determined by the life of the Orca Quarry and includes a five-year termination notice provision.

In October 2005, the Company's subsidiary, Eagle Rock Aggregates, Inc., entered into a 20-year aggregates supply agreement, which commenced in September 2007, (the "ASA") with Shamrock Materials, Inc. ("Shamrock"), a long-established private company that is a large manufacturer of ready mixed concrete located in the north San Francisco Bay area. The ASA may be further extended by three five-year periods, at the option of Shamrock. The ASA grants Shamrock the exclusive right to market the Company's sand and gravel within the California counties of Marin, Sonoma, Mendocino and Napa, and grants the Company the exclusive right to provide marine imported sand and gravel to Shamrock within the same territory. The ASA provides for the purchase and supply of minimum annual volumes of sand and gravel from the Orca Quarry for distribution within the defined area. During 2009, to reflect the economic recession, revised volume targets were agreed. Prices for sand and gravel are reviewed on an annual basis and adjusted to accommodate variations in the cost and changes in market prices for similar products within the San Francisco Bay area. The sand and gravel is unloaded directly from ships, while at anchor in the Bay, onto barges provided by Shamrock, or collected from the Richmond Terminal by truck.

In March 2007, the Company entered into a five-year sand and gravel products supply agreement with a ready-mix concrete manufacturer located in Greater Vancouver, British Columbia and in July 2008 entered into a three-year supply agreement with a third party construction aggregates consumer in Hawaii under which shipments commenced in January 2008. Upon expiry, this agreement was extended by mutual agreement for a further two years until December 2012.

In 2010, California sales represented 82% of the Company's revenue.

### **Shipping Arrangements**

Following extensive research into potential ship ownership, Polaris concluded that the most cost effective strategy for this vital element of its business development was to enter into secure contractual arrangements with CSL International, Inc., ("CSL") a U.S. based operator of a large fleet of highly efficient self-discharging bulk carriers. Shipments to California were initially made under a 10-year contract of affreightment ("CoA-1") that commenced on July 18, 2007. This contract incorporated fixed rates per tonne of product, subject to inflation and bunker fuel adjustments, for deliveries to locations in San Francisco Bay, and provided for up to 4.5 million tonnes of annual shipping capacity. Beginning in January 2008, the rates charged under this contract were adjusted for inflation.

In December 2007, the Company executed a second contract of affreightment with CSL ("CoA-2"), with a term of 15 years, to commence in the fall of 2010. Minimum annual shipments under this contract were 2.25 million tonnes. This additional capacity was primarily secured to facilitate the development of the Eagle Rock Quarry Project, however, it also provided the Company with flexibility to increase shipments from the Orca Quarry should markets and timing dictate.

In March 2009, recognizing the constraints placed upon Polaris' developing business due to the deep recession, CSL and the Company mutually agreed to a number of changes to the contracts such that the term of CoA-1 was extended by five years and the start date of CoA-2 was deferred until January 2014.

In early 2010, in light of the ongoing and unprecedented decline in the California construction market, it became apparent that the Company was unlikely to meet its contractual shipping commitments for the third contract year ending July 17, 2010 and, as a result, the Company entered into negotiations with CSL to restructure its commitments. These negotiations were concluded in March 2010 with an agreement between the Company and CSL to amend and restate CoA-1 such that it becomes the sole contract between the parties. The amended and restated contract ("NCoA"), which consolidates both earlier contracts into a single document, became effective on January 1, 2010 with a term of 20 years. The commercial terms for shipping are unaltered. Commencing on January 1, 2010, NCoA requires the Company to ship minimum tonnages per year of 1,543,000 tons escalating to 5,787,000 tons over seven years. A charterer's option allows the Company in any given year to increase or decrease the annual commitment by 10% without penalty. As per the original contract, failure by the Company to ship its annual cargo commitment will result in a dead-freight charge equal to 75% of the freight rate for the unshipped tons.

Pursuant to NCoA, the Company paid contract restructuring fees which comprised a cash payment upon signing of US\$500,000 and the issuance of US\$6,350,000 in senior secured debt (the "Secured Debt Financing"). The secured debt matures on December 31, 2017, with quarterly structured repayments commencing in March 2015, can be repaid any time without penalty, and bears interest at 7.5%, payable quarterly in arrears. The debt is secured by a first priority lien over all of the assets of the Company, including the assets and shares of certain of its subsidiaries.

The requirements of customers in Hawaii and Vancouver are sold on an "ex-quarry" basis loading ships and barges, provided by the customers, at the Orca Quarry.

#### *Lightering Vessels*

A major shipping constraint to supplying northern California is the relatively shallow water of San Francisco Bay, which prevents direct access by fully loaded bulk carriers to most land-based discharge berths. To overcome this constraint, the Company partly discharges and sells products from the fully loaded vessels while anchored in the Bay (known as "lightering"). Aggregates are discharged into third party barges and then the lightened vessel, which is now higher in the water, proceeds with the remaining products to the shallower ports. Lightering enables the Company to dispatch a fully laden vessel from the Orca Quarry, thus reducing the unit cost compared to the unit cost of dispatching a partially loaded vessel directly to the shallow terminal.

#### *Fuel Surcharges*

The Company's shipping contract includes the cost of fuels within a certain pricing band referred to as the "free range". For each shipment made, CSL either charges, or credits, the Company for the actual fuel price at the time of the voyage in accordance with a formula included in the contract. Since commencing operations, the actual cost of fuels has been significantly higher than the values within the free range and, therefore, the Company has paid additional fuel surcharges per voyage. The contractual arrangements with the two major California customers originally provided for Polaris to absorb these fuel surcharges during a calendar year and then recover them from the customers through an increase to the sand and gravel selling price in the following year. During 2008, an extreme situation was encountered when the world prices for crude oil registered record highs with a consequent major increase in fuel costs and the surcharges absorbed by the Company. Through mutual agreement between Polaris and its California customers, beginning in the first quarter of 2009, fuel surcharges have been adjusted on a quarterly, rather than annual, basis. This has had the effect of reducing the lag in pricing increases or decreases that result from fuel adjustments.

### **Port Terminals and Development**

#### *Existing Terminals*

Opportunities to develop suitable aggregate terminals in the major ports, especially in California, are very limited and represent a crucial element of Polaris' business and are, therefore, a priority for development resources.

The Company owns and operates the Richmond Terminal in northeast San Francisco Bay which receives, stores and distributes Orca Quarry construction aggregate products. The terminal site is held under a 40-year lease with Levin Enterprises Inc. (the "Richmond Terminal Lease"). In addition to the Richmond Terminal, Polaris supplies the Cemex-controlled Redwood City Terminal to serve markets to the south of San Francisco Bay and also serves the Cemex terminal at Pier 92, in the city of San Francisco, by barge. The Company supplies Landing Way Depot, a barge-served terminal utilized by Shamrock, located on the Petaluma River in the north San Francisco Bay area.

#### *Terminal Developments*

In August 2008, the Company, through its subsidiary, Eagle Rock Aggregates, Inc., and Cemex formed Cembra Long Beach LLC ("Cembra Long Beach"), and purchased a 12.4 acre parcel of freehold land at Pier B in the Port of Long Beach, California (the "Pier B Land") for the purpose of developing a sand and gravel terminal.

In April 2009, the Company, through its subsidiary, Eagle Rock Aggregates, Inc., and Cemex formed Cembra San Diego LLC (“Cembra San Diego”) with respect to a potential marine import terminal located at the Port of San Diego. On August 4, 2009, Cembra San Diego entered into an exclusive negotiating agreement with the Port of San Diego for the purpose of negotiating an option to lease and develop a sand and gravel terminal located in the Tenth Avenue Marine Terminal. This exclusive negotiating agreement expired on February 28, 2010 following which the Port of San Diego issued a comfort letter and the parties continued to negotiate in good faith to agree on terms for an option to lease. The Company expects to advance this opportunity over the next two years subject to satisfactory market and feasibility studies and the availability of capital.

In July 2010, the Company entered into an operating lease with L.G. Everist, Inc. for an existing marine aggregate importing terminal at Berth D-44 in the Port of Long Beach (“Berth D-44”). This 8.3 acre, privately owned site has operated for many years receiving construction aggregates from barges and storing them in open stockpiles using mobile equipment. The site, which is already permitted to receive and distribute up to 3 million tons of construction aggregates per year, is located on a deepwater channel and is close to Interstate 710, which services the greater Los Angeles area. The Company is currently seeking variations to the existing permit to enable the site to receive Panamax self-discharging vessels, as opposed to previous barge deliveries. Subject to a satisfactory outcome, the Company anticipates the commencement of operations during the second half of 2012.

The Berth D-44 site can be satisfactorily developed sooner than, and with significant capital savings over, the Pier B site. Therefore, the Company commenced marketing the Pier B Land for sale. On November 8, 2010, the Company entered into a purchase and sale agreement with respect to the Pier B Land. Following the satisfactory completion of due diligence, the potential purchaser exercised a right to terminate the agreement due to economic reasons. Polaris elected not to enter into an extension having received a number of additional letters of intent regarding the purchase of the property and prospective purchasers are now being given a final opportunity to confirm their offers and set out conditions of closing. The Company expects to complete this process before the end of June 2011.

Prior to the Strategic Alliance, the Company was in the process of permitting another terminal site in the Port of Redwood City. In view of the long term relationship with Cemex, interest in this site was terminated and the Company now expects to jointly expand and develop Cemex’s existing Redwood City Terminal which offers significantly greater benefits in terms of multi-product storage, increased sales potential and cost effectiveness through reduced capital requirements and shared infrastructure. Cemex and Polaris are also planning to eventually handle Eagle Rock Quarry products at Redwood City, when and if the quarry is developed, with a view to establishing a major construction materials park at this site. The timing of re-development of the Redwood City Terminal will be dependent upon market demand and availability of capital.

The Company has also expressed an interest in developing a future terminal at Hueneme in Ventura County, California, and maintains contact with the appropriate port authority. Under the auspices of the Strategic Alliance, the Company has reviewed certain terminal opportunities in the states of Washington and Oregon although further interest will depend upon market forces as certain anticipated changes in supply patterns have been delayed due to the recession.

#### *Investment in Tugboat and Associated Barge in San Francisco Bay*

During 2007, the Company loaned US\$5.5 million to a third party for the purchase of certain assets required to facilitate delivery of sand and gravel by lightering in San Francisco Bay area. The loan bears interest of 5.5% per annum, on outstanding principal and interest, with payments received monthly and maturity dates ranging from 2013 to 2027. The Company has been granted security over various assets of the third party.

#### *Investment in Berthing Tugboat at Orca Quarry*

In 2008, the Company formed a joint venture with two third parties to construct a tugboat to facilitate berthing at the Orca Quarry. The Company owns 33% of 0791304 B.C. Ltd. which owns the tugboat. During the year ended

December 31, 2008, the Company had loaned the joint venture funds for the construction of the tugboat. In April 2010, the joint venture partners agreed to refinance their proportionate share of the tugboat, which enabled two-thirds of the Company's loan to be repaid. The Company's loan to the related party, in the amount of \$1.1 million, is unsecured and matures on December 1, 2018. The loan bears interest at an annual rate of 6.5% from April 1, 2010 to March 31, 2015, and the greater of 6.5% or prime plus 4% from April 1, 2015 to December 31, 2018.

### **Employees**

As at December 31, 2010, the Company had 39 employees. The number of employees peaked in early 2010 at 56 before the continuing recession necessitated a reduction of shifts at the Orca Quarry at the year-end. The Company expects to only operate a single shift at the Orca Quarry during 2011.

### **Financings**

Polaris has obtained funding for the development of its assets and business through a number of debt and equity issues as described below.

#### *2010 Bridge Loan Financing*

On November 8, 2010, the Company obtained a subordinated, non-revolving credit facility from a group of individual lenders in the amount of \$5 million for working capital and general corporate purposes. The credit facility matures on November 8, 2011 and is repayable at maturity at a 15% premium. The Company has the right to repay the credit facility at any time prior to maturity by making a payment equal to the outstanding principal plus accrued interest and an amount equal to 5% of the principal. Additionally, the lenders have the right, upon sale of certain assets of the Company greater than \$5 million, to demand repayment of the principal plus accrued interest. The facility is secured by a general security agreement providing a second lien over the assets of the Company and assets and shares of certain of its subsidiaries. A condition of this facility, under an inter-creditor agreement with CSL, is that the Company will redeem \$1.0 million of the senior secured notes issued to CSL upon completion of the sale of the Pier B Land.

In accordance with this credit facility, the Company granted the individual lenders an aggregate of 625,000 common share purchase warrants, each warrant being exercisable for one Common Share at a price of \$1.50 per Common Share until November 17 or 19, 2015.

#### *2010 Secured Debt Financing*

In March 2010, the Company issued US\$6.35 million in senior secured debt to CSL which matures on December 31, 2017. See "Shipping Arrangements" for further details.

#### *2009 Sale of Asset Backed Commercial Paper*

In August 2009, the Company sold its holding of Asset Backed Commercial Paper for proceeds of \$2,943,791.

#### *2009 Bought Deal Equity Financing*

The Company completed an equity financing on January 8, 2009 (the "2009 Equity Financing"), and sold, on a bought deal basis, 15,625,000 units (the "Units") of the Company at a price of \$1.60 per Unit, for gross proceeds of \$25 million. Each Unit was comprised of one Common Share and one half of a common share purchase warrant (each full warrant a "Warrant") with each Warrant entitling the holder to purchase an additional Common Share at the exercise price of \$2.25 per share. The Warrants were listed for trading on the TSX under the symbol "PLS.WT" and expired unexercised on January 10, 2011. The net proceeds of this offering were used to retire the \$20 million Bridge Loan described below, as well as for working capital and general corporate purposes.

### *2008 Bridge Financing*

To facilitate the purchase of the Pier B Land, the Company entered into a credit agreement for a \$20 million one-year bridge loan facility (the "Bridge Loan"). On January 8, 2009, the principal of \$20 million together with interest accrued thereon, was repaid using the net proceeds of the 2009 Equity Financing described above.

### *2007 Bought Deal Equity Financing*

The Company completed an equity financing on March 15, 2007 and issued, on a bought deal basis, 6,000,000 Common Shares at a price of \$9.00 per share for gross proceeds to the Company of \$54 million. On March 26, 2007, Polaris closed the exercise of an over-allotment option by the underwriters for additional gross proceeds of \$8,100,000. The net proceeds of this financing were used to retire US\$31 million outstanding under the 2006 Debt Facility described below, to advance the Company's other mineral properties and port terminal strategy, as well as for working capital and general corporate purposes.

### *2006 Initial Public Offering*

The Company completed its initial public offering of Common Shares (the "IPO") on January 10, 2006 and issued 15,628,185 Common Shares at a price of \$4.80 per share for aggregate gross proceeds of \$75,015,288, including 2,086,185 Common Shares at the price of \$4.80 per share issued upon the exercise of an agents' option.

The agents for the IPO elected to purchase an additional 1,000,000 Common Shares at \$4.80 per share pursuant to the over-allotment option for additional gross proceeds to the Company of \$4.8 million. The exercise of this over-allotment option closed on February 2, 2006.

In connection with the IPO, the Company issued an aggregate of 2,750,000 Common Shares upon the deemed exercise of 2,500,000 previously issued Special Warrants. Each Special Warrant was automatically converted into 1.1 Common Shares.

### *2006 Debt Facility*

The Company entered into a credit agreement, as amended, on January 9, 2006 (the "Credit Agreement"), arranged by Ingalls & Snyder LLC pursuant to which a credit facility was extended (the "Debt Facility") in the form of two term loans evidenced by a specified amount of secured notes to be issued to each lender, in an aggregate principal amount of up to US\$47 million. The Company subsequently elected to reduce the maximum amount available under the Debt Facility to US\$31 million.

In May 2007, in accordance with the Credit Agreement and in conjunction with the Company's first sale of construction aggregates in California, the Company granted Ingalls & Snyder LLC 2,153,846 common share purchase warrants, each warrant being exercisable for one Common Share at a price of \$4.80 per Common Share until November 30, 2010. These warrants expired unexercised on that date.

## **THE COMPANY'S MARKETS**

The Company currently supplies sand and gravel from the Orca Quarry to customers located in California, Hawaii and Vancouver and, in 2010, also shipped into Alaska for the first time. These products are used exclusively for the production of concrete for building and construction purposes. The sand and gravel is high quality which makes it ideal for use in applications requiring high strength concrete, a key feature in major structures being designed for high earthquake seismic risk areas, particularly the greater San Francisco area.

In 2010, 1.28 million tons of sand and gravel were shipped from the Orca Quarry, of which 1.05 million tons were supplied to California.

### **Market Analysis**

Beginning in 2001, the Company retained David A. Holmes, R. Geo. of Holmes Reserves LLC in Colorado, USA ("Holmes") to prepare studies of targeted California markets. Holmes is a "Qualified Person" as defined under NI 43-101 and is a registered geologist in the states of California, Oregon and Washington. The studies focused on the supply and demand balance in those markets targeted by the Company and identified aggregate production sources, key consumers, and price trends. In March 2008, the Company requested an update from Holmes which was submitted in November 2008 (the "2008 Market Report") following certain revisions to reflect the deep and continuing recession in demand for aggregates. This independent market research and analysis has been used as a basis for determining the Company's market development strategy.

A brief description of each of the served markets is as follows:

#### *California*

California has been facing increasing supply shortages of construction aggregates in certain markets although this situation has diminished significantly due to the recession in construction activity which has existed since 2007. However, California continues to represent the most important target market for the Company's construction aggregate products with sales under-pinned by the Company's long-term sales and marketing agreements.

Despite the abundance of sand and gravel available in the past, California's permitted sand and gravel resource base continues to decline and the proportion of crushed rock used in concrete manufacture is rising. Sand and gravel are the dominant materials used in California and for which the concrete industry retains a strong preference for, in particular natural concrete sand. The Company's current exportation of high quality sand and gravel from its Orca Quarry to California is helping meet the need for these materials in the northern California market. The Company believes that, in the fullness of time, the Eagle Rock Quarry Project will be a significant opportunity as a source of quality crushed granite aggregates for use in asphalt and to complement the sand-rich Orca Quarry deposit for use in concrete.

Since 2006, the demand for construction aggregates in California has experienced a significant and unprecedented decline led initially by the collapse of private house building and more recently by the economic recession and hiatus in credit markets. In 2005, the overall demand for construction aggregates,, being a combination of sand, gravel and crushed rock, in California was approximately 241 million tons (USGS Mineral Industry Surveys). Based on the USGS Mineral Industry Survey data to the third quarter of 2010 and the extrapolated data by the Company, Polaris expects to find that demand in 2010 fell to approximately 137 million tons, a reduction of 43% over five years. This decline has had the effect of slowing the Company's previously anticipated rate of growth.

The 2008 Market Report, which re-examined the previous supply and demand relationships, among other findings, concluded that:

- The major ready-mix/asphalt suppliers and aggregate producers are hunkering down into a low-activity state and are confident that they can collectively weather the economic storm and emerge into a more regulated, moderate growth economy during the recovery in California expected to occur in 2010 - 2012.
- The relentless high population growth and rapidly depleting available reserves will continue to give the regional aggregate industry a strong economic future, in spite of housing industry economic cyclicality.
- Several study areas, such as western San Diego County, are on the verge of becoming so aggregate deficient that operations will remain in an aggregate shortfall despite the recession economy.

- The Company's supply strategy of import shipping of sand and gravel, and ultimately crushed rock, from British Columbia into California ports, remains sound as regional aggregate demand will again face wide shortfalls immediately after the current recessionary cycle.

Despite massive stimulus spending since 2009, including the *American Recovery and Reinvestment Act*, increased public sector spending on infrastructure related projects failed to replace significantly lower private housing and commercial developments.

To clearly demonstrate this problem, the construction aggregate consumption in California, in the public and private sectors in 2006, was identified by the California Geological Survey to have been: public 44 percent and private 66 percent. In 2010, the Company believes that this proportion had changed to: public 60 percent and private 40 percent.

Although the demand for construction aggregate is significantly higher per dollar of expenditure in infrastructure projects, which also demand a higher quality specification comfortably met with Orca Quarry products, the recommencement of private sector investment in construction related projects is a prerequisite for a return to more normal levels of building product demand.

Although heightened emphasis was placed on infrastructure investment in President Obama's 2012 budget proposals, which should maintain the relatively high public sector contribution to construction activity, the Company believes that growth in private housing and private commercial development will be more gradual between 2011 and 2013.

#### *Hawaii*

The Hawaiian Islands consumed approximately 11 million tons of construction aggregate in 2007, largely unchanged from 2006. Hawaii is no longer reported in the USGS Mineral Industry Surveys and therefore there is no independent quantification of consumption following 2007. Based on customer feedback, however, the Company believes that total demand in 2010 was unchanged against 2009 at approximately 7.7 million tons. The Company anticipates that the overall demand for construction aggregate in the Hawaiian Islands, particularly on Oahu, will increase in 2011 as major infrastructure projects begin to impact demand, tourist-related investments quicken and military spending on construction related projects continues.

#### *Vancouver*

There are no independent statistics that report demand for construction aggregate in this market. However, customer feedback confirmed that it remained severely depressed, reflecting the continuing deep economic recession. The Company understands that there are now signs that business activity is quickening as both the provincial and federal governments implement economic stimulus measures focused on infrastructure spending and new residential construction enters the upward cycle.

### **Target Markets**

The Company has made significant progress in the pursuit of its objective to acquire and develop new terminals situated along the western seaboard of the United States. As part of the Strategic Alliance with Cemex, a joint cooperation and development agreement commits both companies to locate, negotiate and develop new marine terminals in California, Oregon and Washington State.

#### *Los Angeles*

With a population of approximately 18 million, the Los Angeles urban area is second only to New York in population in the United States and, as such, represents a substantial market for aggregate consumption.

However, the recent deep decline in the demand for construction aggregate in southern California has extended the remaining life of the existing quarries within the Los Angeles Basin area. As in northern California, the Company believes that demand will begin to increase in 2011 and the Company will continue the development phase of the Berth D-44 terminal (see "Terminal Developments") and seek to introduce marine imported aggregates in 2012 when market demand is expected to accelerate, influenced to a significant extent by ambitious developments within the Port of Long Beach for which the proposed terminal will be ideally situated.

### *San Diego*

In view of the significant decline in aggregate supply sources within the San Diego region, the San Diego Association of Governments (SANDAG) and the California Department of Transportation (Caltrans District 11) commissioned the San Diego Region Aggregate Supply Study to define the extent of the problem and to summarize findings and recommendations.

Based on projections from the California Geologic Survey, an 83 percent shortfall in the region's supply of aggregate material (800 million tons) could be expected through 2055, with immediate deficits of around 7 million tons per annum. Included in the possible solutions to this significant supply deficit problem is the combination of the development of new quarrying sources, the continuation of long-hauled road deliveries and the importation of two million tons per annum by ship and one million tons per annum by rail.

The current Polaris negotiations with the Port of San Diego in respect of the development of a marine imported storage and distribution terminal within the Tenth Avenue Marine Terminal, features as a potential contributing source to meet the immediate supply deficit problems.

Assuming that negotiations with the Port of San Diego are successful and the grant of development permits is forthcoming, the Company believes that the San Diego terminal could be in operation by 2014.

### *Other Markets*

Elsewhere in California, the Company and its Strategic Alliance partner, Cemex, are focusing attention on possible terminal developments at Port Hueneme in Oxnard County, north of Los Angeles, and ultimately in Sacramento in northern California and the Pacific Northwest. Consideration is also being given to the possibility of developing marine aggregate terminals in the States of Washington and Oregon, where local aggregate shortages in urban coastal markets are anticipated to create importation opportunities for sand and gravel although the timing is presently uncertain.

## **COMPETITIVE CONSIDERATIONS**

### **Overview**

The construction aggregates industry is characterized by the delivery of large volumes of materials which have a relatively low intrinsic value and for which the cost of transportation frequently represents more than half of the final cost to the purchaser. Accordingly, transportation, handling and distribution costs play a major role in assessing the viability of a new quarry.

Although the markets for aggregates are generally regarded as being relatively local to the sources of production, this is not always the case. Road deliveries dominate the distribution of aggregates overall and in many locations there are simply no alternatives. However, viable alternatives do exist in situations where the infrastructure is in place to accommodate alternative methods of transportation, specifically the existence of ports, or railroads, conveniently located within the markets to be served. In these situations, the aggregate source must also be either situated on navigable deep waters or adjacent to an appropriate rail line. When these alternatives for distribution

are available, the physical location of the aggregate source has less significance. Both shipping and rail offer much lower haulage costs on a per ton-mile basis than trucks, with large self-discharging ships offering the lowest.

### **New Quarries**

The ongoing depletion of construction aggregate quarries in California will require the quarrying industry to invest significantly in geological evaluation, permitting, and quarry development if the industry is to simply maintain historic levels of indigenous production even before considering the expected increases in demand created by continuing population growth and infrastructure maintenance. However, there are a number of significant barriers to developing new resources into active quarries. Some barriers particularly prevalent in the current landscape are: issues of environmental protection; acceptability of the development to local communities; and impacts to local road networks from product shipments that utilize large numbers of trucks. In addition, issues of resource quality and quantity, climate, and the availability of water, labour, infrastructure, and power, may also influence whether or not a proposed operation is capable of being developed and is economically viable. The costs of identifying and securing the resources and obtaining permits and the required capital for development are substantial and success usually takes many years. The combination of these factors, and the scarcity of the opportunities for such developments, means that the barriers to entry are high and the costs can run to tens of millions of dollars. There is no certainty of success. See "Risk Factors".

### **Competitive Modes of Transport**

There are three modes of transportation for aggregate: road, rail, or sea. The viability of each transport system is determined by a number of factors, including the location of the resource, the availability of adequate road or rail systems, and the proximity of deep navigable waters.

In the case of rail and sea movements, receiving terminals are required, either within or near the market area, to serve as distribution points to customers. These terminals must have access to a good road system for final delivery.

Therefore, transportation decisions are site specific. Basic factors which influence decision making are as follows:

*Road* — The cost per ton-mile of road transportation for construction aggregate is significantly higher than by rail or sea and as the cost of diesel fuel increases, road transport becomes less competitive on a ton-mile basis. As highways become increasingly congested, the cost per ton-mile increases reflecting the longer time taken to complete a delivery. The effect of these transport logistics is to establish a zone around each source of supply within which that source is more competitive than alternatives. Generally, a supplier located near its customer base can expect to enjoy a competitive advantage over a more remote supplier.

*Rail* — The movement of construction aggregate by rail in the United States is well established in many regions, particularly the east coast and south eastern regions. The Company believes that the recent boom in container imports, particularly from Asia, and the increasing demand for coal exports, has largely absorbed existing rolling stock and line capacity primarily in coastal city locations. The large container ports on the west coast, Oakland, Long Beach and Los Angeles, make extensive use of the rail system for distribution.

Rail operators have over time closed many tracks, especially in rural areas. Gaining access from a new resource to a rail service, and permitting land within the major market areas for a rail receiving terminal development, are very difficult. The cost of transporting aggregate by unit trains may depend on whether or not the rail cars must be switched between one rail operator and another. Switching costs between lines can add significantly to the cost of any particular movement and, therefore, a further constraint on a rail dependent development may be the need to find resources and terminals connected by a single operator. Rail policies that favour passenger traffic, rather than freight, together with timing limitations on rail freight movements may negatively affect the transport of aggregates by rail.

There is a relatively small number of existing rail reception depots for construction aggregates south of the San Francisco Bay area and in the greater Los Angeles area. The Company believes that significant further growth of rail competition is unlikely.

*Sea* — The seaborne importation of aggregate from coastal quarries into the United States has increased significantly during the last two decades. The growing availability of large vessels that offer cost-effective, long-distance haulage through efficient self-discharge systems has greatly reduced the cost per ton-mile for aggregate shipping. When using seaborne distribution, the mineral resource should be located next to suitably deep, navigable water where loading can take place directly from the quarry without the need to truck materials to a receiving port. This is the case at the Orca Quarry. Logistical and environmental advantages, such as the proximity of ports to urban markets and established road networks, are other essential requirements for economic seaborne distribution. Quarries located in British Columbia, Nova Scotia, New Brunswick, the Bahamas, the Yucatan Peninsula and California Baja of Mexico now supply many coastal U.S. markets. Further development of seaborne aggregate supplies can be anticipated from Caribbean islands to south east coastal markets in the U.S.

### **Competition**

Two existing British Columbia aggregate operations presently supply seaborne materials to California and Hawaii in addition to the Orca Quarry. The Lafarge Group, a French-owned international building materials company, supplies crushed rock from its quarrying operation on Texada Island. This includes larger sizes of rock for coastal and river erosion protection in California and aggregate sized material for asphalt manufacture in Hawaii. Heidelberg Cement, a German group, operates the Sechelt sand and gravel quarry in British Columbia and a receiving terminal in the city of San Francisco through its North America subsidiary Lehigh Hanson. Additionally, Hanson purchased Mission Valley Rock Company in 2005, which operates a two million ton per annum sand and gravel pit in the San Francisco Bay area. Sechelt is the one competitor in the San Francisco area with sand and gravel of a comparable high quality to that of the Orca Quarry. In addition to the Texada and Sechelt quarries, there are a number of smaller operations that use barges to supply the greater Vancouver market with both sand and gravel and crushed rock aggregates.

In 2007, Lehigh Hanson closed the Producers Pit, a sand and gravel quarry which produced approximately two million tons per year, located near Victoria, British Columbia, due to exhaustion of reserves. This operation had shipped materials by barge to west coast locations, as well as serving the Victoria area by truck.

Other seaborne competition may come from the coasts of Alaska, British Columbia, or Mexico. However, during the period from 2000 to 2002, the Company carried out a search on the west coast of North America, from Alaska to Mexico, seeking to identify suitable deposits capable of shipping aggregates to California. In Alaska, the climate and remoteness, a lack of infrastructure, longer distances to markets, and the U.S. *Jones Act* (which increases shipping freight costs for aggregate deposits located in the United States) were all negative factors. Mexico's potential was found to be limited by poor quality material, a lack of infrastructure, and limited fresh water available for processing and washing. In 2010, however, a new sand and gravel processing plant was installed in Tijuana, Mexico which receives raw materials from diverse riverbed sources. Products from this facility are currently being exported into the San Diego market, although the Company believes that quality issues with these aggregates will not present a challenge to the Company's plans to import marine aggregates into the Port of San Diego.

A significant number of sites were examined in British Columbia following which the Company concluded that the Orca Project offered a cost-effective source of high quality sand and gravel that could be shipped from coastal British Columbia. Although a number of other coastal sand and gravel deposits are being investigated by others, who could become future competitors, none have yet to be developed and Polaris now has a significant advantage through its long-term customer supply contracts and secured receiving terminals. See "Risk Factors" for further details.

## **Prices**

The Company has enjoyed stable pricing for its products since commencing shipments in 2007. However, as a result of the severe recession, the price growth anticipated at the time of the IPO (see “Financings”) has yet to be realized but can be expected once significant growth in demand resumes. The current downturn in the demand for construction aggregates has created pricing pressure in certain market areas in California and Polaris anticipates some reduction in average selling prices during 2011, principally the result of incentive pricing offered to contracted customers to encourage volume growth which, if successful, will be compensated by volume-related production and distribution cost savings.

## **Social Responsibility and First Nation Relationships**

Land in British Columbia is either owned privately by fee simple owners or publicly by either the Federal Government of Canada or by the Provincial Government of British Columbia, both commonly referred to as the Crown. In addition, while minerals are generally excluded from fee simple ownership of land in British Columbia, the *Mineral Tenure Act* (British Columbia) specifically excludes sand, gravel and rock or a natural substance used for construction purpose, from the definition of mineral. Accordingly, in British Columbia, the right of a land owner to remove sand, gravel and rock for construction purposes is a right connected to fee simple ownership. First Nations in British Columbia have made claims of aboriginal and treaty rights and title (collectively “Aboriginal Rights”) to substantial portions of land and water in the Province, including areas where the Company’s properties are situated, creating uncertainty as to the status of other public and private property rights. In the last decade, there have been numerous judgments by both the Supreme Court of Canada and the British Columbia Supreme Court regarding Aboriginal Rights and the duties of government and individuals to consult with First Nations groups, creating a constantly evolving legal environment.

To deal with this uncertainty, Polaris adopted a guiding principal: to seek to work cooperatively with those First Nations that have asserted traditional territory claims over the Company’s search areas with a view to developing the projects for mutual benefit. The Company sought and respected the guidance from the relevant First Nations groups which allowed the Company to avoid searching in areas of spiritual or other sensitive uses by the First Nations, thereby avoiding conflict from the outset. Once project areas had been identified as suitable mineral resource areas, the Company undertook an exceptionally detailed and inclusive consultation process that involved not only all those First Nations with overlapping traditional territory claims over the various project lands but also involved every community group and potential stakeholder.

The First Nations asserting aboriginal rights and title over the Company’s proposed project lands were offered participating interests in the projects. Thereafter, the First Nations worked closely with the Company during the environmental assessment process and planning in addressing ecological, cultural, and socio-economic interests. This co-operative and consultative process resulted in the issuance of environmental and other project permits and Crown tenures by the provincial and federal agencies, and has also provided the surface rights owners of private project lands with assurances that the First Nations are in agreement with the arrangements that have been put in place in connection with those privately-held lands. Post-development, the Company is working closely with the First Nations in connection with the operation of the Orca Quarry. See “History of the Orca Project” and the “History of the Eagle Rock Quarry Project”.

The Company is in good standing under all operating permits and leases at each property and maintains good relationships with the local communities in which it operates.

## **Financing and Management of the Company's United States Operations**

Eagle Rock Aggregates, Inc., one of the Company's U.S. subsidiaries, holds the Richmond Terminal Lease and corresponding easement and facilities use agreements, as well as the Company's other potential California port interests. It also holds the Company's marketing interests in California, including the initial aggregates supply and distribution agreement with Cemex pursuant to the Strategic Alliance, and manages the Company's operations in California, including the shipment and sale of construction aggregates from the Orca Quarry. The parties to the Eagle Rock Shareholders Agreement (as later defined), being the Company and the Hupacasath and Ucluelet First Nations, are in discussions regarding a potential renegotiation of the terms of the arrangement with Eagle Rock Aggregates, Inc. for the financing, construction, and operation of the Richmond Terminal and other California port terminals, and for the purchase, shipping, distribution and sales of construction aggregates from the Orca Sand & Gravel Ltd. Partnership (the "Orca Partnership"). The original concept of the agreement was to ensure that the First Nations involved in the Eagle Rock Quarry Project were protected in the future from economic risk caused by the arbitrary setting of transfer prices between quarry and terminal. However, in practice the transfer pricing has been set independently by the Canada Revenue Agency under an advanced transfer price ruling that was finalized in February 2011. Through market forces that changed the originally anticipated timing of the quarry developments, this agreement is no longer practical in respect of terminal development and the Company does not wish these First Nations to be locked into an agreement that will be to their disadvantage going forward. However, there is no assurance that a new agreement will be reached on terms satisfactory to the Company. The failure to enter into such agreement may have a material adverse effect on the Company (see "Risk Factors"). See "Port Terminals and Development – Existing Terminals" for further details regarding the Richmond Terminal.

Future terminal interests outside the state of California will be held by Polaris Materials Inc., a 100% owned U.S. subsidiary of the Company that is responsible for sales in Hawaii.

## **ORCA SAND & GRAVEL PROJECT**

### **History of the Orca Project**

The Orca Project was originally comprised of three large, high quality, sand and gravel deposits - the East Cluxewe, West Cluxewe and Bear Creek Deposits. The Company began development of the East Cluxewe Deposit, the associated process plant and shiploader (together the "Orca Quarry") in March 2006 with land clearing and site preparation for the construction of the ship load-out conveyors and the sand and gravel processing plant. The quarry commenced operations in February 2007. On June 15, 2008, the Company received a ten-year Licence of Occupation from the Province of British Columbia covering an area of Crown land referred to as the East Cluxewe Extension Deposit, which is contiguous with the East Cluxewe Deposit. In the longer term, subject to further studies and permitting, the Company expects to quarry the East Cluxewe Extension and West Cluxewe Deposits and ship those products to markets, using the process plant and shiploader located at the Orca Quarry site. A comprehensive geological evaluation program was completed on these two deposits during the summer of 2008 in order to quantify potential additional resources. Until March 31, 2009, the Orca Partnership held the exclusive rights to negotiate a lease to obtain rights to the Bear Creek Deposit located on fee simple private land owned by Island Timberlands LP. However, following consideration of the results of a detailed geological evaluation and the economic requirements of the owner, interests in the Bear Creek Deposit were allowed to lapse during 2009 and, therefore, it is no longer considered a future resource. During 2007, Polaris received a Licence of Occupation from the Province over a potential sand and gravel deposit located 19 kilometres from the Orca Quarry and referred to as the Cougar Deposit. Results of a limited quantity of drilling on the Cougar Deposit in 2008 did not provide encouraging results and, as a consequence, the Company relinquished the Licence of Occupation for this site.

The East Cluxewe and West Cluxewe Deposits are situated on fee simple, private lands owned by Western Forest Products Inc. ("WFP"). The East Cluxewe Extension Deposit is located on Crown land over which the Company has access rights through a ten-year Licence of Occupation with the Province of British Columbia. The Orca Project

lands, together with the East Cluxewe Deposit and the East Cluxewe Extension Deposit, all lie within the asserted traditional territories of the Kwakiutl Band (the “Kwakiutl”) and the Namgis First Nation (the “Namgis”), whereas the West Cluxewe Deposit is located in traditional territory asserted exclusively by the Kwakiutl.

The rights to the East Cluxewe Deposit, East Cluxewe Extension Deposit, and West Cluxewe Deposit are held by the Orca Partnership pursuant to a limited partnership agreement (the “Partnership Agreement”) dated March 1, 2005, amended and restated April 1, 2005, among the Namgis (as to 12%) and the Company (as to 88%), both as limited partners, and Orca Sand & Gravel Ltd., as the general partner (the “Orca General Partner”). See “Corporate Structure – Intercorporate Relationships”. The Orca Quarry was originally designed and permitted to produce up to 6.0 million metric tonnes per year working on a two-shift basis. During 2008, the NI 43-101 technical report on the Orca Quarry was updated and concluded that, subject to obtaining a revised mine permit, the quarry could produce approximately 8.7 million metric tonnes per year on a 24/7 operation.

The Orca Partnership entered into an impact and benefits agreement dated April 1, 2005, with the Namgis, which grants certain preferential opportunities to the Namgis for business development, employment, and training within its community. Contributions based on volumes of construction aggregates sold by the Orca Partnership will be made by the Orca Partnership to foundations that will benefit communities located within the asserted traditional territories of the Kwakiutl and Namgis. In the event that treaties are settled over the Orca Project area granting the Namgis the authority to impose taxes or royalties over the Orca Project, the Namgis will not impose a tenure or tax regime, for a period of 20 years from the date of such treaties, which is less favourable than the tenure and tax regime that would have governed had the treaties not been settled. In December 2031, the Namgis will have a one-time right to increase their ownership in the Orca Partnership by up to 50%, by purchasing Orca Partnership units from the Company for cash at fair market value.

The Orca Partnership has also entered into an impact and benefits agreement, dated March 9, 2005, with the Kwakiutl. This agreement applies only to the Orca Quarry development and operations. It provides the Kwakiutl with a gross royalty based on volumes of construction aggregates sold from the East Cluxewe Deposit. This royalty rate increases over four years and, commencing in the fifth year, will be adjusted annually with reference to a price index. Also certain preferential opportunities have been granted to the Kwakiutl for business development, employment, and training within its community. In the event that treaties are settled granting the Kwakiutl jurisdiction over the Orca Project site, the Kwakiutl will not impose a tenure or tax regime, for a period of 20 years from the date of such treaties, which is less favourable than the tenure and tax regime that would have governed had the treaties not been settled.

#### *Namgis Funding*

In April 2005, the Company and the Namgis entered into a loan agreement whereby, at the request of the Namgis, the Company would make advances to the Namgis to enable them to meet their required equity contributions to the Orca Partnership. Advances made by the Company to the Namgis following the construction decision bore substantial interest rates. The Company’s sole recourse for repayment of the advances is the distributions receivable by the Namgis from the Orca Partnership and the advances cannot be prepaid. The Company does not record interest receivable on the Namgis loan in its financial statements. In light of significant changes in the credit markets since the loan agreement was originally executed, together with the impact of the severe economic recession since the construction decision was made, several terms of the original loan agreement were amended in March 2010 whereby interest payable on the loan was frozen at the amount payable as of September 30, 2009; changes were made to the rate of interest such that they are more reflective of current market conditions; and the terms of the cash distributions and recourse for repayment were adjusted to be less restrictive. As at December 31, 2010, the Company had advanced \$8,032,337 to the Namgis.

### *Tenure*

The Orca General Partner, on behalf of the Orca Partnership, has executed a *profit à prendre* lease with WFP over its freehold land lying to the south and west of Port McNeill, which includes the East and West Cluxewe Deposits. The *profit à prendre* has been registered against title to the subject lands.

A *profit à prendre* is an agreement made by a landowner granting the right to the holder to enter the land of the grantor and to sever, take away and convert to the holder's own use a product of the land. The holder does not obtain any right or interest in the subject product until it is severed from the land. A *profit à prendre* usually includes compensation payable to the grantor, a right of entry to the holder, and the right of the holder to use such surface land as is necessary and convenient to exercise the rights of access and removal.

In the case of the *profit à prendre* in respect of the East and West Cluxewe Deposits, the designated products are rock, stone and sand, and it provides the Orca Partnership with the right to access the deposits and remove rock, stone and sand therefrom. The term of the *profit à prendre* in respect of the East and West Cluxewe Deposits is for 10 years commencing March 1, 2005, with four separate consecutive options, exercisable by the Orca Partnership, to extend the term for further periods of 10 years each for a total of 50 years. This *profit à prendre* includes a right of entry and use of the necessary area of the surface land.

The East Cluxewe Deposit is subject to royalties payable by the Orca Partnership to WFP, the Kwakiutl and a local community philanthropic fund that totaled \$1.06 per tonne of construction aggregates sold upon commencement of operations in 2007 and is subject to certain inflation indexation provisions.

Title to the shiploader site is held under a 30-year foreshore lease with the Province of British Columbia entered into on May 1, 2006.

### *Permitting*

Rights to operate the Orca Quarry are granted by Environmental Assessment Certificate M05-01 and Mine Permit G-225, both being received by Orca Sand & Gravel Ltd. from the Province of British Columbia in July 2005.

### **Information from the Orca Report**

In 2008, the Company engaged Greg Kulla, P. Geo., Ryan Ulansky, P. Eng., and Vladimir Solodkin, P. Eng., of AMEC (each a "Qualified Person" as such term is defined in NI 43-101 and independent of the Company) to prepare an updated NI 43-101 compliant technical report on the Orca Project with an effective date of November 27, 2008 and revised on December 23, 2008 (together, the "Orca Report").

Unless stated otherwise, the information in this section is summarized, derived or extracted from the Orca Report.

Certain information under this heading "Orca Sand & Gravel Project" is based on assumptions, qualifications and procedures that are set out only in the Orca Report. For a complete description of assumptions, qualifications and procedures associated with the information in the Orca Report, reference should be made to the full text of the report that is available for review on the Company's website or under the Company's profile on the System for Electronic Document Analysis and Retrieval (SEDAR) located at the website [www.sedar.com](http://www.sedar.com).

### **Property Description and Location**

The Orca Quarry produces high-quality construction aggregates from a large sand and gravel resource for export to the coastal city markets of North America, particularly California, Vancouver and Hawaii. A production capacity of approximately six million metric tonnes per annum is presently permitted, with all products leaving the site in large ocean-going bulk carriers (Panamax class or similar) or barges that are loaded at a dedicated facility constructed on the adjacent foreshore.

The Orca Quarry site is approximately 4 km west of Port McNeill, Vancouver Island, British Columbia, and covers approximately 350 ha of land that was clear-cut logged 45 to 65 years ago. Construction aggregate produced from sand and gravel is a natural material benign to the environment. The production process of construction aggregates utilizes only physical processes, principally crushing, sizing, and washing, although small quantities of flocculants may be used to remove sediments from process wash water. Aggregates are the principal constituents of all forms of concrete and asphalt, and their wide range of applications makes them fundamental to providing homes, highways, schools, hospitals, and virtually all the facilities and infrastructure necessary to support modern society.

### **Accessibility, Climate, Local Resources and Physiography**

The project pit at the East Cluxewe Deposit is located northwest of Port McNeill, British Columbia, on northern Vancouver Island, British Columbia. Port McNeill is accessible from Vancouver via scheduled daily flights by Pacific Coastal Airlines to Port Hardy, 40 km northwest of Port McNeill, or via ferry to Nanaimo, British Columbia and a 3.5-hour drive north on Island Highway 19. The pit is approximately 4 km from Port McNeill and is accessible from both Highway 19 and a network of logging roads maintained by Island Timberlands and WFP. Port McNeill experiences cool, moist weather typical of northern Vancouver Island. Annual rainfall in neighbouring Port Hardy averages 1,766 mm per year, with the majority falling during the winter months from September to April. Annual temperatures at Port Hardy average 8° C. July and August are the warmest months, averaging 17° C highs. Winter lows average 0.2° C. Temperatures occasionally fall below freezing during winter, but not for prolonged periods. The quarry operates year round.

Traditionally, logging has provided the economic base of Port McNeill, but tourism and sport fishing are becoming larger employers to the community. These resources are supported by a diversity of other businesses such as restaurants, grocery, and general stores. The community has a population of 3,000 people that includes an existing, skilled resource-based industrial workforce. Power supply for the processing and shiploading facilities is provided from an existing power grid that borders the project on its north and eastern boundaries. This power line supplied power to the now-closed Island Copper mining operation, which was located in the Port Hardy area. No upgrading was required to supply power to the project.

Water for product washing and domestic use (non-potable) is obtained from wells drilled on the property.

Northern Vancouver Island consists of three major physiographic units: the Nahwitti Lowland, the Susquash Basin, and the Vancouver Island Mountains immediately to the south. The Nahwitti Plateau dominates the northern tip of Vancouver Island, principally to the west of the coastal area. It is characterized by low relief and a smoothed upland, remnants of a dissected Tertiary erosional surface that slopes northward towards Cape Scott.

The Susquash Basin is a triangular-shaped area along the eastern margin of the Nahwitti Lowland extending between Port Hardy and Port McNeill. It is characterized by gentle, rolling to level topography below 300 m elevation, with scattered uplands or hillocks. The lowlands are underlain by gently dipping Cretaceous-Age sedimentary rocks of the Nanaimo Group; the hillocks are made up of Triassic-Age sediments volcanics of the Vancouver Group. Erosion and glaciation of the soft Cretaceous sediments in the basin have produced the lowland topography. The uplands are mantled by colluvial and glacial moraine deposits. Thick Quaternary glacial fluvial and lacustrine deposits consisting of fluvial and glacial-fluvial sand and gravel and marine lacustrine clay mantle the eastern lowlands in the Port McNeill area. The glacial-fluvial sand and gravel deposits formed 9,000 to 12,000 years ago from the melting of the mountain glaciers to the south. The alluvial and glacial-fluvial sand and gravel deposits are up to 100 m thick in the Cluxewe River area and are the principal targets in the project area.

### **History**

The Orca pit and surrounding area have provided local resources of sand and gravel from several extraction operations. Within the proposed extraction boundary was the Hartford Pit which had been used as a sand and gravel resource by WFP. Quarry Lease No. 1407109, operated by the BC Ministry of Transportation, lies on the

southern border of the Orca pit. On the western border is the OK Paving pit which processes sand and gravel as feedstock for an on-site asphalt plant. The historical production from these pits is not known, but all are under active use.

## **Geological Setting**

### *Regional Bedrock Geology*

In late Middle Triassic time a few hundred feet of black argillite and siltstone were deposited (Parson Bay Formation). Basaltic lava welled up, forming a diabase sill and dyke-complex between the older Paleozoic rocks and the recently deposited Middle Triassic siltstones. Basalt was also sub-aqueously extruded in large quantities forming pillow-lavas. As the water dropped and the area became shallow and subject to wave action, close packed pillow-lavas were replaced by pillow-breccias and sub-aqueous tuffs. Eventually the volcanic shield rose above the water and basaltic flows, with vesicular tops and bottoms, erupted and reached a maximum thickness of about 3,000 m (Karmutsen Formation). In early Jurassic time, renewed island arc-type volcanism occurred and formed the Bonanza Volcanics. Volcanism was confined mainly to the southwestern part of the basin and/or to the outer arc where andesitic to rhyodacitic lava, tuff and breccia erupted, and intercalated with marine clastic sediments. Volcanism was coupled with major plutonic activity. Plutonism ceased in middle to late Jurassic time. Uplift and erosion followed in late Jurassic time and clastic wedges were laid down on the outer shelf. Farther ocean-ward, flysch-type sedimentation occurred on the continental slope, or slope of the outer island arc and in a trench west of the arc. Successively overlapping sediments show the eastward transgression of shelf sedimentation in early Cretaceous time. By late Cretaceous time the outer shelf emerged and sedimentation shifted to a northeasterly inner basin with varying marine, delta and lagoon conditions. Bedrock outcrops with and without colluvial veneers are common in the high relief areas south of Port Hardy and in the northwest and southwest corners of the project region, respectively. Scattered outcrops also occur in the highland area south of Port McNeill. The structure of the project region is dominated by block faults and exhibits a medial north northwest trending arch, flanked by fault blocks with outward dipping strata. The entire region is crisscrossed by irregular sets of steep to vertical faults of normal or strikeslip, but largely unknown, displacements. These blocks are divided by the Brooks Fault Zone into southeastern and northwestern groups.

### *Local Geology*

The Susquash Basin borders these blocks on the northeast, and the Pacific Rim block forms the continental slope on the southwest. The Orca Quarry is located at the convergence of several major faults and fault zones. It is underlain by Upper Cretaceous Nanaimo Group sediments, overlying Karmutsen lavas and is pierced by several later Tertiary volcanic structures. The local area is chiefly underlain by the Vancouver Group, consisting of a basal Middle Triassic sediment-sill unit, a thick pile of Triassic basaltic volcanics (Karmutsen Formation), Upper Triassic carbonate, pelitic and volcanoclastic sediments (Quatsino and Parson Bay Formations), and a Lower Jurassic sequence of basaltic to dacitic effusive and pyroclastic volcanics with minor intercalated sediments (Bonanza Subgroup).

### *Property Geology*

The East Cluxewe Deposit rests on flat-lying bedrock of Cretaceous-Age sediments of the Nanaimo Group. The sedimentary bedrock consists principally of coarse sandstone grit with minor inter-bedded shales and coal horizons. The sediments have been intruded by a small andesite body which is exposed in a rock quarry on the east side of the Cluxewe River. It was also intercepted at the bottom of two drill holes. This intrusive body is one of a series of Tertiary-Age intrusives that were emplaced along a northeast structural trend through the northcentral part of Vancouver Island.

The sand and gravel deposit is overlain by overburden material consisting of Podzolic soils that are formed under cold and temperate coniferous forests from the degradation of needles. Overburden material thickness is in the order of 1 m to 2.5 m. The sand and gravel deposit consists of two clearly definable horizons labeled Stratum A

(upper) and Stratum B (lower). Material in Stratum A is a mixture of coarse aggregate with fine aggregate in the interstitial spaces. Stratum B is represented by fine to medium sand. The sand and gravel deposit is well exposed in 12 pits and road cuts along its 11,000 m length. A third horizon labeled Stratum C (lowest) was identified which consisted of a very fine sand and silt. This stratum contains silt or fines in excess of 40% and is considered to have no economic value and therefore does not form part of the resource. The sand and gravel is composed predominantly of volcanic material with minor granitic material, dark dyke rock, limestone, and metamorphic material.

#### *Deposit Types*

The East Cluxewe Deposit is a well-sorted, fluvio-glacial sand and gravel deposit that reflects a regressive depositional environment. The upper layers consist of approximately 40 m of coarse sands and gravels. This is followed by a layer of predominantly medium and fine-grained sands with minor coarse sand and silts. This middle layer ranges from 22 m thick on the eastern edge of the deposit to almost no thickness at all on the west side near local bedrock highs. Below this is a lower layer of very fine sands and silts.

#### **Mineralization**

The East Cluxewe Deposit is situated between the Cluxewe River to the west and Highway 19 to the east and a British Columbia government quarry to the south. The deposit trends northwest and is approximately 3,000 m long and 1,000 m wide and has an average thickness of 60 m. Extensions of the deposit to the northwest and to the southeast are evidence in existing pits and exploration drill holes.

Two reasonably contiguous and homogenous economic horizons have been identified within the East Cluxewe deposits. Stratum A, material in the upper horizon, is approximately 40 m thick and is a mixture of coarse aggregate with fine aggregate in the interstitial spaces. Stratum B, the lower horizon, ranges from 22 m thick on the eastern edge of the deposit to almost no thickness at all on the west side near local bedrock highs and is a mixture of fine to medium sand. The sand and gravel are composed predominantly of volcanic material comprised of approximately 70% granite and 30% metamorphic material. Stratum C, a third and the lowest horizon identified consists of a very fine sand and silt. Stratum C contains silt or fines in excess of 40% and is considered to have no economic value.

#### **Exploration and Drilling**

From May to October 2003, a detailed program of road building, line cutting, mapping, surface sampling, and shallow seismic was carried out. The seismic program was undertaken by Frontier Geosciences Inc. ("Frontier"), of North Vancouver, British Columbia. Frontier was also responsible for the interpretation of the results. During May and June 2003, Frontier completed a total of approximately 10 km of seismic refraction survey involving 15 separate seismic lines. On the East Cluxewe Deposit, 11 seismic lines were laid out in an east-west, sub-parallel arrangement at approximate spacing of 250 to 300 m apart. Three lines were run on the smaller West Cluxewe Deposit. One line was run near a gravel pit approximately 1.5 km east of the main East Cluxewe area.

Polaris conducted a drilling program on the Orca Quarry from September 19 to 29, 2003. Polaris established the hole locations after consultation with Beck & Associates Geo-consultants Inc. and a review of the exploration seismic data. The goal was to improve upon the geological interpretation of the deposit and obtain representative samples for quality analysis.

In 2008, a 24-line kilometer high resolution resistivity survey was completed by Golder and Associates in the East Cluxewe Extension areas southeast of the East Cluxewe pit. Confirmation and exploration drilling was also completed in 2008 within the East Cluxewe pit, at the West Cluxewe target to the northwest and the East Cluxewe Extension lands to the south. This geophysical program and new drilling within the West Cluxewe and East Cluxewe Extension areas were not reviewed by AMEC and were considered to have no impact on the East Cluxewe resources.

In 2008, Orca completed 969.4 m of reverse circulation drilling in 35 holes. Seven holes were drilled as infill holes along the western flank of the East Cluxewe resource area. Analytical results from the 2008 drill program were completed at the writing of the Orca Report but have not been reviewed. AMEC examined drill logs and sample material from these holes and concludes that the 2008 drilling in the East Cluxewe resource area has confirmed the interpretation as presented in the geologic model. If included in an updated mineral resources estimate these holes would likely allow reclassification of some Indicated material to Measured but will not result in a reduction or addition to the resource tonnage estimated in 2005. Ten exploration holes were drilled at the West Cluxewe area, 14 were drilled in the East Cluxewe Extension area and four were drilled in the Cougar area. All holes were vertical. These holes will not impact the East Cluxewe resource estimate.

## **Sampling, Analysis and Data Verification**

### *Sampling*

Samples used for deposit evaluation include surface grab samples and reverse circulation drill hole samples. Surface grab sampling was primarily used for reconnaissance mapping purposes to focus the search to a specific gravel and sand deposit in the area. This was followed up by the detailed sampling from the reverse circulation drill holes on the East Cluxewe Deposit. Polaris established a standardized procedure for recovering, collecting, logging (recording), and representatively sampling the material from the reverse circulation drilling program.

One set of 3.1 m (10 ft) individual samples and the 16.8 m (60 ft) composite samples were shipped to laboratories in Burnaby and Surrey, British Columbia for analysis work. The other sets were retained at a warehouse in Port McNeill. No special security measures were taken for loading and transporting the samples to the laboratories other than those for normal freight transport. Samples were transported from the Port McNeill warehouse to the laboratories in Vancouver by a contracted highway trucking firm.

### *Analysis*

All of the 3.1 m (10 ft) individual samples and the 16.8 m (60 ft) composite samples were sent to AMEC Earth and Environment's geotechnical testing laboratory in Burnaby, British Columbia. Additional testing on the composite samples were performed at Golder Associates' material laboratory in Surrey, British Columbia. All tests performed are standard tests of the American Society for the Testing of Materials ("ASTM") or the California Department of Transportation ("Caltrans").

During 2007, Caltrans submitted samples of Orca aggregates to Kleinfelder Laboratories in Pleasanton, California, for testing by the ASTM C-1260 method, Potential Alkali Reactivity of Aggregates. Kleinfelder Laboratories reported the results for both coarse and fine aggregates were "innocuous". These results formed the basis for Orca aggregates being approved for use in reduced mineral admixture concrete in California.

### *Data Verification*

AMEC technical staff visited the Port McNeill office/warehouse and the East Cluxewe Deposit site on August 11, 2005 and August 21, 2008. During the 2008 visit, the processing facilities, stockpiles and Cluxewe pit excavation site and drill sites were reviewed. Old and new drill sites were accessed to confirm activity had taken place. The reported locations of the 2008 holes were determined by handheld GPS and have been re-surveyed by a professional land surveyor in September 2008. In general, the holes were determined to be situated as reported on drill plans. In addition, the access road cuts were examined to confirm the generally thin cover of soils above the gravel deposit.

In 2005 and in 2008, AMEC opened several of the five gallon retained sample and composite pails. Material was checked for mineralogy, and the size distribution was noted and compared to the sample interval reported on drill logs. This helped verify the premise that the coarser gravel material was at shallower depths than the finer sand

material. Also, the sample tag information was compared to the information written on the outside of each pail. This information matched for all pails examined.

**Security of Samples**

No special security measures were taken for loading and transporting the samples to the laboratories other than those for normal freight transport. Samples were transported from the Port McNeill warehouse to the laboratories in Vancouver by a contracted highway trucking firm, Overland Freight Lines Ltd. of Victoria, British Columbia. All sampling was carried out by the Company’s staff.

The sampling, sample preparation, security and analytical procedures meet industry standards and sample results are considered suitable for use in resource estimation. In addition, production since February 2007 has met expectations as modeled in the 2005 resource estimate and further validates the sampling.

**Mineral Resources and Mineral Reserves Estimates**

*Mineral Resources*

In 2005, AMEC prepared a feasibility study outlining the mineral resource and reserve estimate at the East Cluxewe Deposit. Since 2005, the Company has completed construction of the processing and shiploading facilities and has begun production. In 2008, AMEC prepared an updated feasibility study as part of the Orca Report. Supporting documentation on market, supply contracts, receipts for product sales and operating costs demonstrate the mineral resources outlined in the 2005 feasibility study are economically mineable, which is a requirement to meet the definition of mineral reserve as stated under CIM Definition Standards for Mineral Resources and Mineral Reserves, and which are incorporated by reference in NI 43-101. After conversion of resources to reserves, the remaining resources are zero.

*Mineral Reserves*

The reserves represent sand and gravel aggregate of a quality suitable for concrete applications. The following factors were used in determining reserves for the East Cluxewe Deposit:

- 2.01 In Situ Specific Gravity;
- 2% loss at the contact with the soils and subsoils; and
- 3% loss of fine material (silt) as determined from the mine scheduling material balance. The AMEC process plant feasibility study, April 2005, estimated 4% silt material.

Volumes were constrained within a conceptual pit above the water table and classification was established by distance from nearest data point. Material lying within 300 m of a drill hole data point and within the pit boundary is classified as Proven. All other material within the pit boundary is classified as Probable.

The reserves figures of the Orca Quarry are set out in the table below. For a complete description of assumptions, qualifications and procedures associated with the information in the Orca AMEC Report, reference should be made to the full text of the report that is available for review on the Company’s website and on SEDAR at [www.sedar.com](http://www.sedar.com).

<u>Name</u>	<u>Tonnage (mt)</u>		<u>Proven &amp; Probable Reserves</u>
	<u>Probable Reserves</u>	<u>Proven Reserves<sup>(1)</sup></u>	
East Cluxewe Deposit			
Stratum A (Coarse Aggregate).....	16.6	78	94.6 <sup>(2)</sup>
Stratum B (Fine Aggregate).....	6.5	20.5	27 <sup>(3)</sup>
Total.....	23.1	98.5	121.6

**Notes:**

- (1) The mineral reserves have been categorized in accordance with the classifications defined by CIM. Mineral reserves are a subset of the mineral resource numbers. The two quantities cannot be added together or combined in any way and do not take into consideration depletion due to production at the Orca Quarry in 2007 and 2008.
- (2) Represents 77.8% of the total.
- (3) Represents 22.2% of the total.

Since production began, the East Cluxewe reserves have been depleted by mining by 6.22 million tonnes. After processing, the amount of saleable product is calculated at 6.10 million tonnes. A summary of the production from East Cluxewe as of December 31, 2010 is as follows:

<b>Material Processed</b>	<b>Sand Produced</b>	<b>Small Gravel Produced</b>	<b>Large Gravel Produced</b>	<b>Total Production</b>	<b>Percentage Sand</b>	<b>Percentage Small Gravel</b>	<b>Percentage Large Gravel</b>	<b>Percentage Process Loss</b>
6,224,243	3,491,232	1,292,893	1,314,879	6,099,003	57%	21%	22%	2%

**Note:**

Sand, small gravel and large gravel percentages measured relative to total production. Process loss measured relative to material processed.

**Mining Operations**

Construction of the Orca Quarry was completed in February 2007 for an overall budget of US\$53 million, including the marine shiploading terminal, and production began that same month. Three 24 cubic metre tandem-powered self-loading scrapers excavate run-of-pit materials. A single tracked dozer supports the scrapers by developing the initial access across and down the production face for each phase of extraction which are approximately 30 m wide established on a downward gradient traversing the production face. To maintain a balanced production face, access to sequenced phases alternate between the established return routes located on the east and west extraction limits of the pit. A front-end loader is used to recover bench remnants and clean up spilled materials.

*Material Processing*

The materials handling portion of the project consists of a receiving hopper equipped with a grizzly screen to prevent large boulders from passing onto the field-collecting conveyor. This hopper receives “as-dug” sand and gravel excavated from the working face by the scrapers. In later years, the receiving hopper will be relocated, and additional collecting conveyors will be installed to suit the mine plan. The field conveyor system transports the sand and gravel from the hopper onto a surge storage stockpile ready for processing.

The processing of the sand and gravel is relatively simple. It consists of screening to separate the individual particle sizes, crushing of oversize gravel that is larger than 25 mm, followed by washing of the products. Material is reclaimed from the run-of-pit storage stockpile by feeders and conveyors mounted in a multi-plate reclaim tunnel to feed the necessary screens, crusher, and sand washing system. Fine material (silt), which is removed during the washing process, is sent to a thickener tank and filter press system where it is collected and eventually used in the site reclamation.

The various products are loaded aboard a ship at a maximum rate of 4,500 tonnes per hour. The products, ready for shipment, are stacked in four stockpiles, one for large gravel (minus 25 mm x 12.5 mm), one for small gravel (12.5 mm x 4.75 mm), and two for concrete sand (minus 4.75 mm). Each stockpile has an estimated live capacity of 30,000 tonnes with a total capacity of approximately 120,000 tonnes per pile. Three belt or gravity gate feeders under each stockpile withdraw the gravel and sand and feed a common reclaim conveyor running through a multi-plate reclaim tunnel beneath the product stockpiles. Any one of the belt or gate feeders under each stockpile can

deliver 1,000 tonnes or more per hour. The reclaim conveyor carries the products from the reclaim tunnel onto the overland conveyor system that terminates at the shiploader. A service road runs along the length of the surface-mounted conveyors from the end of the reclaim tunnel to the shore.

#### *Reclamation*

Reclamation of the pit will be progressive, and has commenced with the first portion of the ultimate pit wall being reclaimed. As progressive reclamation continues, the soils salvaged ahead of the mining advance will be hauled directly to areas ready for reclamation. Progressive reclamation will keep the total area under disturbance to a minimum.

#### *Production Forecasts*

The Orca Quarry was designed and permitted to produce up to six million tonnes of sand and gravel per year, operating on a two-shift basis, with an operating life of approximately 25 years. However, the 2008 Orca AMEC Report confirmed that if operations are extended to a 24/7 basis, the capacity of the existing processing plant should be 8.7 million metric tonnes per annum. To achieve this increased production, the Company will need to obtain a revised mine permit, however, management believes that changing the permit will not be unduly difficult. Production will be entirely dependent upon the demand for the Company's products.

#### *Financial Analysis*

AMEC reviewed the Orca Project cash flow forecasts at the time of the AMEC Report, details of which are set out in the AMEC Report.

The results of the AMEC financial analysis of the Orca Project are based on certain underlying assumptions made when the report was prepared in 2008. Such underlying assumptions may no longer be reasonable and, therefore, undue reliance should not be placed on the results of the AMEC financial review. See "Risk Factors".

### **Environmental and Mine Permits**

#### *Environment*

The Canadian Environmental Assessment Agency's Comprehensive Study Report, dated June 30, 2005, concluded that "Based on the information contained in the Application; communications with agencies and First Nations, and the public; and the Proponent's responses and commitments, the responsible authorities concluded that the Project is not likely to cause any significant adverse environmental effects." On October 5, 2005, the Federal Minister of the Environment issued his Decision Statement concluding "No additional information is necessary and that there are no public concerns that need to be further addressed."

The British Columbia Environmental Assessment Office issued Environmental Assessment Certificate M05-1 on July 14, 2005. Schedule B of this certificate, the Compendium of Proponent Commitments, outlines proponent requirements during construction, operation, and closure of the project, addressing: project design, vegetation, reclamation, wildlife, groundwater, rivers and creeks, marine water quality, marine fish habitat, marine species, air quality, viewshed, noise, employment, archaeology, First Nations, and safety. See "Risk Factors".

#### *Mine Permit*

The BC Mines Permit G-225, issued July 28, 2005, outlines the conditions for the reclamation program. A security bond totaling \$1 million was required which the Company has paid.

## **Production Tonnage**

The Orca Report stated that as at August 25, 2008, a total of 2.88 million tonnes of saleable sand and gravel products had been produced. Subsequent to the Orca Report annual productions are verified by the Company's Vice President of Technical Services who is considered to be a Qualified Person for this purpose. At December 31, 2010 the total of saleable products produced from the East Cluxewe Deposit, since operations began, was 6.10 million tonnes.

## **EAGLE ROCK QUARRY PROJECT**

### **History of the Eagle Rock Quarry Project**

The Eagle Rock Quarry Project is comprised of a large granite deposit located on deep tidewater south of Port Alberni on Vancouver Island, British Columbia. It is located on land held by the Crown within the asserted traditional territories of the Hupacasath, Tseshaht, and Ucluelet First Nations.

In the fall of 2001, the Company entered into cooperation agreements with each of the Hupacasath First Nation (the "Hupacasath") and the Ucluelet First Nation (the "Ucluelet") and, in July 2002, the three parties entered into an unincorporated joint venture. In October 2002, the Company, the Hupacasath and the Ucluelet formed Eagle Rock Materials Ltd. ("Eagle Rock"), which holds all the interests in the Eagle Rock Quarry Project. In 2001, the Company also invited the Tseshaht First Nation (the "Tseshaht") to participate in the Eagle Rock Quarry Project, but was unable to reach an agreement with them on the terms of a potential participation. The Company has kept its invitation open as it wishes the Tseshaht community to share in the socio-economic benefits of the project. The Company owns 70% of Eagle Rock, the Hupacasath and Ucluelet each indirectly own 10% and the remaining 10% is held in trust, and available for the Tseshaht, pursuant to the Eagle Rock Shareholders Agreement as defined below. The Hupacasath and Ucluelet assert shared aboriginal rights to the Eagle Rock Quarry Project site, while the Tseshaht assert exclusive aboriginal rights and title to the Eagle Rock Quarry Project site. The Company has adopted a neutral position electing to deal equally with all three First Nations.

In October 2002, Polaris, through a subsidiary Quality Rock Holdings Ltd., and subsidiaries of the Hupacasath and the Ucluelet, executed a shareholders' agreement (the "Eagle Rock Shareholders Agreement") governing the affairs of Eagle Rock. Also, Eagle Rock, the Hupacasath and the Ucluelet entered into an impact and benefits agreement. These agreements provide that Eagle Rock will seek to arrange the preparation of a feasibility study of the Eagle Rock Quarry Project. The Hupacasath and the Ucluelet have the right to each acquire half of the 10% interest held in trust for the Tseshaht if, after a certain time period after the feasibility study is approved by Eagle Rock, the Tseshaht choose not to participate in Eagle Rock. On the 25th anniversary of their equity contributions to the Eagle Rock Quarry Project development financing, each First Nation will have the one-time right to increase their ownership in Eagle Rock by 50%, by purchasing Eagle Rock shares from the Company for cash at fair market value.

### **Overview**

In 2003, the Company, through its subsidiary Eagle Rock Materials Ltd., received an Environmental Assessment Certificate and Mine Permit for a crushed granite aggregate quarry, located on deep tide water, with a permitted output of 6 million tonnes per year. The Company is presently seeking market outlets that would support the development of the facility to produce crushed rock construction aggregate products on site. Products would be shipped in bulk carriers to coastal urban markets in the Pacific. The Company believes that demand for those products will develop in time. In 2009, the Company received a draft development and capital cost report from AMEC regarding the Eagle Rock Quarry Project which would constitute the major portion of a feasibility study

excluding the marketing aspect of the study, which will be completed when market demand and opportunities are more predictable.

Eagle Rock holds a 50-year Crown lease for the quarrying of crushed rock and sand and gravel resources that covers 339 hectares. Eagle Rock has also applied for a foreshore lease from the Port Alberni Port Authority over a portion of the adjacent foreshore where the ship loading facility would be developed. The directors of the Port Alberni Port Authority have approved the lease, in principle, and the Port Authority, in turn, is in communication with its lessor, the Province of British Columbia, regarding the Company's foreshore lease application. Although the Company anticipates that it will enter into such foreshore lease, no definitive agreement has been reached in this regard and accordingly no assurance can be given that such agreement will be reached.

#### **Information from the Eagle Rock Report**

The Company engaged Larry B. Smith, R. Geo., C.P. Geo. (who is a "Qualified Person" as such term is defined under NI 43-101 and is independent of the Company) to prepare a NI 43-101 compliant technical report on the Eagle Rock Quarry Project dated November 18, 2005 (the "Eagle Rock Report"). Mr. Smith is employed by AMEC E&C Inc. ("AMEC E&C") in Glendale, Arizona. The Eagle Rock Report provides an independent technical review of the mineral resources, operations, and development of the Eagle Rock Quarry Project as at November 18, 2005.

Unless stated otherwise, information in this section is summarized, derived or extracted from the Eagle Rock Report. The following information under this heading "Eagle Rock Quarry Project" is based on assumptions, qualifications and procedures that are set out only in the Eagle Rock Report, unless otherwise stated. For a complete description of assumptions, qualifications and procedures associated with the information in the Eagle Rock Report, reference should be made to the full text of the report that is available for review on the Company's website and on SEDAR at [www.sedar.com](http://www.sedar.com).

During 2003, the Company engaged AMEC to carry out a feasibility study for the Eagle Rock Quarry Project development and to review a Preliminary Assessment which had been internally prepared. The Company terminated work on the feasibility study prior to completion when it became clear that the prevailing market conditions for aggregates at that time were favouring the development of the Company's sand and gravel quarry first. During 2008, the Company engaged AMEC to continue the preparation of the feasibility study for the Eagle Rock Quarry Project. In 2009, AMEC completed a Technical Study and Capital Cost Update which represented the major portion of the feasibility study, except for the marketing aspect of the study, which will be completed when market conditions allow.

#### **Property Description, Tenure and Location**

The Eagle Rock Quarry Project comprises a large granite deposit located on deep tidewater 15 kilometers south of Port Alberni, British Columbia on the west coast of Vancouver Island.

Eagle Rock holds a 50-year Crown lease for extraction of crushed rock and sand and gravel resources covering the entire area of granodiorite, sand and gravel being considered for mining. The Eagle Rock Quarry Project includes minor occurrences of sand and gravel which are not considered suitable for commercial development but may be used as an aggregate for site development and construction. The lease covers 339 ha and commenced November 1, 2005. Mineral claim and lease boundaries have been surveyed.

The Company originally staked two foreshore lease applications of 25 ha and 6 ha to provide docking facilities north and south of Hocking Point. Eagle Rock subsequently dropped the 25 ha lease to the south in favour of extending the 6 ha lease to 12.5 ha to the north of Hocking Point where water conditions are much better. On January 16, 2002, an agreement was approved by the Port Alberni Port Authority under which Eagle Rock would assume the lease of the southern portions of certain lots thus extending the 6 ha foreshore lease application to the north. The Surveyor General of British Columbia agreed to these revised boundaries, and on September 23, 2004,

designated the 12.5 ha parcel as District Lot 2178. This foreshore area is located to the north of Hocking Point and is suitable for ship loading according to a sonar survey.

### **Accessibility, Climate, Local Resources, Infrastructure and Physiography**

The Eagle Rock Quarry Project is reached by traveling 28 km southwest of Port Alberni on the Macktush Creek and Cous Creek logging roads. The proposed quarry area is comprised of low, tree-covered hills, which have been extensively logged, along the west side of the Alberni Inlet. This area can also be reached by boat at a distance of 15 km southwest of Port Alberni.

The west side of Vancouver Island has a relatively humid and cool climate. The average daytime temperature in the summer is mid 20° C. The average temperature in winter is approximately 0° C. West Vancouver Island is one of the wettest environments in the Pacific Northwest with annual rainfall in excess of 100 cm. The proposed Eagle Rock Quarry Project is expected to operate year-round.

Topography at the project is moderate, consisting of a series of terraces that rise from sea level along the shore of the inlet to an elevation of 333 m at a point 1.5 km west of Hocking Point. Bounded by Featherstone Creek on the north, which empties into the Macktush Inlet immediately to the south of the Macktush campsite, and by Cook Creek on the south, the proposed quarry site forms a broad hill approximately 2 km by 1.2 km. This hill is located immediately west of a large topographic bench, which is immediately above tidewater.

The western half of the bench contains sand and gravel deposits. The east half of the bench is proposed as a site for stockpiling and conveying of crushed rock. The proposed quarry area is not cut by perennial streams and has numerous areas where ponds can be constructed for settling fines washed from crushed rock.

Port Alberni is a deep-water port serviced by a community of approximately 19,000 inhabitants. The timber industry and related shipping have been the main source of commerce, but these activities have decreased significantly in the last decade. The local labour force is highly skilled.

The Alberni Inlet is 30 km long and is routinely navigated by ships (lumber carriers) of 43,000 to 56,800 dwt. The Pacific Pilotage Authority located at Cape Beale manages pilotage within the Inlet. Tugs are available in Port Alberni.

During the course of feasibility study preparations in 2003, BC Hydro confirmed that it would make power available to be supplied through a 25 kV overhead pole line from Port Alberni to the quarry site along existing logging roads at that time. Budget prices were sought from three specialist contractors and were of a similar magnitude to the cost of an on-site diesel generation facility. The Environmental Assessment Certificate held by Eagle Rock was issued on the basis of on-site diesel power generation and an amendment will be required if the BC Hydro grid supply is to be pursued; in addition easements and permits for the pole line over the lands between Port Alberni and the quarry site would be required.

Water for product washing and domestic use (non-potable) will be obtained from holding ponds constructed near the processing facilities with water diverted from South Creek.

### **History**

The Company conducted a review of potential quarry sites in 2001 ranging from Mexico to Alaska. This work resulted in the identification of the Eagle Rock Quarry Project site as the most suitable. In early 2001, the Company commissioned a report to prepare a conceptual study of the aggregate site. This report was used to support the Company's Crown land application and foreshore lease applications.

An exploration program was commenced in January 2002 to better define the development potential of granite resources on the property. Work was designed to determine the suitability of granodiorite for use as concrete and asphalt aggregate and to demonstrate the continuity of these characteristics within the area of interest.

Concurrent with exploration studies, the Company prepared a preliminary assessment of the Eagle Rock Quarry Project in 2002 (the "Preliminary Assessment"). The Preliminary Assessment included an evaluation of aggregate markets in California, review of options for shipping, consideration of appropriate mining, processing, and reclamation plans, evaluation of social, economic, and environmental planning factors, development of preliminary capital and operating costs and preliminary financial modeling of the proposed operation.

The Company also commissioned studies of major aggregate markets in California (see "The Company's Markets – Market Analysis" for further details).

In July 2002, Eagle Rock was formed as a joint venture with the Company having a 70% interest and the remaining 30% interest held equally divided between the Hupacasath, Ucluelet and Tseshaht First Nations (the latter held in trust by the Company) as to 10% each. In October 2002, the Company, through its wholly owned subsidiary Quality Rock Holdings Ltd., entered into the Eagle Rock Shareholders Agreement with the Hupacasath and Ucluelet First Nations to govern the affairs of Eagle Rock.

In late 2002, Eagle Rock commissioned AMEC to prepare a feasibility study of the Eagle Rock Quarry Project, including updated quarry designs, design of process facilities and infrastructure, geotechnical investigations, environmental considerations, project execution plan and capital and operating cost estimates. The study was continued until March 2003, but was not entirely completed at that time because the Company made the strategic, market-driven decision to develop the Orca Project first and defer development of the Eagle Rock Quarry Project. As a continuation of its previous work, the Company had AMEC resume partial preparation of the feasibility study, however, completion of the study remains on hold while the Company actively seeks and secures market interest in Eagle Rock Quarry Project products.

Eagle Rock was granted a 50-year Crown lease covering the upland portion of the project commencing November 1, 2005. An agreement in principle was made with the Port Alberni Port Authority for terms of a draft lease for the foreshore portion of the project. The Port Authority, in turn, is in communication with its lessor, the Province of British Columbia, regarding the Company's interest in obtaining a foreshore lease.

In 2005, the Company commissioned AMEC to prepare a NI 43-101 compliant report of the Eagle Rock Quarry Project. This report, the Eagle Rock Report, was completed on November 18, 2005.

Eagle Rock was issued a mine permit on September 24, 2003 for the Eagle Rock Quarry Project. An Environmental Assessment Certificate for the Eagle Rock Quarry Project was granted on September 17, 2003 and was subsequently extended, for five years, on September 2, 2008. A conditional water licence was granted on March 15, 2005.

## **Geological Setting**

### *Regional Geology*

The Eagle Rock Quarry Project is located in the southern part of the Insular Belt of the Canadian Cordillera. The region is underlain by Paleozoic, Mesozoic, and Cenozoic age sedimentary, igneous, and metamorphic rocks, which are partitioned by a northwesterly-aligned structural fabric. Devonian calc-alkaline, marine volcanic rocks of the Sicker Group are the oldest rocks in the region. These are present north of the project near the head of the Alberni Inlet. Acid volcanic flows and pyroclastic rocks of the Jurassic Bonanza Formation and tholeiitic lavas of the Triassic Karmutsen Formation overlie the Sicker Group. Karmutsen volcanic rocks underlie most of the area surrounding the proposed quarry site. Early Jurassic granitic plutons of the Island Intrusive suite, which is the same age as

Bonanza Formation volcanic rocks, intrude all layered sequences. The plutons occur as a series of relatively small, three to ten kilometre long stocks, most commonly located within the cores of anticlines.

#### *Local Geology*

The metamorphosed sedimentary and volcanic rocks of the Alberni Inlet region are folded along northwest trends within a broad anticlinorium termed the Buttle Lake Anticlinorium. The anticlinorium is characterized by broad, open folds in the Karmutsen volcanics and more irregular folds and thrust faults in the Sicker Group and Bonanza Group volcanics. Folds are cut by numerous faults and shear zones orthogonal to fold axes.

The northwest trending, Cowichan Anticlinorium is the most prominent feature in the Alberni region, located near the top of Alberni Inlet. Subsidiary folds are both parallel and oblique to the trend. The subsidiary Macktush Anticline in the project area displays a broad open fold in the massive lavas of the Triassic age Karmutsen Formation, with an axial plane strike of 315° azimuth and symmetrical dips of 30°. A felsic granitic intrusion on the westerly flank of the Corrigan Pluton intrudes massive pillow lavas of the Triassic age Karmutsen Formation along the axis of the anticlinorium in the project area.

#### *Property Geology*

Three mappable rock units are present in Eagle Rock Quarry Project: a Jurassic age granitic intrusion of the Island Intrusive Suite, a quartz-feldspar porphyry dyke and the Triassic age Karmutsen Formation consisting of massive basaltic lavas.

The granitic intrusive underlies the majority of the project area. It measures 3 km by 2 km and intrudes Karmutsen lavas in the core of the Macktush anticline along a north trend. The quartz feldspar porphyry dyke intrudes the granitic intrusive in the centre of the project area along an east-west trend. It varies in width from 5 m to 30 m and has been mapped along a strike of 800 m. The Karmutsen Formation massive basaltic lavas are present in the northeast and southwestern margins of the project area and are in fault contact with the granitic intrusive.

#### **Exploration**

The Company developed an exploration program to define the continuity of physical and chemical characteristics of the Corrigan granodiorite over the entire area proposed for quarrying. This program consisted of the following elements:

- detailed mapping of outcrops and road cuts;
- collection of bulk samples from road cuts for materials testing;
- drilling nine core holes at a nominal spacing of 0.5 km. Design depth of each core hole was the base of the proposed quarry (75 m elevation);
- detailed geological and geotechnical logging of core;
- sampling of core for materials testing;
- thin-section studies;
- geochemical analyses of seven granodiorite samples.

#### *Geological Mapping*

Logging roads traverse a majority of the proposed quarry site. Roads generally follow natural terraces in the granite and are spaced at nominal horizontal and vertical intervals of from 200 m to 300 m and from 50 m to 75 m, respectively. Although vegetation is relatively thick, outcrops of bedrock comprise from 25% to 40% of south-facing slopes in the quarry area. Outcrops are scarcer along the north edge of the proposed quarry where slopes are north facing. The availability of outcrops and road cuts is highly advantageous for mapping physical characteristics of the granodiorite and structures such as fault and fracture zones. Outcrop and roadcut exposures are almost continuous between drill holes and the granodiorite intrusive is highly uniform throughout this area.

The Company geologists mapped road cuts and outcrops in the period between January 8 and March 5, 2002. Geological and geotechnical features were logged at points spaced at a nominal 150 m throughout the map area. The mapping was carried out in a manner that produced data for a majority of surface exposures throughout the entire planned quarry area at elevations from approximately 100 m to the top of the hill at 333 m. A total of 143 sites were mapped.

Jointing is the dominant mappable feature observed in the uniform granite. The Company measured Rock Quality Designation ("RQD") and joint orientations at all surface geological data points and performed detailed logging of joint condition, number of joints and RQD measurements on drill core. AMEC and the Company also plotted RQD measurements on a topographic plan of outcrop locations for the property.

The orientation and frequency of jointing in the Corrigan granodiorite should be beneficial to excavation of an even-sized coarse fraction prior to placement of materials in a primary crusher. Optimal blasting design will need to be determined to produce the best combination of feed to the primary crusher and limit production of fines. The jointing may also be beneficial to development of angular (square) fracture faces in crushed rock, a desirable characteristic for asphalt aggregate.

Exploration, geological mapping, sampling and drilling demonstrate that the physical characteristics of the Corrigan granodiorite have a very high continuity across the proposed quarry area.

For a more detailed discussion of exploration activities conducted at the Eagle Rock Quarry, including results of surveys and investigations, the procedures and parameters relating to such surveys and investigations, and the more detail on the interpretation of the exploration information, see the Eagle Rock Report available on the Company's website or on SEDAR.

### **Mineralization**

The host rock for the Eagle Rock Quarry Project is a granitic intrusion identified as the Corrigan Pluton (the "Pluton"). The Pluton measures 3 km by 2 km and intrudes into surrounding Karmutsen Formation lavas. The proposed quarry site is approximately 1.5 km across and is positioned in the centre of the Pluton, away from areas that potentially could have a high frequency of volcanic inclusions or zones of more intense shearing.

This intrusion is a light grey-white weathering, non-foliated granodiorite. It is medium grained, slightly porphyritic, uniform granodiorite to potassium quartz diorite. The granodiorite consists mainly of from 45% to 75% plagioclase generally with more calcic cores and sodic rims, anhedral to subhedral 1 mm to 3 mm crystals. Quartz ranges from 15% to 25% as interstitial 0.5 mm to 2.0 mm grains containing a few inclusions of mafic minerals and K-spar. Potassium feldspar averages 10% to 15% and occurs as anhedral 0.5 mm to 1.0 mm grains. Many grains contain dusting of hematite with patches of calcite-epidote replacement. Mafic minerals comprise from four to five percent of the rock and consist mainly of 0.3 mm to 0.88 mm crystals of biotite with or without hornblende, with slight alteration to chlorite. Opaque minerals average from 0.3% to 0.5% and are generally magnetite.

The dominant alteration is propylitic with slight alteration of the feldspars to chlorite and sericite, and biotite partly altered to chlorite. Potassium feldspar contains dusty hematite and patches of carbonate-epidote. Inclusions of fine to medium-grained diorite or meta-volcanics comprise less than 1% of the rock.

Thin section studies revealed no petrographic characteristics that might be deleterious, nor the presence of undesirable minerals such as opal, chert and chalcedony. The absence of these minerals is very important as they are known to be potentially reactive with the alkalis present in concrete mixes, a damaging reaction referred to as Alkali Silica Reactivity.

AMEC observed in its field examination that small dikes and local zones of leucocratic, fine-grained phases are also present in the Pluton. One felsic dike from two to five meters wide cuts east-west through the centre of the granodiorite and was mapped by the Company as a separate geological unit. The dike area is a dark green siliceous

dacite dyke with from 15% to 20%, 2 mm to 3 mm quartz and feldspar subhedral crystals in a very fine grained dark green siliceous groundmass with sericite-ankerite alteration.

Leucocratic zones are relatively small (a few metres across) and irregular. Small (1 cm to 5 cm) inclusions of mafic Karmutsen volcanic rocks are common, but rarely exceed more than a few percent of the rock.

For a complete description of the geology and mineralization of the Eagle Rock Quarry Project, reference should be made to the full text of the Eagle Rock Report on the Company's website or on SEDAR.

## **Drilling**

The Company drilled nine NQ2 (i.e., 50 mm diameter) core holes totaling 1,529.5 m. Core holes are located from 300 m to 500 m apart and were positioned to determine the continuity of granodiorite and any other rock types within the full extent of the proposed quarry. All holes are vertical. Depths range from 100 m to 225 m depending on the collar elevation. The base of the concept quarry (elevation of 80 m) was used to determine the depth of each hole. Hole locations were established with a non-geodetic grade GPS. Acid bottle tests were used at the base of each hole to estimate deviations from vertical. No significant deviations were noted.

Geological and geotechnical logging was performed by Company geologists during the period between January 8 and March 5, 2002. Logging was performed at a facility in Port Alberni where the core is presently secured in storage.

Core was drilled with a 3.3 m core barrel. Core recovery was generally 100% with local short intervals (0.1 m to 0.3 m) of 75% to 90% recovery in highly fractured and faulted zones. Average recovery was 98%. Core was placed in 4 m wooden boxes and transported to a logging and storage facility in Port Alberni. The core was then washed, photographed with a digital camera and logged for geological and geotechnical elements.

Core was logged according to the Knight Piesgod geotechnical manual and number of features were logged. RQD values indicate a weakly fractured rock without significant zones of strongly broken material. For all nine drillholes, the RQD averages 78%, with a standard deviation of 25% and a coefficient of variation of 0.31. RQD is most strongly affected by jointing, which does not lower the usefulness of the granodiorite but instead may improve angular breakage of the rock. Relatively limited, narrow zones of strongly fractured granodiorite have very low RQD values.

## **Sampling and Analysis**

### *Roadcut and Outcrop Sampling*

The Company collected seven 60 kg samples of granodiorite from road cuts at different sites throughout the proposed quarry. The road cuts are actually small quarries of granodiorite that Weyerhaeuser used for base materials in building timber access roads in the immediate area. In this regard, the sites are good locations for unweathered granodiorite. Road cuts form vertical faces from five to ten meters high. Sample locations were surveyed with a non-geodetic grade GPS. Location accuracy is  $\pm 5$  m.

The Company geologists collected samples using a 6 kg sledgehammer. Samples were first stored at a locked facility in Port Alberni then transported to the AMEC Earth and Environmental ("AMEC E&E") laboratory in Burnaby, British Columbia for materials testing. AMEC E&E performed the Los Angeles Abrasion Test, Magnesium Sulphate Soundness Test, Bulk Specific Gravity and Absorption, and Bulk Specific Gravity (S.S.D. basis) (collectively the "Tests") on each sample.

### *Drill Core Sampling*

Drill core was sampled for materials testing. The Company selected generally representative samples totaling from 0.6 m to 1.5 m from each 4 m core box. Each marked interval was then cut in half with a core saw. One half was placed in sample bags and the other half retained in the core box for reference. All samples for each drill hole were then composited to produce a 50 to 60 kg sample representing each drill hole. Two composite samples were collected for hole A05-02 and one composite sample was collected from all other holes. The samples were first stored in a locked facility in Port Alberni then transported to AMEC E&E Laboratories in Burnaby, British Columbia for testing. AMEC E&E performed the Tests on each sample.

### *Sampling Method and Analysis*

Sample preparation protocols followed methods specified for each of the Tests. The Company also measured the Point Load Strength Index of surface rock and diamond drill core samples to determine the relative strengths of granodiorites within the proposed quarry. Point Load Strength Indices were calculated according to ASTM Designation D5731 -95, "Standard Test Method Determination of the Point Load Strength Index of Rock."

The point load testing procedure consists of placing a sample between two platen contact points, measuring the distance between the platens and then applying a loading force via a hydraulic jack to the contact points until the sample breaks. The breaking point (failure load) is measured on a calibrated dial as kilo-Newtons. The measured platen separation and the failure load are plotted on the nomogram Table in order to compute the Point Load Strength Index in MN/rn<sup>2</sup> and the correlating Strength Designation increments between Extremely Low and Extremely High.

Polaris submitted nine core samples for geochemical analysis for a 34-trace element suite to be determined by Induced Coupled Plasma Atomic Adsorption. The samples were nominal 200 g splits of materials sent to John G. Payne for thin-section studies. Analyses were performed by ALS Chemex in Vancouver, British Columbia. In addition, ALS performed whole-rock analyses of the same samples.

### *Assay Quality Assurance and Quality Control*

Chemical analyses were done in accordance with standard analytical procedures for Induced Coupled Plasma Atomic Absorption. Whole rock analyses were done by standard procedures for X-Ray Fluorescence. Given that the determination of chemical components is for the purpose of determining the relative presence of deleterious elements, rather than the determination of accurate estimates of saleable metals, insertion of blanks, duplicates and standards are not necessarily appropriate in the case of the Eagle Rock Quarry Project.

### *Data Verification*

AMEC checked joint-set mapping of outcrops and road cuts and core logging for the five core holes available at the time of its field review. The Company's logging and mapping were done professionally and accurately. AMEC visited drill collar sites for core holes AOI-02 to A05-02 and found that their locations agree with the locations shown on project maps.

AMEC E&E provided certificates for the Los Angeles Abrasion Resistance, Magnesium Sulphate Soundness, Absorption and Bulk Specific Gravity tests. These are on file at the Vancouver office of AMEC. Values recorded on certificates agree with values for these measurements as tabulated in the report.

### *Mineral Processing and Metallurgical Testing*

In late 2002, Eagle Rock commenced preparation of a feasibility study for the conceptual design and capital cost of the process plant for the Eagle Rock Quarry. The design covered all crushing, screening and processing facilities.

The primary objective of the design of the aggregate crushing and screening plant was to provide a process facility capable of handling initial and future production rates and flexible enough to meet the demands of the aggregate market. The design allowed for expansion from an initial capacity of 3 million metric tonnes per annum during years 1 through 4 to 6 million metric tonnes per year later in the project life as the mine production rate ramps up. Five product sizes and production rates were determined.

### Mineral Resource and Mineral Reserve Estimates

The mineral resource estimate for the Eagle Rock Quarry Project comprised three components:

- demonstration of physical and chemical property homogeneity, i.e., mineral resource quality;
- volume/tonnage estimate of material, i.e., mineral resource quantity;
- marketability of the mineral resource.

Consideration of these components is necessary in order to classify an aggregate mineral resource and is consistent with the guidelines for the reporting of industrial minerals in NI 43-101.

Mapping and diamond drilling data showed that the Corrigan granodiorite displays uniform textural and structural characteristics. The rock was demonstrated to be highly competent and to contain a potentially favourable jointing pattern with respect to obtaining an even-sized coarse fraction and angular fracture faces in resulting crushed material. Results of key quality measurements used in assessing aggregate resources (including the Tests) gave highly favourable results.

The volume and tonnage of the Corrigan granodiorite in the project area were estimated from a 3-dimensional block model utilizing commercial mine planning software (MineSight®). Model cell size was 20 m east by 20 m north by 15 m high.

Market studies support classification of the Corrigan granodiorite as a mineral resource as specified in NI 43-101. Mineral resources do not have demonstrated economic viability until all economic, design and other modifying factors are applied to demonstrate that the resources can be extracted at a profit.

No consistent classification guidelines for measured, indicated, and inferred mineral resources are available for aggregate deposits. AMEC developed a protocol for the Eagle Rock Quarry Project which incorporated research into existing methodology (e.g., The Aggregate Handbook by the US National Stone Association), all data types (outcrop, quarry and drill hole) and demonstrated Corrigan granodiorite characteristics. The classification protocol consisted of two parts: defining limits at surface followed by a set of rules for sub-surface projection. The remarkable continuity in observed and measured characteristics allowed for a measured mineral resource to be declared up to 200 m laterally from a drill hole, if supported in that particular area by a sampled quarry site. Indicated mineral resources were then defined as material within 2 by 400 m. The remaining project surface area met this condition. No surface inferred mineral resource material is present.

The resource figures for the Eagle Rock Quarry Project are as follows, as of April 4, 2002. As of the date of the Eagle Rock Report, these figures have not changed. For a complete description of assumptions, qualifications and procedures associated with the information in the Eagle Rock Report, reference should be made to the full text of the report that is available for review on SEDAR at [www.sedar.com](http://www.sedar.com).

<u>Name</u>	<u>Tonnage (MT)</u>			
	<u>Inferred Resources<sup>(1)</sup></u>	<u>Indicated Resources<sup>(1)</sup></u>	<u>Measured Resources<sup>(1)</sup></u>	<u>Indicated &amp; Measured Resources</u>
Eagle Rock Quarry Project <sup>(2)(3)(4)</sup> .....	—	448.9	238.0	686.9

**Notes:**

- (1) Mineral resources are not mineral reserves and do not have demonstrated economic viability. The mineral resources and reserves have been categorized in accordance with the classifications defined by CIM.
- (2) A Qualified Person has verified the data relating to this Deposit.

- (3) Bulk density value = 2.66; Mineral Resource calculated only to 75 m elevation.
- (4) Quality of Mineral Resources – Samples tested as of the date of the Eagle Rock Report meet specifications for concrete, Portland cement and asphalt aggregate.

Reserves have not been declared because the feasibility study has not been completed; therefore the mineral resources do not yet have economic viability. Quarry designs ensure that the resources have reasonable expectations for future economic extraction and therefore meet the CIM definition of mineral resources. The Company expects to complete the feasibility study on the Eagle Rock Quarry Project when market demand and opportunities are more predictable.

### **Mining Operations**

Mining studies as part of the work prepared for the Eagle Rock feasibility study were based upon the removal of 3.0 million metric tonnes per year of aggregate and scalpings in years 1 through 4, increasing production to 6.0 million metric tonnes per year in subsequent years. Scalpings are the product of a primary screening of the shot rock from the quarry which ensures that any residual soil or organic overburden is removed prior to the processing plant as it would be deleterious to quality aggregate products. Equipment sizing is adequate for an operation of this size.

The preliminary quarry design uses an existing logging road as the pit crest, with inter-ramp pit slopes of 45° projecting down to the pit base at 75 masl. Preliminary pit designs incorporate three production phases using only Measured and Indicated Mineral Resources. Reserves have not been declared because the feasibility study has not been completed; therefore the mineral resources do not yet have a demonstrated economic viability. Preliminary quarry designs instead ensure that the resources have reasonable expectations for future economic extraction and therefore meet the CIM definition of mineral resources.

In the work prepared for the Eagle Rock feasibility study, a process plant was designed with flexibility to handle initial and future production rates and production of variable products. The proposed plant is comprised of the following components:

- primary crushing;
- fine crushing and screening;
- manufactured sand plant;
- final sizing and washing;
- storage/blending and ship loadout.

The proposed plant will produce five saleable product sizes through four-stage crushing and screening.

### *Marine Facility and Shipping*

The design of the marine facility was completed in 2003. The site for the marine facility (north of Hocking Point) has been suitably chosen due to both its sheltered location from southwesterly winds and the presence of deep, unimpeded, water close to shore. The site location has deep water relatively close to shore allowing a solution to be utilized for mooring the ships using “stiff legs” or mooring supports anchored to the shore, thus avoiding construction in the waters of the inlet.

AMEC has determined that the majority of deep-sea ships calling into Port Alberni facilities are lumber carriers (maximum 56,800 dwt) destined for Japan. AMEC is not aware of any navigational constraints for Panamax class vessels in the Alberni Inlet, but the use of such vessels needs to be confirmed with the necessary authorities.

It is recommended that further investigation into freight portfolio management be undertaken as this cost may have a large net effect on the project’s internal rate of return.

### *Environmental*

Eagle Rock was issued Environmental Assessment Certificate M03-01 on September 17, 2003 by the Province of British Columbia. This certificate covers the construction, operation, and dismantling of the Eagle Rock Quarry Project and is subject to conditions outlined in the certificate document. Since the date of the Eagle Rock Report, on September 2, 2008, the Environmental Assessment Certificate was extended and now expires on September 17, 2013.

The main environmental issues and concerns have been highlighted and no potentially significant flaws have been identified in the approach taken by Eagle Rock in addressing environmental issues.

The most significant environmental issues associated with the project are related to surface water, fisheries and visual impacts. Potential concerns have been adequately highlighted and means of addressing these identified. An environmental baseline study was conducted to assess potential environmental impacts and to prepare the Environmental Assessment Certificate Application Report.

The Company took the approach to have First Nations and the local population involved early on in the project. This would benefit the project and facilitate the permitting process. Eagle Rock was subsequently formed, after completion of the resource evaluation phase, to be the development company for the Eagle Rock Quarry Project and provide the vehicle in which the First Nations would own their project interests. The project could provide a boost to the local economy, which is typically depressed and relies highly on the forestry sector.

### *Capital Cost*

AMEC reviewed capital cost estimates in the Preliminary Assessment. At that time, total capital costs for mine, infrastructure, processing facilities, and loading facilities for a three metric tonnes per year production rate were estimated to be \$83.9 million (2002 Canadian dollars) at an accuracy of  $\pm 30\%$ . AMEC's review consisted of evaluation of the estimating approach, completeness of capital items and total cost relative to similar operations. AMEC believed that this estimate was low relative to site preparation costs that would be incurred, and that a final estimate based on a more thorough estimating approach would be at or marginally over the  $+30\%$  of the expected range of accuracy.

Capital costs were updated in the Eagle Rock feasibility study. The capital cost for Eagle Rock was re-estimated at \$120.9 million (2003 Canadian dollars) in the study. This estimate included direct field costs, plus indirect costs associated with the design, construction and commissioning of the facilities at a three metric tonnes per year production rate. Direct costs included mining, site development, production facilities, utilities, ancillary buildings, and loadout facilities. Cost estimates were based on design criteria, process flowsheets, general arrangement drawings, budget quotations from vendors, AMEC's database, and project work breakdown structures. AMEC quoted the accuracy as being  $\pm 15\%$  at an 80% confidence level.

### **Development of the Eagle Rock Quarry Project**

The Company continues to seek customers and markets for its construction aggregate products derived from the Eagle Rock Quarry Project. During 2003, AMEC produced a capital cost estimate for the Eagle Rock Quarry Project, however, a full feasibility was not completed at that time. During 2008 and 2009, the Company worked with AMEC to update quarry development and capital costs as a basis for pursuing possible customer interests and also to form the major portion of a feasibility study. Until significant firm market outlets for Eagle Rock products are identified, it will not be possible to consider completing a full feasibility study.

## RISK FACTORS

Investment in the securities of the Company involves a high degree of risk and should be regarded as speculative due to the nature of the Company's business. The Company has incurred losses and expects to incur further losses. Prior to making an investment in the Company's securities, prospective investors should carefully consider the information described in this Annual Information Form and documents incorporated by reference, including the risk factors set out below. Such risk factors could have a material adverse effect on, among other things, the operating results, earnings, properties, business and condition (financial or otherwise) of the Company.

### **The Company's operations will require further capital**

The quarrying, processing and development of the Company's properties and terminals, including the property at Berth D-44 in the Port of Long Beach and any future terminals which may be acquired and developed by the Company, will require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of development or production of the Company's properties and terminals or even a loss of those property interests. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company. Any future financing may be dilutive to existing shareholders.

### **The Company may not secure its intended debt refinancing terms**

Although the Company has the right to prepay the loan under the Secured Debt Financing in full at any time prior to the maturity date of January 1, 2017, there can be no assurance that the Company will be able to find alternate financing upon terms and conditions acceptable to the Company, or at all.

The \$5 million credit facility the Company obtained pursuant to the *2010 Bridge Loan Financing* described previously matures on November 8, 2011. There can be no assurance that the Company will be able to repay the credit facility or be able to find alternate financing upon terms and conditions acceptable to the Company, or at all, to replace such credit facility once such credit facility matures.

### **Current global financial conditions**

Current global financial conditions have been subject to increased volatility and access to financial markets has been severely restricted. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Company. If these increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the value and the price of the Common Shares could continue to be adversely affected.

During the year ended December 31, 2010, the Company incurred a net loss of \$15.8 million (2009 - \$17.9 million), had a negative cash flow from operations of \$7.0 (2009 - \$3.7 million), and as at December 31, 2010, has a deficit of \$76.1 million (2009 - \$60.3 million). Additionally, the Company is committed to payments in 2011, of \$3.6 million under operating leases, rent, equipment rentals, and aggregate through-put agreements. The Company's losses continue to be negatively affected by the severe recession in the United States and particularly the low volume of demand for construction aggregates in the Company's main market, California. These circumstances lend significant doubt about the Company's ability to meet its obligations as they come due and, accordingly, the appropriateness of the use of generally accepted accounting principles applicable to a going concern.

The Company's continuing operations depend on a number of economic factors beyond the Company's control. These include: improvement in the general economic outlook; the recovery of demand for the Company's products, particularly in California; and access to capital markets. The previously expected recovery of demand in the California market has not yet materialized. These market conditions continue to result in reduced revenue levels, causing the Company to incur losses. Until the market recovers, it will be difficult to generate positive cash flows and the Company may incur additional penalties under the Company's NCoA.

### **Reliance on Certain Customers**

The Company generates the major proportion of its revenue, approximately 87% in 2010, from sales to two customers, Cemex and Shamrock. The ability of these customers to continue in business could have a material effect on the Company and no assurance can be given in that respect.

### **The Company may not secure additional construction aggregates sales volumes and prices projected for the Orca Quarry**

The value and price of the Common Shares, the Company's financial results, and the Company's development and quarrying activities may be significantly adversely affected if the Company does not secure the sales volumes and prices of construction aggregates intended for the Orca Quarry. Demand for construction aggregates products in the Company's target markets fluctuates and is affected by numerous factors beyond the Company's control such as private sector residential and commercial construction, and public sector construction, including roads, bridges, services, and other infrastructure. The supply of construction aggregates to the Company's target markets may also fluctuate and may be affected by new or expanded local production, or supplies of construction aggregates brought into the target markets by road, rail or vessel. Depending on the sales volumes and prices of construction aggregates, cash flow from quarrying operations may not be sufficient and the Company could be forced to discontinue production and may lose its interest in, or may be forced to sell, some or all of its properties. Future production from the Company's Orca Quarry is dependent on applicable construction aggregates sales volumes and prices being sufficient to make materials extraction from the Orca Quarry economic.

In addition to adversely affecting the Company's financial condition, declining construction aggregates sales volumes and prices can impact operations by requiring a reassessment of the feasibility of the Orca Quarry. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to the Orca Quarry. The need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

### **The assumptions made in AMEC's financial analysis of the Orca Project may no longer be reasonable**

The financial analysis completed by AMEC of the Orca Project detailed in the AMEC Report relies on certain underlying assumptions which may no longer be reasonable as a result of the global economic recession since 2008. The analysis undertaken by AMEC was completed in 2008. The cash flow projections were based on various assumptions including assumptions on the capital costs, operating costs, production and sales volumes and sales revenues over the life of the project which were reasonable at the time the financial analysis was completed. Since 2008, the actual sales values suggest that these assumptions made may no longer be reasonable. Therefore, undue reliance should not be given to AMEC's financial analysis of the Orca Project.

### **The Company must secure access to discharge points and additional shipping volumes for its products**

The Company's business plan includes discharges of Orca Quarry construction aggregates to barges, the Richmond Terminal and to Cemex through its Strategic Alliance with Cemex. Although the Company has access to certain terminals through its Strategic Alliance, there is no certainty that its strategic alliance will secure further joint terminals to meet the increasing deliveries and sales incorporated by the Company in its business plan. If the Company is unable to continue to secure access to additional discharge terminals, or acquire its own discharge terminals, its revenues, operations and financial condition could be materially adversely affected.

When the Eagle Rock Shareholders Agreement was entered into in 2002, it did not contemplate the construction or use of the Richmond Terminal or other terminals by third parties (including the Orca Partnership) prior to the construction of the Eagle Rock Quarry Project. In addition, the Eagle Rock Shareholders Agreement did not contemplate the marketing, shipment and sale of construction aggregates from other projects prior to the commencement of operations at the Eagle Rock Quarry Project. Eagle Rock Aggregates, Inc., a subsidiary of Eagle Rock Materials Ltd., holds the Richmond Terminal Lease, the corresponding easement and facilities use

agreements, and the Company's other potential port interests. Eagle Rock Aggregates, Inc. also holds the marketing interests of the Company and it is expected that it will continue to manage the Company's operations in the United States, including the shipment and sale of construction aggregates from the Orca Quarry.

The parties to the Eagle Rock Shareholders Agreement have been negotiating, and will continue to negotiate, the terms and conditions of an arrangement with respect to Eagle Rock Aggregates, Inc. and the financing, construction, and operation of the Richmond Terminal, and the purchase, shipping, distribution and sales of construction aggregates from the Orca Partnership. There is no certainty when or if an agreement will be reached.

The Company's NCoA has sufficient volume capacity to transport approximately 5.787 million short tons of construction aggregates per annum by 2017. To achieve the anticipated sales from the Orca Quarry and the Eagle Rock Quarry Project, the Company will have to secure additional shipping capacity. If the Company is unable to secure the additional shipping volumes, or fails to meet the contracted annual minimum volumes, its revenues, operations and financial condition could be materially adversely affected.

### **The quarrying industry is competitive**

The quarrying industry is competitive and the Company faces strong competition from other quarrying companies, or prospective quarrying companies, in connection with the supply of construction aggregates to the Company's target markets. A number of these companies may have greater financial resources, operational experience and technical capabilities than the Company. As a result of this competition, the Company may be unable to maintain quarrying operations on terms it considers acceptable or at all. Consequently, the Company's revenues, operations and financial condition could be materially adversely affected.

### **Government regulation and assessments may adversely affect the Company**

The Company's construction aggregates quarrying, processing, and development activities are subject to extensive laws governing prospecting, quarrying, development, production, taxes, labour standards and occupational health, quarry safety, waste disposal, toxic substances, land use, environmental protection and remediation, endangered and protected species, water use, aboriginal rights, land claims of First Nations and local people and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit, curtail or prevent production, development or exploration. Amendments to current laws, regulations and permits governing operations and activities of quarrying and exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new quarrying properties. Failure to comply with the conditions set out in any permit or failure to comply with the applicable statutes and regulations may result in orders to cease or curtail production, development or exploration.

Furthermore, during 2008, the Company and its subsidiaries were audited by the Consumer Taxation Branch of British Columbia. The focus of such audit was in relation to provincial sales tax on the Orca Project's construction costs. As a result, the Company incurred a British Columbia social services tax assessment, for the period May 2004 to December 2008, in the amount of \$659,616, offset by a refund of \$84,333 for the production and equipment exemption relating to amounts for the Orca Quarry. The Company is disputing this assessment, the basis for which is the eligibility of the shiploading installation for the production machinery and equipment exemption available to mining companies such as the Company. In order to mitigate additional interest, the Company has paid the net amount due of \$575,283 and has retained legal counsel to defend its position and further its appeal. Although the Company believes that it has properly accounted for its tax liabilities, there are no assurances that the outcome of the appeal will be in the Company's favour.

### **The Company's title to its properties may be subject to disputes or other claims including land title claims of First Nations**

Although the Company has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. Title to and the area of resource claims may be disputed. The Company's construction aggregates property interests may be subject to prior unregistered agreements or transfers, aboriginal rights, or, in the case of the Orca Quarry, treaty rights, and title may be affected by undetected defects. There may be valid challenges to the title of the Company's properties, which, if successful, could impair their development and/or operations.

First Nations in British Columbia have made claims of aboriginal rights and title to substantial portions of land and water in the Province including areas where the Company's operations are situated, creating uncertainty as to the status of competing property rights. The Supreme Court of Canada has held that aboriginal groups may have a spectrum of aboriginal rights in lands that have been traditionally used or occupied by their ancestors; however, such aboriginal rights or title are not absolute and may be infringed by government in furtherance of a legislative objective, subject to meeting a justification test. However, a decision of the Supreme Court of Canada casts doubt on the Provincial Government's ability to justify infringements of treaty rights. Additionally, a case from the British Columbia Supreme Court calls into question whether the Province can justify an infringement of aboriginal title. The effect on any particular lands will not be determinable until the exact nature of historical use, occupancy and rights in any particular piece of property have been clarified. First Nations are seeking settlements including compensation from governments with respect to these claims, and the effect of these claims cannot be estimated at this time. The Federal Government and Provincial Government have been seeking to negotiate settlements with aboriginal groups throughout British Columbia in order to resolve many of these claims. Any settlements that may result from these negotiations may involve a combination of cash, resources, grants of conditional rights to gather food on public lands, and some rights of self-government. The issues surrounding aboriginal title and rights are not likely to be resolved by the Federal Government or Provincial Government in the near future.

In a landmark decision in 2004, the Supreme Court of Canada determined that there is a duty on government to consult with and, where appropriate, accommodate First Nations where government decisions may impact on claimed, but as yet unproven, aboriginal rights or title. This decision also provided much needed clarification of the duties of consultation and accommodation. The Court found that third parties are not responsible for consultation or accommodation of aboriginal interests and that this responsibility lies with government. However, government permits, including environmental and mine permits, will not be granted by provincial and federal agencies unless they are satisfied that the duty to consult and accommodate has been fully met. In 2005, the Supreme Court of Canada confirmed this duty exists with respect to claimed treaty rights. A decision of the Supreme Court of Canada casts doubt on the Provincial Government's ability to justify infringements of treaty rights.

The Tseshaht First Nation has asserted traditional rights and title over the Eagle Rock Quarry Project site. The Hupacasath First Nation and the Ucluelet First Nation, who are shareholders of Eagle Rock Materials Ltd., have also asserted traditional rights and title over the Eagle Rock Quarry Project site. The Company has agreed, pursuant to the Eagle Rock Shareholders Agreement, to seek the participation of the Tseshaht in the Eagle Rock Quarry Project. The Company has been engaged in negotiations with the Tseshaht, however, to date there has been no agreement with respect to any participation. The terms of any participation have not been agreed upon, and the Tseshaht may, therefore, seek to dispute the Company's title in the Eagle Rock Quarry Project, despite the fact that the Company has received the environmental assessment certificate for the Eagle Rock Quarry Project. Any such dispute could delay or, if resolved in a manner adverse to the Company, impair the development and operation of the Eagle Rock Quarry Project.

### **Quarrying involves a high degree of risk**

Quarrying operations involve a degree of risk. The Company's operations will be subject to all the hazards and risks normally encountered in the development and production of construction aggregates, including, without limitation, unusual and unexpected geologic formations, seismic activity, pit-wall failures, cave-ins, flooding and

other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, quarries and other producing facilities, damage to life or property, environmental damage and legal liability. In addition to these risks stated above, processing operations are subject to various hazards, including, without limitation, equipment failure, labour disputes and industrial accidents. Should any of these risks occur, it may result in increased cost of production, delays, write-down of an industrial property, work stoppages, legal liability or injury or death to personnel, all of which may have an adverse effect on the Company's operations and financial condition.

#### **Construction aggregates resources are estimates only**

There is no certainty that the construction aggregates resource represented at the Company's properties will be realized or that such resource can be economically quarried. Mineral resources, which are not mineral reserves, do not have demonstrated economic viability. Until a deposit is actually mined and processed, the quantity of construction aggregates resources must be considered as estimates only. There is a risk that the actual deposits encountered and the economic viability of the deposits may differ materially from the resource estimates. Any material change in quantity of construction aggregates resources may affect the economic viability of the Company's properties.

The volume of construction aggregates quarried and processed may not be the same as currently anticipated in the Company's resource estimates. Any material reductions in estimates of construction aggregates resources, or of the Company's ability to extract these construction aggregates, could have a material adverse effect on the Company's results of operations and financial condition.

#### **Currency fluctuations may adversely affect the Company's revenues**

The effects on operating revenues and, hence, on cash flows, of the foreign exchange rate and the escalation of the Canadian dollar against the U.S. dollar are significant. The Company does not currently have any intention to enter into hedging contracts in connection with foreign currencies. The appreciation of the Canadian dollar against the U.S. dollar would increase Canadian dollar costs, due to stronger Canadian dollars being converted into U.S. dollars, and could materially and adversely affect the Company's U.S. dollar-reported operational profitability and financial condition.

#### **The Company currently depends on a single property**

The Company's only material mineral producing property is the East Cluxewe Deposit. Unless the Company acquires or develops additional material properties or projects, the Company will be solely dependent upon the operation of the Orca Quarry for its revenue and profits, if any.

#### **The actual costs of reclamation are uncertain**

The actual costs of reclamation included in the Company's plan for the Orca Quarry are estimates only and may not represent the actual amounts required to complete all reclamation activity. It is not possible to determine the exact amount that will be required, and the amount that the Company is required to spend could be materially different than current estimates. Reclamation bonds or other forms of financial assurance represent only a portion of the total amount of money that will be spent on reclamation over the life of the operation of the Orca Quarry. Although the Company has included estimated reclamation amounts in its plan for the Orca Quarry, it may be necessary to revise the planned expenditures, and the operating plan for the Orca Quarry, in order to fund required reclamation activities. Any additional amounts required to be spent on reclamation may have a material adverse effect on the Company's financial condition and results of operations.

### **The Company will require other construction aggregates resources in the future**

According to the Orca Report, the Orca Quarry has an estimated quarry life of 17 years, which may not prove to be accurate. Because quarries have limited lives based on proven and probable construction aggregates reserves, in the longer term, the Company will have to replace and expand its construction aggregates resources as the Orca Quarry depletes. The Company's ability to maintain or increase its annual production of construction aggregates will be dependent almost entirely on its ability to bring new quarries into production.

There is, however, a risk that depletion of reserves will not be offset by future discoveries of mineral reserves. Exploration for minerals is highly speculative in nature and the projects involve many risks. Many projects are unsuccessful and there are no assurances that current or future exploration programs will be successful. Further, significant costs are incurred to establish mineral reserves and to construct mining and processing facilities. Development projects have no operating history upon which to base estimates of future cash flow and are subject to the successful completion of feasibility studies, obtaining necessary government permits, obtaining title or other land rights and availability of financing. In addition, assuming discovery of an economic reserve, depending on the type of mining operation involved, many years may elapse from the initial phases of drilling until commercial operations are commenced. Accordingly, there can be no assurances that the Company's current work programs will result in any new commercial mining operations or yield new reserves to replace and/or expand current reserves.

### **The Company's operations are subject to environmental risks**

All phases of the Company's operations are subject to Federal, Provincial and local environmental regulation in the various jurisdictions in which it operates which could potentially make operations expensive or prohibit them all together. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations or prevent operations all together. Environmental hazards may exist on the properties on which the Company holds and will hold interests which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties.

Government approvals and permits are currently, and may in the future be, required in connection with the Company's operations, which could potentially make operations expensive or prohibit them altogether. To the extent such future approvals are required and not obtained, the Company may be curtailed or prohibited from restarting or continuing its quarrying operations or from proceeding with planned exploration or development of construction aggregates properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in quarrying operations or in the development of construction aggregates properties may be required to compensate those suffering loss or damage by reason of the quarrying activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

### **The Company does not insure against all risks**

The Company's insurance will not cover all the potential risks associated with a quarrying company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and

production is not generally available to the Company or to other companies in the quarrying industry on acceptable terms. The Company might also become subject to liability for environmental occurrences pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial condition and results of operations.

#### **Certain groups are opposed to quarrying**

In North America there are organizations opposed to quarrying, particularly open pit quarries such as the Orca Quarry and the Eagle Rock Quarry Project. The Company believes it has the support of representatives from the community and First Nation groups nearest these quarries and from various levels of government in British Columbia having jurisdiction over these quarries. Although the Company believes that it is complying with all environmental laws and permitting obligations in conducting its business, there is a risk that those opposed to its operation at these quarries will attempt to interfere with the Company's operations, whether by legal process, regulatory process or otherwise. Such interference could have an impact on the Company's ability to operate its properties in the manner that is most efficient or appropriate, if at all, and any such impact could materially adversely affect the financial condition and results of operations of the Company.

#### **The Company is dependent on its key personnel**

The Company is dependent upon certain of its executive management team. The loss of the services of its executive officers could have a material adverse effect on the Company. The Company's ability to manage its development and operating activities, and hence its success, will depend in large part on the efforts of its executive officers and other members of management of the Company. The Company faces intense competition for qualified personnel, and there can be no assurance that it will be able to attract and retain such personnel. The Company does not yet have in place formal programs for succession or training of management.

#### **The Company's growth will require new personnel**

The Company initially experienced significant growth in its number of employees as a result of the development of its construction aggregate production and marine export business and may experience significant growth in the future as the Company develops its aggregate resource. The Company's ability to assimilate this new personnel will be critical to its performance. The Company will be required to recruit additional personnel and to train, motivate and manage its employees. The Company may also have to adopt and implement new systems in all aspects of its operations. There can be no assurance that the Company will be able to recruit or retain personnel required to execute its programs or to manage these changes successfully.

#### **The Company may not meet minimum freight contract volumes**

The Company's freight contract, which was amended and restated in March 2010, provides for minimum annual volumes of construction aggregates that increase during the years of the contract. If the Company is unable to secure sufficient sales volumes to meet those minimum freight volumes, its revenues, operations and financial condition could be materially adversely affected.

#### **The Company's directors and officers may have conflicts of interest**

Certain of the directors and officers of the Company also serve as directors, officers and/or significant shareholders of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict.

## **DIVIDENDS AND DIVIDEND POLICY**

The Company has never paid dividends and does not have a dividend policy. The Company intends to retain all available funds, if any, for use in our business and does not anticipate paying any dividends in the foreseeable future.

## **CAPITAL STRUCTURE**

The Company's authorized share capital consists of an unlimited number of Common Shares without par value as well as warrants as described below.

### **Common Shares**

The holders of Common Shares are entitled to one vote per share at all meetings of shareholders of the Company except for meetings at which only the holders of shares of another class or of a particular series are entitled to vote separately as a class or series. The holders of Common Shares are entitled to receive dividends if, as and when declared by the Company's Board of Directors. In the event of the dissolution, liquidation, winding-up or other distribution of our assets, such holders are entitled to receive on a pro-rata basis all of our assets remaining after payment of all of our liabilities. The Common Shares carry no pre-emptive or conversion rights. As of the date hereof, 53,322,102 Common Shares were issued and outstanding.

### **Warrants**

On November 17 and 19, 2010, in accordance the 2010 Bridge Loan Financing described previously, the Company issued to the lenders 625,000 common share purchase warrants, each warrant entitling the holder to purchase one Common Share for a five-year term and an exercise price of \$1.50 per warrant until November 17 or 19, 2015.

### **Incentive Stock Option Plan**

Effective April 23, 2001, the Board of Directors of the Company adopted and approved an Incentive Stock Option Plan, which was approved by the shareholders of the Company on March 26, 2002, and which has been subsequently amended, and was re-confirmed by the shareholders of the Company on June 4, 2009 (the "Option Plan"). The purpose of the Option Plan is to attract and retain superior directors, officers, advisors, employees and other persons or companies engaged to provide ongoing services to the Company an incentive for such persons to put forth maximum effort for the continued success and growth of the Company and in combination with these goals, to encourage their participation in the performance of the Company.

The Option Plan currently permits the Company to reserve up to 10% of the outstanding Common Shares of the Company for issue pursuant to options granted under the Option Plan and permits options that have been exercised to be available for subsequent grants under the Plan. As of the date hereof, 3,326,345 options have been granted under the Option Plan to purchase 3,326,345 Common Shares (representing approximately 6.2% of the issued and outstanding Common Shares as of the date hereof).

The Option Plan provides that the Board of Directors may from time to time grant options to acquire all or part of the Common Shares subject to the Option Plan to directors, officers, advisors, employees and other persons or companies engaged to provide ongoing services to the Company. The options are non-assignable and non-transferable otherwise than by will or by laws governing the devolution of property in the event of death. Each option entitles the holder to one Common Share. The exercise price for options granted pursuant to the Option Plan is determined by the Board of Directors on the date of the grant, which price may not be less than the market value. Market value is defined under the Option Plan as the closing price of the Common Shares on the TSX on the trading day immediately preceding the grant day and if there is no closing price, the last sale prior thereto. The

term of the options granted is determined by the Board of Directors, which term may not exceed a maximum of ten years from the date of the grant. The Board also has the authority to determine the vesting conditions of the options, and certain other terms and conditions of the options. Options granted under the Option Plan may be exercised as soon as they have vested. The Option Plan does not contemplate that the Company will provide financial assistance to any optionee in connection with the exercise of options.

In accordance with the rules of the TSX, options granted under the Option Plan will be subject to certain restrictions which include:

1. the number of Common Shares which may be issued pursuant to the Option Plan (or any other employee related plan or options for services) to any one person may not exceed 5% of the Common Shares issued and outstanding on a non-diluted basis from time to time;
2. the number of Common Shares which may be reserved for issuance pursuant to the Option Plan (or any other employee-related plan or options for services) to all insiders of the Company may not exceed 10% of the issued and outstanding Common Shares on a non-diluted basis from time to time; and
3. the number of Common Shares which may be issued pursuant to the Option Plan (or any other employee related plan or options for services) to all insiders of the Company within a one-year period may not exceed 10% of the issued and outstanding Common Shares on a non-diluted basis from time to time.

An optionee whose employment with the Company is terminated as a result of retirement, disability or redundancy will have 60 days from the date of termination to exercise any options that had vested as of the termination date. An optionee whose employment with the Company is terminated, other than for cause, at any time in the six months following a change of control of the Company shall have 90 days from the date of termination to exercise any option granted, and all options granted will immediately vest on the date of the termination. In the event of the death of an optionee, either prior to termination or after retirement or disability, the optionee's legal representative will have one year from the date of the optionee's death to exercise any options that had vested on the date of the optionee's death. In the event of any other termination, the optionee shall have 30 days from the date of termination to exercise any options that had vested on the termination date. In the event that an optionee is terminated for cause, any options not exercised prior to the termination shall lapse.

In the event that we:

- a. subdivide, consolidate, or reclassify our outstanding Common Shares, or make another capital adjustment or pay a stock dividend, the number of Common Shares receivable under the Option Plan will be increased or reduced proportionately; and
- b. amalgamate, consolidate with or merge with or into another body corporate, holders of options under the Option Plan will, upon exercise thereafter of such option, be entitled to receive and compelled to accept, in lieu of Common Shares, such other securities, property or cash which the holder would have received upon such amalgamation, consolidation or merger if the option was exercised immediately prior to the effective date of such amalgamation, consolidation or merger.

Pursuant to TSX requirements, shareholder approval is required for all amendments to the Option Plan.

The Board may also amend or terminate any outstanding option, including, but not limited to, substituting another award of the same or of a different type or changing the date of exercise; provided, however, that the holder of the Option must consent to such action if it would materially and adversely affect the holder.

A copy of the Option Plan may be obtained by any shareholder by request to the Secretary of the Company at Suite 2740, PO Box 11175, 1055 West Georgia Street, Vancouver, BC, V6E 3R5, telephone number (604) 915-5000.

### Shareholder Rights Plan

The Company does not have a shareholder rights plan.

## MARKET FOR SECURITIES

### *Trading Price and Volume*

As of the date hereof, the Common Shares are listed and posted for trading on the TSX under the symbol "PLS". The following sets out the price range and volumes traded or quoted on the TSX on a monthly basis for each month since the beginning of the Company's last completed financial year:

<b>Month</b>	<b>High (\$)</b>	<b>Low (\$)</b>	<b>Close (\$)</b>	<b>Volume</b>
February 2011	1.53	1.12	1.35	713,658
January 2011	1.61	1.17	1.20	499,701
December 2010	1.82	1.15	1.49	647,368
November 2010	1.89	1.05	1.66	792,634
October 2010	1.34	0.85	1.11	3,885,571
September 2010	1.13	0.85	0.85	402,683
August 2010	1.73	0.85	1.07	1,318,771
July 2010	1.80	1.28	1.72	477,013
June 2010	2.05	1.32	1.37	1,799,300
May 2010	2.30	1.94	2.07	3,223,600
April 2010	2.20	1.75	2.16	3,226,800
March 2010	1.95	1.75	1.80	1,341,100
February 2010	2.15	1.85	1.90	1,372,200
January 2010	2.25	1.61	2.10	685,700

Until their expiry on January 10, 2011, the Warrants were listed and posted for trading on the TSX under the symbol "PLS.WT". The following sets out the price range and volumes traded or quoted on the TSX on a monthly basis for each month since the beginning of the Company's last completed financial year:

Month	High (\$)	Low (\$)	Close (\$)	Volume
January 1 to 10, 2011	0.005	0.005	0.005	150,000
December 2010	0.025	0.005	0.005	445,750
November 2010	0.045	0.02	0.02	636,600
October 2010	0.03	0.03	0.03	8,000
September 2010	0.04	0.025	0.025	15,750
August 2010	0.085	0.04	0.04	70,000
July 2010	0.15	0.085	0.09	145,830
June 2010	0.18	0.10	0.11	187,800
May 2010	0.22	0.18	0.18	222,000
April 2010	0.215	0.09	0.215	1,330,400
March 2010	0.24	0.10	0.10	45,700
February 2010	0.25	0.16	0.20	47,300
January 2010	0.40	0.15	0.295	176,400

*Prior sales*

During the most recently completed financial year, being the year ended December 31, 2010, a total of 50,000 incentive stock options, as detailed below, were granted under the Option Plan, as described previously.

Number of Options Granted	Date of Grant	Exercise Price	Expiry Date
50,000	April 1, 2010	\$1.80	March 31, 2020

Also during the most recently completed financial year, on November 18 and 19, 2010, pursuant to the *2010 Bridge Loan Financing* as described earlier, the Company granted the individual lenders an aggregate of 625,000 common share purchase warrants, each warrant being exercisable for one Common Share at a price of \$1.50 per Common Share until November 17 and 19, 2015.

**DIRECTORS AND OFFICERS**

The Company's directors are elected by the shareholders at each annual meeting and typically hold office until the next annual meeting at which time they may be re-elected or replaced. Casual vacancies on the Board are filled by the remaining directors and the persons filling those vacancies hold office until the next annual general meeting at which time they may be re-elected or replaced. The officers are appointed by the Board and hold office at the pleasure of the Board.

The following table sets forth the names and municipality, province and country of residence of all executive officers and directors, the positions and offices held by such persons, their principal occupations, together with the number of Common Shares held, directly or indirectly or over which control or discretion is exercised. Collectively, as of the date hereof the directors and executive officers of the Company, as a group, own 1,703,425 Common Shares (4,165,891 on a fully diluted basis), representing approximately 3.20% (7.35% on a fully diluted basis) of the issued and outstanding Common Shares.

<b>Name, Municipality of Residence and Present Position with the Company</b>	<b>Date Became a Director/Officer</b>	<b>Principal Occupation</b>	<b>Common Shares Held</b>
HERBERT G.A. WILSON West Vancouver, B.C. Director, President & Chief Executive Officer	July 13, 2002	President & Chief Executive Officer of the Company since January 1, 2009; Previously Senior Vice President & Chief Operating Office from July 13, 2002 to December 31, 2008; General Manager, Project Development of the Company from July 10, 2001 to July 12, 2002	304,825
ROMAN SHKLANKA Vancouver, B.C. Director and Chairman	August 18, 2000	International minerals explorationist Corporate Director	1,067,000
TERRENCE A. LYONS <sup>(1), (2)</sup> Vancouver, B.C. Director	April 22, 2004	Corporate Director	25,000
EUGENE P. MARTINEAU <sup>(1), (2)</sup> Ponte Vedra Beach, Florida Director	March 18, 2010	Principal, Martineau and Associates Consulting	Nil
MARCO A. ROMERO Vancouver, B.C. Director	May 14, 1999	President & CEO of Delta Minerals Corporation, a mineral exploration and development company; President and CEO of the Company from 1999 to 2008	79,255
PAUL B. SWEENEY <sup>(1), (2)</sup> Surrey, B.C. Director	April 22, 2004	Commercial Advisor, Plutonic Power Corporation, a renewable energy producer in British Columbia	11,150
LISA J. DEA North Vancouver, B.C. Vice President, Finance & Chief Financial Officer	May 1, 2006	Vice President, Finance & Chief Financial Officer of the Company since May 2006; Previously Controller of the Company from October 2005 to May 2006	10,000
DARLENE LYNCH Langley, B.C. Corporate Secretary	October 14, 2004	Corporate Secretary of the Company since October 2004; Executive Administrator of the Company since June 2004	1,550

<b>Name, Municipality of Residence and Present Position with the Company</b>	<b>Date Became a Director/Officer</b>	<b>Principal Occupation</b>	<b>Common Shares Held</b>
KENNETH M. PALKO North Vancouver, B.C. Vice President, Technical Services	February 18, 2008	Vice President, Technical Services of the Company since February 2008	10,400
DAVID F. SINGLETON Roswell, Georgia President, Eagle Rock Aggregates, Inc.	October 5, 2001	President of Proconsult UK Ltd., a consulting company to the construction aggregates industry	167,245
WILLIAM B. TERRY Vallejo, California Chief Executive Officer, Eagle Rock Aggregates, Inc.	July 1, 2006	Chief Executive Officer of Eagle Rock Aggregates, Inc., a subsidiary of the Company, since January 2009; Previously General Manager, California Operations of Eagle Rock Aggregates, Inc. from July 2006 to January 2009	27,000

**Notes:**

- (1) Member of the Audit Committee.
- (2) Member of the Governance, Compensation and Nominating Committee.

The following are brief biographies of our directors and senior management team:

**Herbert G. A. Wilson**, age 60, *Director, President & Chief Executive Officer* — Mr. Wilson has over 35 years of experience in the development and operation of construction materials and industrial minerals operations. Mr. Wilson joined Polaris Minerals Corporation in 2001, prior to which he was President of United States Lime & Minerals Inc., a NASDAQ-listed public company producing lime products and construction materials from limestone quarries located in the south-central states. From 1992 to 1998, he was a founding director and Executive Vice-President and Chief Operating Officer of Global Stone Corporation, a Toronto-listed public company producing construction aggregates and lime products.

**Roman Shklanka**, age 78, *Chairman and Director* — Dr. Shklanka has been the Chairman and a Director of the Company since 2000, and is also Chairman and Director of Kobex Minerals Inc. and Pacific Imperial Mines Ltd. He was Chairman of Kobex Resources Ltd. from 1997 to 2009 and International Barytex Resources Ltd. from 1993 to 2009. Dr. Shklanka was Chairman of Canico Resource Corp. from 2002 to 2005, which was acquired by CVRD in 2005, and was Chairman and a major shareholder of Sutton Resources Ltd. from 1995 to 1999, which was acquired by Barrick Gold Corporation in 1999. For over 20 years, Dr. Shklanka has held various exploration and management positions with Placer Dome Inc. including Vice President of Exploration. He holds a Ph.D. degree in geology from Stanford University, and M.A. and B.Comm. degrees from the University of Saskatchewan. Dr. Shklanka was inducted into the Canadian Mining Hall of Fame in 2009.

**Terrence A. Lyons**, age 61, *Director* — Mr. Lyons' business background includes natural resources, manufacturing, real estate, merchant banking and corporate restructuring activities. Mr. Lyons is currently Chairman of Northgate Minerals Corporation and a director and officer of several public and private corporations including Lead Director and Chairman of the audit committee of Canaccord Financial Inc., and a director of Diamonds North Resources

Ltd., Sprott Resources Corp., Reliable Energy Ltd., Eacom Timber Corporation, and TTM Resources Inc. Mr. Lyons was formerly President and Managing Partner of B.C. Pacific Capital Corporation and a Managing Partner of Brookfield Asset Management for 18 years. He is past Chairman of Versatile Pacific Shipyards, Westmin Resources and the Mining Association of British Columbia and past Vice Chairman of Battle Mountain Gold. Mr. Lyons' community activities include serving as a director of the BC Pavilion Corporation and several charitable organizations.

**Eugene P. Martineau, age 70, Director** – Mr. Martineau was the founder and first president and CEO of U.S. Concrete Inc., which, under his guidance, became one of the largest concrete producers in the United States. In 2007, he left U.S. Concrete Inc. to found Martineau and Associates Consulting. He has served as a director and member of the Executive Committee of the National Ready Mixed Concrete Association (NRMCA) and has been elected as a lifetime honorary director. He served as the National Director of RMC 2000 from 1993 to 1997. RMC 2000 was a grass roots industry movement which facilitated monumental changes in the industry. He has served as a member of the Board of Trustees for the RMC Research & Education Foundation since its creation and served as chairman in 2004. Mr. Martineau was one of the founders, and served as the chairman, of the National Steering Committee for Concrete Industry Management (CIM). The CIM Program is now installed in five universities across the U.S. and is providing the industry with its future leaders. He currently serves as its Executive Director. In 2007, Mr. Martineau was selected by *Concrete Producer* magazine as one of the top influencers in the concrete industry. Mr. Martineau is the 2010 recipient of NRMCA's Lifetime Achievement Award for Promotion which is awarded to a ready-mix concrete industry professional whose career has demonstrated outstanding leadership, dedication and achievement in support of concrete promotion and industry advancement.

**Marco A. Romero, age 48, Director**— Mr. Romero is an entrepreneur with 32 years of diversified international experience in the mining and construction materials industries. He has held senior roles in exploration, environmental permitting, project development and mining operations, as well as mergers, acquisitions and corporate finance. Mr. Romero was co-founder of Polaris Minerals Corporation and served as its President and CEO from 1999 to 2008. He was Senior Vice President, Corporate Development for Ivanhoe Mines Ltd. from 1998 to 2000 and was a co-founder and Executive Director of Eldorado Gold Corporation from 1991 to 1998. He was also the founder and president of a Canadian mineral exploration services firm from 1983 to 1991.

**Paul B. Sweeney, age 61, Director** — Mr. Sweeney is currently a Commercial Advisor for Plutonic Power Corporation, an independent power producer. From January 2007 through December 2010 he was a senior executive for Plutonic before reducing his duties in January 2011. He was an independent business and financial consultant from 2005 to 2007, after having served, among other roles, as Chief Financial Officer for both Canico Resource Corp. (acquired by Vale) and Sutton Resources (acquired by Barrick Gold). Mr. Sweeney has more than 30 years' experience in financial management of mining and renewable energy companies. Mr. Sweeney is also on the Boards of Pan American Silver Corp., Magma Energy Corp., Tahoe Resources Inc and Mongolia Growth Group, Inc.

**Lisa J. Dea, age 40, Vice President, Finance and Chief Financial Officer** — Ms. Dea was Controller of the Company since October 2005 and was appointed Vice President, Finance and Chief Financial Officer in May 2006. Ms. Dea is a Chartered Accountant with the Canadian Institute of Chartered Accountants and began her career in 1994 in the Assurance & Advisory division of Deloitte and Touche LLP and achieved the position of Senior Manager prior to her departure in 2005.

**Darlene Lynch, age 48, Corporate Secretary and Executive Administrator** — Ms. Lynch has been Executive Administrator of Polaris Minerals Corporation since June 2004 and was appointed Corporate Secretary in October 2004. She holds an Honours Bachelor of Business Administration from Wilfrid Laurier University in Waterloo, Ontario. Ms. Lynch has extensive experience in administrative, executive and organizational support and project coordination. She was Property Management Assistant in the Real Estate Management Group at Colliers International in Vancouver from August 2000 to February 2004.

**Kenneth M. Palko**, age 40, Vice President, Technical Services — Mr. Palko joined Polaris Minerals Corporation in February 2008. He has over ten years of experience in the Ontario aggregate industry in various operational, marketing and project management roles with Holcim and Lafarge. Mr. Palko has a B.Sc. (Honours) in Civil Engineering from Queens University in Kingston, Ontario and a B.A. in Psychology from the University of Western Ontario in London, Ontario. He is a Professional Engineer (Civil) in good standing in the Province of British Columbia.

**David F. Singleton**, age 72, President, Eagle Rock Aggregates, Inc. — Mr. Singleton has been the President of Eagle Rock Aggregates, Inc. since 2002. He has over 40 years' experience in the industrial minerals sector and has been President of Proconsult UK Ltd. (since 1990). Mr. Singleton was the Managing Director of ARC Aggregates Limited, from 1987 to 1989, a large aggregates producer in Europe which was acquired by Hanson Plc in 1989. Mr. Singleton was involved in the creation in 1982 of BACMI (British Aggregates Construction Materials Industries) and acted as Chairman of the Economic and Public Affairs Committee from 1984 to 1987. Mr. Singleton formed Global Stone Corporation, a lime and limestone company. He took the company public on the Toronto Stock Exchange in 1993. Mr. Singleton was the past President and Chief Executive Officer of Global Clay Products LLC from 1999 to 2001, a company in the North American clay brick industry. He was also the former International Director of the National Stone Association from 1994 to 1998. Mr. Singleton was a director of the Company from October 2001 to June 2009.

**William B. Terry**, age 63, Chief Executive Officer, Eagle Rock Aggregates, Inc. — Mr. Terry joined Eagle Rock Aggregates, Inc. in 2006 with 38 years of experience in public and private businesses and government. He served in South East Asia, Europe, and the Middle East as a US Army officer. Mr. Terry was Deputy Director of Streets and Sanitation for the City of Dallas, Texas. With Waste Management, Inc., he was General Manager for New Mexico, Vice President-Indiana, Vice President for Human Resources, and Vice President for Landfill Operations and Facilities Development. He has been Chief Operating Office for Rumpke Consolidated Companies and Northern California Area President for Republic Services, Inc.

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

Except as described below in respect of Terrence A. Lyons and Roman Shklanka, no director or executive officer of the Company is, or within ten years prior to the date hereof has been, a director, chief executive officer or chief financial officer of any company (including the Company) that (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Except as described below in respect of Terrence A. Lyons and Roman Shklanka, no director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially control of the Company (i) is, or within ten years prior to the date hereof has been, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Terrence A. Lyons was a director and executive officer of FT Capital Ltd. which was subject to cease trade orders in each of the provinces of British Columbia, Alberta, Manitoba and Ontario due to the failure of FT Capital Ltd. to file financial statements since the financial year ended December 31, 2001. FT Capital Ltd. was liquidated in June 2009 and Mr. Lyons ceased to be a director. Mr. Lyons is also a director of Royal Oak Ventures Inc. ("Royal Oak") which is currently subject to cease trade orders in each of the provinces of British Columbia, Alberta, Ontario and Quebec due to the failure of Royal Oak to file financial statements since the financial year ended December 31, 2003. Royal Oak's financial restructuring is ongoing. Mr. Lyons was a director of International Utility Structure Inc. ("IUSI") which, on October 17, 2003, was granted creditor protection by the Court of Queen's Branch of Alberta under the *Companies' Creditors Agreement Act* (Canada) ("CCAA"). On March 31, 2005, an order was granted approving the final IUSI restructuring plan under the CCAA at which time Mr. Lyons resigned as a director. Mr. Lyons was elected to the board of directors of each of FT Capital Ltd., Royal Oak, and IUSI largely because of the valuable experience and expertise in financial restructurings in the insolvency context.

Roman Shklanka is a director of Pacific Imperial Mines Ltd. which was subject to cease trade orders in each of the provinces of British Columbia and Alberta due to the failure of Pacific Imperial Mines Ltd. to file financial statements for the year ended June 30, 2008. The order was revoked on June 25, 2010 with the filing of these statements and Pacific Imperial Mines Ltd. was reinstated for trading on October 12, 2010.

Roman Shklanka is a director of Texon Technologies Inc., a private company, which received a Petition for a Receiving Order under the *Bankruptcy and Insolvency Act* (Canada) on August 27, 2004. The issues surrounding the Order were resolved in the first half of 2005 pursuant to a Plan of Arrangement.

#### **Penalties or Sanctions**

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to (i) 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 (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

#### **Conflicts of Interest**

To the Company's knowledge, and other than as disclosed in this Annual Information Form, there are no known existing or potential conflicts of interest among the Company, its directors and executive officers, or other members of management, or of any proposed director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies. See "Interest of Management and Others in Material Transactions" and "Risk Factors".

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests that they may have in any material contract or material transaction. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict is required to disclose his interest and abstain from voting on such matter. The directors and officers of the Company are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest in respect of the Company and are required to comply with such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers.

## **CORPORATE GOVERNANCE AND BOARD COMMITTEES**

### **Board of Directors**

The Board of Directors functions in accordance with its written board mandate and terms of reference, available for viewing on the Company's website. The Board of Directors is responsible for overseeing the management of the business and affairs of the Company, including the approval of major transactions such as strategic alliances, acquisitions and financings. The Board establishes the overall policies and standards for the Company and monitors and evaluates the Company's strategic direction and retains plenary power for those functions not specifically delegated by it to management. The directors are kept informed of the Company's operations at meetings of the Board and its committees and through reports and analyses by management. In addition, informal communications between management and directors occur apart from regularly scheduled Board and committee meetings. Certain of the directors are also directors or managers of investment funds that are shareholders of the Company, which could create the possibility for such person to be in a position of conflict of interest. However, these persons have a duty to deal fairly and in good faith with the Company and such other organizations in making any decision or recommendation involving the Company. In addition, as applicable, such directors and officers will refrain from voting on any matter in which they have a conflict of interest.

### **Committees of the Board of Directors**

The Company's Board of Directors has a governance, compensation and nominating committee and an audit committee.

#### *Governance, Compensation and Nominating Committee*

The Governance, Compensation and Nominating Committee assists the Board of Directors in fulfilling its oversight responsibilities relating to the governance of the Company, its relationship with senior management, and compensation. The committee's role includes developing and monitoring the effectiveness of the Company's system of corporate governance, assessing the effectiveness of individual directors, the Board of Directors and various board committees, and is responsible for appropriate corporate governance and proper delineation of the roles, duties and responsibilities of management, the Board of Directors and its committees. The committee's role includes establishing a remuneration and benefits plan for directors, executives and other key employees and reviewing the adequacy and form of compensation of directors and senior management in order to support the Company's business objectives and attract and retain key executives. The committee also reviews and makes recommendations to the Company's Board of Directors regarding the Company's incentive compensation equity-based plans. The current members of the Governance, Compensation and Nominating Committee are Terrence Lyons (Chairman), Eugene Martineau and Paul Sweeney, all independent directors.

#### *Audit Committee*

The Audit Committee assists the Board of Directors in fulfilling its responsibilities for oversight of financial and accounting matters. In addition to recommending the auditors to be nominated and reviewing the compensation of the auditors, the committee is responsible for overseeing the work of the auditors, and pre-approving non-audit services. The committee also reviews the Company's annual and interim financial statements and releases containing information taken from the Company's financial statements prior to their release. The committee is responsible for reviewing the acceptability and quality of the Company's financial reporting and accounting standards and principles and any proposed material changes to them or their application. The current members of the Audit Committee are Terrence Lyons, Eugene Martineau and Paul Sweeney (Chairman), all independent directors.

*Education and Experience of Members of the Audit Committee*

All members of the Audit Committee are independent and financially literate, based on either their experience as senior executives of a public and/or private company or their experience in the mining industry.

*Audit Committee Mandate*

The Company has adopted a mandate to guide the Audit Committee in the fulfillment of its purpose. The mandate is reviewed by the Board of Directors on a periodic basis. The mandate, as most recently approved by the Board of Directors, is attached as appendix A to this Annual Information Form.

*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 exemptions in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), Section 3.2 of NI 52-110 (Initial Public Offerings), Section 3.4 of NI 52-110 (Events Outside of Control of Member), Section 3.5 of NI 52-110 (Death, Disability or Resignation of Audit Committee Member), Section 3.3(2) of NI 52-110 (Controlled Companies), Section 3.6 (Temporary Exemption for Limited and Exceptional Circumstances), Section 3.8 (Acquisition of Financial Literacy) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

*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.

*Pre-Approval Policies and Procedures of Non-Audit Services*

In May 2006, the Audit Committee approved pre-approval policies and procedures for non-audit services to be provided by the Company's auditors, PricewaterhouseCoopers LLP ("PwC"). The Audit Committee has the sole authority to review in advance and grant any appropriate approvals of all auditing services to be provided by PwC and any non-audit services to be provided by PwC as permitted by applicable securities laws. The Audit Committee has adopted policies and procedures for the engagement of non-audit services by the Company's external auditors. Each year the Audit Committee reviews a list of audit, audit-related, tax and other non audit services and recommend pre-approval of these services for the upcoming year. Any additional requests will be addressed on a case-by-case specific engagement basis as described below. The Audit Committee is informed quarterly of the services on the pre-approved list for which the auditor has been engaged.

*External Auditor Service Fees*

The aggregate fees billed for professional services rendered by PwC, the Company's external auditor, for the years ended December 31, 2010, and 2009 were as follows:

<b>Fiscal year ended December 31,</b>	<b>2010</b>	<b>2009</b>
Audit Fees (for audit of the Company's annual financial statements for the respective year and reviews of the Company's quarterly financial statements)	\$202,296	\$281,134
Audit-Related Fees (for accounting consultation)	\$106,770	\$68,700
<b>Total audit and audit-related fees</b>	<b>\$309,066</b>	<b>\$349,834</b>
Tax Fees	\$139,294	\$234,406

<b>Fiscal year ended December 31,</b>	<b>2010</b>	<b>2009</b>
All Other Fees	-	-
<b>Total Fees</b>	<b>\$448,360</b>	<b>\$584,240</b>

The Audit Committee considered and concluded that the provision by PwC of such audit, audit-related, tax and other services as were provided to the Company in fiscal 2010, is compatible with maintaining the independence of PwC.

### **LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

There are no material legal proceedings by or against the Company or affecting any of its properties as of the date of this Annual Information Form.

Furthermore, there are no (a) penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during its most recently completed financial year; (b) other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision in the Company; and (c) settlement agreements the Company entered into before a court relating to securities legislation or with a securities regulatory authority during its most recently completed financial year.

### **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

No director, senior officer or principal shareholder of the Company and no associate or affiliate of the foregoing have had a material interest, direct or indirect, in any transaction in which the Company has participated within the three year period prior to the date of this Annual Information Form, or will have any material interest in any proposed transaction, which has materially affected or will materially affect the Company, except as follows:

On May 12, 2004, Polaris Aggregates Inc. ("PAI"), a subsidiary of the Company, entered into a services agreement (the "Services Agreement") with Proconsult UK Ltd. ("Proconsult"). Proconsult is controlled by David F. Singleton, an officer and director of several of the Company's subsidiary companies. The Services Agreement provides that Proconsult will provide management services, including the identification and securing of aggregates discharge, storage and distribution sites at certain California ports, the development of suitable arrangements for the distribution and sale of aggregates from those sites, and the management of related engineering, environmental, marketing and financial research, studies and evaluations. The agreement has a five-year term commencing July 1, 2004 and was renewed for a subsequent three-year term on July 1, 2009. Pursuant to the terms of this agreement, Proconsult will receive an annual fee of US\$200,000, subject to annual adjustments and is eligible for the following performance bonuses: US\$200,000 upon the first shipment of construction aggregates from the Company's Eagle Rock Quarry Project or the Orca Project (the "Projects") (awarded in 2007); and US\$300,000 upon first achieving the sale of 4 million tonnes of construction aggregates from the Projects within a calendar year. Proconsult is also eligible for the following termination bonuses: if Proconsult terminates the agreement after earning the US\$200,000 first shipment bonus but before earning the 4 million tonnes bonus, it will be entitled to US\$150,000 upon the Company first achieving the sale of 4 million tonnes of construction aggregates from the Projects within a calendar year provided that the end of such calendar year occurs within 2 years of the termination; and if the Company terminates the agreement without just cause after Proconsult earns the US\$200,000 first shipment bonus but before it earns the 4 million tonnes bonus, it will be entitled to US\$300,000

upon the Company first achieving the sale of 4 million tonnes of construction aggregates from the Projects within a calendar year provided that the end of such calendar year occurs within 2 years of the termination. Pursuant to the terms of this agreement, bonuses would have been cancelled if the first shipment of construction aggregates from a Project had not been achieved by June 30, 2009. Proconsult may terminate the agreement by giving three months' notice to PAI. If PAI terminates Proconsult's engagement without just cause, it will be entitled to a sum equal to one year of the then current annual fee. If PAI terminates Proconsult's engagement without just cause after a change of control and prior to the termination date of the agreement, it will be entitled to a sum equal to two years of the then current annual fee plus bonuses otherwise payable. During the years ended December 31, 2009 and 2010, PAI paid fees of US\$272,000 and US\$280,160 respectively, to Proconsult.

On July 14, 2008, the Company entered into a consulting agreement with Marco A. Romero, a director, and former President and CEO, of the Company. This agreement has a nine year term commencing on January 1, 2009, and provides that Mr. Romero will provide strategic advice and perform liaison functions. Pursuant to the terms of this agreement, Mr. Romero will receive an annual fee of \$10.00 per year plus \$150.00 per hour, with a minimum of 20 hours per month for the first 36 months of the agreement. During the years ended December 31, 2009 and 2010, the Company paid fees of \$38,100 and \$36,000 respectively to Navigator Management Ltd., a company controlled by Mr. Romero.

On June 7, 2010, the Company entered into a consulting agreement with Martineau & Associates, a company controlled by Eugene P. Martineau, a director of the Company. This agreement does not have a fixed term and provides that Mr. Martineau will provide commercial and marketing activities for the Company. Pursuant to the terms of this agreement, Mr. Martineau will receive a fee of US\$1,000 per day. During the year ended December 31, 2010, the Company paid fees of US\$8,000 to Martineau & Associates.

## TRANSFER AGENTS AND REGISTRARS

The transfer agent and registrar for the Common Shares is Computershare Investor Services Inc., and the register of transfers for the Common Shares is held at its principal offices in Vancouver, British Columbia and Toronto, Ontario.

## MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company within the most recently completed financial year or before the most recently completed financial year (but after January 1, 2002) and still in effect:

1. The Warrant Indenture. See "General Development of the Business – Financings – 2009 Bought Deal Equity Financing".
2. The Strategic Alliance Agreement. See "General Development of the Business – Sales Arrangements and Strategic Alliance with Cemex".
3. The Partnership Agreement. See "Orca Sand & Gravel Project — History of the Orca Project".
4. The *profit à prendre* agreement dated March 1, 2005 between WFP and the Company in respect of the East and West Cluxewe Deposits. See "Narrative Description of the Business – History of the Orca Project – Tenure".

5. The Services Agreement. See “Interest of Management and Others in Material Transactions”.

### **INTERESTS OF EXPERTS**

Certain information of an economic, scientific or technical nature regarding the Orca Project and Eagle Rock Quarry Project is included in this Annual Information Form based upon the Orca Report and the Eagle Rock Report. These reports provide independent technical reviews of the mineral resources and mineral reserves, operations, and development of the Orca Project and Eagle Rock Quarry Project (as applicable). The authors of the Orca Report and the Eagle Rock Report are “Qualified Persons” as such term is defined in NI 43-101 and all are independent of the Company within the meaning of NI 43-101.

Information regarding the Company’s industry target markets, competition, supply and demand, present and future, included in this Annual Information Form is based upon the 2005 Market Report and the 2008 Market Report. The author of the 2005 Market Report and the 2008 Market Report is David A. Holmes, R. Geo. of Holmes Reserves LLC. Mr. Holmes is a “Qualified Person” as such term is defined in NI 43-101.

To the knowledge of the Company, none of the qualified persons named above beneficially owns, directly or indirectly, or exercises control or direction over more than one percent of the issued and outstanding Common Shares in the capital of the Company.

None of the aforementioned qualified persons are currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

The Company’s auditors, PwC, have prepared the audit report attached to the Company’s audited consolidated financial statements for the most recent year end. The Company’s auditors have reported that they are independent of the Company in accordance with the rules of professional conduct of the Institute of Chartered Accountants of British Columbia.

### **ADDITIONAL INFORMATION**

Additional information, including directors’ and officers’ remuneration and indebtedness, principal holders of our securities, securities authorized for issuance under equity compensation plans and a statement as to the interest of insiders in material transactions, was contained in our management proxy circular for our annual meeting of shareholders held on June 3, 2010, and will also be contained in our management proxy circular for our annual meeting of shareholders to be held on June 2, 2011. Additional financial information is provided in our audited financial statements and management discussion and analysis (“MD&A”) for our most recent year-end. The foregoing additional information is available on SEDAR at [www.sedar.com](http://www.sedar.com) under the Company name.

**Appendix A**

**CHARTER**

**OF**

**THE AUDIT COMMITTEE**

**OF**

**POLARIS MINERALS CORPORATION**

As Approved by the Board of  
Directors on December 20, 2005,  
as amended as of March 18, 2008

**POLARIS MINERALS CORPORATION**  
**(the “Company”)**

**AUDIT COMMITTEE CHARTER**

The Audit Committee (the “Committee”) is a committee of the board of directors (the “Board”) of the Company. The role of the Committee is to provide oversight of the Company’s financial management and of the design and implementation of an effective system of internal financial controls as well as to review and report to the Board on the integrity of the financial statements of the Company, its subsidiaries and associated companies. This includes helping directors meet their responsibilities, facilitating better communication between directors and the external auditor, enhancing the independence of the external auditor, increasing the credibility and objectivity of financial reports and strengthening the role of the directors by facilitating in-depth discussions among directors, management and the external auditor. Management is responsible for establishing and maintaining those controls, procedures and processes and the Committee is appointed by the Board to review and monitor them. The Company’s external auditor is ultimately accountable to the Board and the Committee as representatives of the Company’s shareholders.

**Duties and Responsibilities**

*External Auditor*

- To recommend to the Board, for shareholder approval, an external auditor to examine the Company’s accounts, controls and financial statements on the basis that the external auditor is accountable to the Board and the Committee as representatives of the shareholders of the Company.
- To oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- To evaluate the audit services provided by the external auditor, pre-approve all audit fees and recommend to the Board, if necessary, the replacement of the external auditor.
- To pre-approve any non-audit services to be provided to the Company by the external auditor and the fees for those services.
- To obtain and review, at least annually, a written report by the external auditor setting out the auditor’s internal quality-control procedures, any material issues raised by the auditor’s internal quality-control reviews and the steps taken to resolve those issues.
- To review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company. The Committee has adopted the following guidelines regarding the hiring of any partner, employee, reviewing tax professional or other person providing audit assurance to the external auditor of the Company on any aspect of its certification of the Company’s financial statements:
  - c. No member of the audit team that is auditing a business of the Company can be hired into that business or into a position to which that business reports for a period of three years after the audit;
  - d. No former partner or employee of the external auditor may be made an officer of the Company or any of its subsidiaries for three years following the end of the individual’s association with the external auditor;
  - e. The CFO must approve all office hires from the external auditor; and,

- f. The CFO must report annually to the Committee on any hires within these guidelines during the preceding year.
- To ensure that the head audit partner assigned by the external auditor to the Company, as well as the audit partner charged with reviewing the audit of the Company, are changed at least every five years.
- To review, at least annually, the relationships between the Company and the external auditor in order to establish the independence of the external auditor.

#### *Financial Information and Reporting*

- To review the Company's annual audited financial statements with the CEO and CFO and then the full Board. The Committee will review the interim financial statements with the CEO and CFO and, if delegated the power by the Board, approve the interim financial statements.
- To review and discuss with management and the external auditor, as appropriate:
  - a. The annual audited financial statements and the interim financial statements, including the accompanying management discussion and analysis; and,
  - b. Earnings guidance and other releases containing information taken from the Company's financial statements prior to their release.
- To review the quality and not just the acceptability of the Company's financial reporting and accounting standards and principles and any proposed material changes to them or their application.
- To review with the CFO any earnings guidance to be issued by the Company and any news release containing financial information taken from the Company's financial statements prior to the release of the financial statements to the public. In addition, the CFO must review with the Committee the substance of any presentations to analysts or rating agencies that contain a change in strategy or outlook.

#### *Oversight*

- To review the internal audit staff functions, including:
  - c. The purpose, authority and organizational reporting lines;
  - d. The annual audit plan, budget and staffing; and
  - e. The appointment and compensation of the controller, if any.
- To review, with the CFO and others, as appropriate, the Company's internal system of audit controls and the results of internal audits.
- To review and monitor the Company's major financial risks and risk management policies and the steps taken by management to mitigate those risks.
- To meet at least annually with management (including the CFO), the internal audit staff, and the external auditor in separate executive sessions and review issues and matters of concern respecting audits and financial reporting.
- In connection with its review of the annual audited financial statements and interim financial statements, the Committee will also review the process for the CEO and CFO certifications (if required by law or regulation) with respect to the financial statements and the Company's disclosure and internal controls, including any material deficiencies or changes in those controls.

### **Membership**

- The Committee shall consist solely of three or more members of the Board, each of whom the Board has determined has no material relationship with the Company and is otherwise “unrelated” or “independent” as required under applicable securities rules or applicable stock exchange rules.
- Any member may be removed from office or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director. Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs.
- The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.
- All members of the Committee must be “financially literate” (i.e., have the ability to read and understand a set of financial statements such as a balance sheet, an income statement and a cash flow statement).

### **Procedures**

- The Board shall appoint one of the directors elected to the Committee as the Chair of the Committee (the “Chair”). In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting.
- The Chair will appoint a secretary (the “Secretary”) who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair.
- No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum.
- The Committee will meet as many times as is necessary to carry out its responsibilities. Any member of the Committee or the external auditor may call meetings.
- The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the bylaws of the Company or otherwise determined by resolution of the Board.
- The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms (including termination) of special counsel, advisors or other experts or consultants, as it deems appropriate.
- The Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee’s obligations and shall discuss with the CEO or the CFO such records and other matters considered appropriate.
- The Committee has the authority to communicate directly with the internal and external auditors.

### **Reports**

- The Committee shall produce the following reports and provide them to the Board:
  - f. An annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make this report; and

- g. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.