



**NOTICE OF
2009 ANNUAL AND SPECIAL MEETING**

To be held on May 14, 2009

MANAGEMENT INFORMATION CIRCULAR



April 6, 2009

Dear Shareholder:

Please accept this as my personal invitation for you to attend the Annual and Special Meeting of the Shareholders of Quadra Mining Ltd. to be held on Thursday, May 14, 2009 at 2 p.m. (Vancouver time) at the Fairmont Hotel Vancouver, 900 West Georgia Street, Vancouver, British Columbia in the Waddington Room.

The Notice of Meeting and Management Information Circular accompanying this letter provide details as to the formal business items to be considered at the meeting. In addition to the formal business items, I will be presenting an overview of the results for Quadra Mining Ltd. in the financial year ended December 31, 2008 and will be discussing the Company's strategy for the future.

If you are unable to attend the meeting in person, I encourage you to complete the enclosed form of proxy or, if applicable, voting instruction form and return it within the time frames indicated, so that your vote is counted at the meeting.

Information concerning the Company's consolidated financial and operational performance in the financial year ended December 31, 2008 is available on the Company's website at www.quadramining.com.

I appreciate your continued support of Quadra Mining Ltd., and look forward to seeing you at the meeting.

Yours truly,
QUADRA MINING LTD.

"Paul M. Blythe"
Paul M. Blythe
President and Chief Executive Officer



QUADRA MINING LTD.

NOTICE OF ANNUAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares of Quadra Mining Ltd. (the “**Company**”) will be held on Thursday, May 14, 2009 at 2:00 p.m. (Vancouver time) at the Fairmont Hotel Vancouver, 900 West Georgia Street, Vancouver, British Columbia in the Waddington Room, for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2008 and the auditor’s report thereon;
2. to appoint the auditor for the ensuing year at a remuneration to be fixed by the directors;
3. to elect the directors of the Company for the ensuing year;
4. to consider and, if thought appropriate, approve a special resolution to amend the Notice of Articles of the Company to amend the authorized share structure of the Company from 1,000,000,000 common shares to an unlimited number of common shares;
5. to consider and, if thought appropriate, approve a resolution to amend the Company’s shareholder rights plan to, among other things, set the minimum time which a take-over bid must remain open for acceptance in order to be considered a “permitted bid” at 60 days; and
6. to transact such other business as may properly come before the Meeting or any adjournment(s) thereof.

Accompanying this Notice of Meeting are (i) a Management Information Circular; (ii) an Instrument of Proxy; and (iii) a reply card for use by shareholders who wish to receive the Company’s interim financial statements.

If you are a *registered Shareholder* of the Company and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and deposit it with Computershare Investor Services Inc., Proxy Dept. 100 University Avenue 9th Floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof.

If you are a *non-registered Shareholder* of the Company and receive materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. **If you are a non-registered Shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting, either in person or by proxy.**

The directors of the Company have fixed April 9, 2009 as the record date. Shareholders of record at the close of business on April 9, 2009 are entitled to notice of the Meeting and to vote thereat or at any adjournment thereof.

DATED at Vancouver, British Columbia, this 6th day of April, 2009.

BY ORDER OF THE BOARD

“*Paul Blythe*”

(Signed) PAUL M. BLYTHE

President and Chief Executive Officer

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QUADRA MINING LTD.

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

THURSDAY, May 14, 2009

MANAGEMENT INFORMATION CIRCULAR

containing information as at April 6, 2009
(unless otherwise noted)

GENERAL PROXY INFORMATION

Solicitation of Proxies

This management information circular (“Information Circular”) is furnished in connection with the solicitation of proxies by management of Quadra Mining Ltd. (the “Company” or “Quadra”) for use at the annual and special meeting (the “Meeting”) of the holders (the “Shareholders”) of common shares of the Company (“Shares”). The Meeting will be held on May 14, 2009 or any adjournment thereof at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

Solicitation of proxies will be primarily by mail but may also be in person or by telephone by the directors, officers and regular employees of the Company at nominal cost. All costs of solicitation of proxies by management will be borne by the Company.

Appointment of Proxy

The persons named in the accompanying instrument of proxy (“**Instrument of Proxy**”) are officers and directors of the Company. **A Shareholder submitting a proxy has the right to appoint a nominee (who need not be a Shareholder) to represent him at the Meeting other than the persons designated in the Instrument of Proxy by inserting the name of his chosen nominee in the space provided for that purpose on the Instrument of Proxy and by striking out the printed names. Such Shareholder should notify the nominee of his appointment, obtain his consent to act as proxy and should instruct him as to how the Shares are to be voted.**

The Instrument of Proxy must be in writing and signed by the Shareholder or by the Shareholder’s attorney duly authorized in writing or, if the Shareholder is a body corporate or association, signed by any individual authorized by a resolution of the directors or governing body of the body corporate or association. An Instrument of Proxy will only be valid if it is duly completed, signed, dated and received at the office of the Company’s registrar and transfer agent, Computershare Investor Services Inc., Proxy Dept. 100 University Avenue 9th Floor, Toronto, Ontario M5J 2Y1 (fax: (416) 263-9261) not less than 48 hours (excluding Saturdays, Sunday and holidays) before the commencement of the Meeting or any adjournment thereof, unless the Chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

If you have any questions about the procedures to be followed to vote at the Meeting or about obtaining, completing and depositing the required Instrument of Proxy, please contact Computershare Investor Services Inc. by telephone at (416) 263-9200.

Revocation of Proxy

A Shareholder who has given an Instrument of Proxy may revoke it by an instrument in writing signed by the Shareholder or by the Shareholder’s attorney authorized in writing or, if the Shareholder is a corporation or association, signed by any individual authorized by a resolution of the directors or governing body of the body corporate or association, and delivered to the registered office of the Company located at Suite 2600, Three Bentall Centre, P.O. Box 49314, 595 Burrard Street, Vancouver, B.C. V7X 1L3 at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the Instrument of Proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting or any

adjournment thereof or in any other manner provided by law. A revocation of an Instrument of Proxy does not affect any matter on which a vote has been taken prior to the revocation.

Voting of Proxies and Exercise of Discretion

All Shares represented at the Meeting by properly executed proxies will be voted on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the Instrument of Proxy, the Shares represented by the Instrument of Proxy will be voted in accordance with such instructions.

In the absence of any such specification, those Shares will be voted in favour of the proposed resolutions contained herein. The persons appointed under the Instrument of Proxy furnished on behalf of the Company are conferred with discretionary authority with respect to amendments or variations of those matters specified in the proxy and Notice of Meeting and as to other matters which may properly be brought before the Meeting. At the time of mailing of this Information Circular, the Company did not know of any such amendment, variation or other matter.

Notice to Beneficial Holders

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Shares in their own name. Shareholders who do not hold their Shares in their own names (referred to herein as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at the Meeting or any adjournment thereof. If Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Shares will not be registered in the Shareholder’s name on the records of the Company. Those Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of those Shares are registered under the name of CDS & Co. (the registration name of CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting Shares for their clients. The Company does not know for whose benefit the Shares registered in the name of CDS & Co., a broker or another nominee, are held.

Applicable regulatory policy requires intermediaries (such as brokers or other nominees) to seek voting instructions from Beneficial Shareholders in advance of Shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting or any adjournment thereof. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered Shareholders, however, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder. Beneficial Shareholders who wish to appear in person and vote at the Meeting should be appointed as their representatives at the Meeting in accordance with the directions of their intermediaries. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically mails a scanable voting instruction form in lieu of the form of proxy. The Beneficial Shareholder is requested to complete and return the voting instruction form to Broadridge by mail or facsimile. Alternatively, the Beneficial Shareholder can call a toll-free telephone number to vote the Shares held by the Beneficial Shareholder or access Broadridge’s dedicated voting website at www.proxyvote.com to deliver the Beneficial Shareholder’s voting instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting or any adjournment thereof. **A Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Shares directly at the Meeting or any adjournment thereof. The voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Shares voted.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting shares registered in the name of a broker, a Beneficial Shareholder may attend the Meeting as a

proxyholder for the registered Shareholder and vote their shares in that capacity. To do this, a Beneficial Shareholder must enter their own name in the blank space on the form of proxy provided to them and return the form of proxy to their broker or other intermediary (or the agent of such broker or other intermediary) in accordance with the instructions provided by such broker, intermediary or agent well in advance of the Meeting.

All references to “Shareholders” in this Information Circular and the accompanying Notice of Meeting and Instrument of Proxy are to registered Shareholders unless specifically stated otherwise.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company since January 1, 2008, no proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue 1,000,000,000 Shares, of which 66,000,747 Shares are issued and outstanding as of April 6, 2009. Shareholders are entitled to receive notice of and to attend and vote at all meetings of the Shareholders of the Company, and each Share confers the right to one vote in person or by proxy at all meetings of the Shareholders of the Company.

Shareholders at the close of business on April 9, 2009 (the “**Record Date**”) are entitled to vote or to have their Shares voted at the Meeting. On a show of hands, every individual who is present as a Shareholder or as an authorized representative of one or more corporate or association Shareholders, or who is holding an Instrument of Proxy on behalf of a Shareholder who is not present at the Meeting, will have one vote. On a poll, every Shareholder present in person or represented by an Instrument of Proxy and every person who is a representative of one or more corporate or association Shareholders, will have one vote for each Share registered in the Shareholder’s name on the list of Shareholders, which is available for inspection during normal business hours at Computershare Investor Services Inc. and will be available at the Meeting.

To the best knowledge of the directors and executive officers of the Company, no person beneficially owns, directly or indirectly, or exercises control or direction over, Shares carrying more than 10% of the voting rights attached to all of the issued and outstanding Shares.

QUORUM AND VOTES NECESSARY

Under the Company’s Articles, the quorum for the transaction of business at the Meeting consists of two persons present in person, each being a Shareholder entitled to vote or a duly appointed proxy or representative for an absent Shareholder so entitled, and representing in the aggregate not less than 5% of the outstanding Shares of the Company.

With respect to the proposed appointment of auditor, authorization of the directors to fix the remuneration of the auditor and the election of directors, the *Business Corporations Act* (British Columbia) (“**BCBCA**”) and the Company’s Articles require that Shareholders approve the proposed actions by ordinary resolution. An “ordinary resolution” means that the resolution must be passed by at least a majority of the votes cast by the Shareholders who voted, either in person or by proxy at the Meeting, in respect of the resolution.

With respect to the special business to be conducted at the Meeting, the proposed amendments to the Rights Plan (as defined below) must be approved by an ordinary resolution of the Shareholders and the proposed increase in the authorized share capital must be approved by a special resolution. A “special resolution” must be passed by a majority of at least 66 2/3% of the votes cast by Shareholders who voted, either in person or by proxy at the Meeting, in respect of the resolution.

BACKGROUND OF COMPANY

Quadra was incorporated as a private company on May 15, 2002 under the British Columbia *Company Act*, and commenced business on that date. The Company became a reporting issuer in all provinces and territories of Canada in April 2004 and trades on the Toronto Stock Exchange (the “TSX”) under the symbol “QUA”.

Quadra is a multi-asset copper and base metal producing company based in Canada. Quadra owns and operates the Robinson Mine near Ely, Nevada, where it produces copper and gold, and has commenced operations at its second producing asset, the Carlota Mine located in Globe/Miami, Arizona. Quadra is also advancing the Sierra Gorda project in northern Chile and the Malmbjerg molybdenum project in Greenland and expects to acquire the Franke Project in Chile upon completion of the acquisition of Centenario Copper Corporation in April, 2009. Quadra is committed to growth by expanding and diversifying its production through development of its existing properties and through acquisitions.

Quadra's executive office is located at Suite 2414, Four Bentall Centre, 1055 Dunsmuir Street, Vancouver, British Columbia, Canada, V7X 1K8, telephone: (604) 689-8550; fax: (604) 689-8556; e-mail: info@quadramining.com; website: www.quadramining.com.

Quadra's registered and records office is located at the law firm of Blake, Cassels and Graydon LLP, at Suite 2600, Three Bentall Centre, 595 Burrard Street, Vancouver, British Columbia, Canada, V7X 1L3, telephone: (604) 631-3300; facsimile: (604) 631-3309.

MATTERS TO BE CONSIDERED AT MEETING

Financial Statements

The audited consolidated financial statements of the Company for the fiscal year ended December 31, 2008 and auditor's report thereon will be presented at the Meeting. These consolidated financial statements, along with Management's Discussion and Analysis can be viewed on the Company's website at www.quadramining.com or on SEDAR at www.sedar.com. No action is required to be taken in respect of the financial statements.

Election of directors

The board of directors currently consists of eight members and it is proposed that the number of directors to be elected at the Meeting be fixed at eight.

The following eight nominees are proposed by the Company for election as directors to serve until the next annual general meeting of Shareholders or until his successor is duly elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company or with the provisions of the BCBCA.

William H. Myckatyn	Neil MacKenzie
Paul M. Blythe	George W. Poling
Geoffrey S. Belsher	Gregory Van Staveren
John A. Brough	Ken Williamson

Unless such authority is withheld, the persons named in the Instrument of Proxy intend to vote for the election of the above-named nominees. Management does not contemplate that any of the nominees will be unable to serve as a director. If, prior to the Meeting, any of the nominees is unable or declines to so serve, the persons named in the Instrument of Proxy will vote for another nominee of management if presented, or to reduce the number of directors accordingly, in their discretion.

The following table states the name of each person proposed to be nominated by management for election as a director, the province or state and country in which he is ordinarily resident, all offices of the Company now held by him, his principal occupation, the period of time for which he has been a director of the Company, and the number of options and Shares beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at April 6, 2009.

Name and Place of Residence	Principal Occupation	Director Since	Direct and Indirect Shareholdings in the Company
William H. Myckatyn Horsefly, BC, Canada <i>Chairman of the Board</i>	Retired since June 2006; prior thereto, Chief Executive Officer of the Company from May 2002 to June 2006.	May 15, 2002	530,000 Common Shares 265,000 Options
Paul M. Blythe Collingwood, ON, Canada	President and Chief Executive Officer of the Company since July 2006; prior thereto, President of the Company from May 2002 to June 2006.	May 15, 2002	925,000 Common Shares 224,000 Options 20,000 Warrants
Geoffrey S. Belsher ⁽¹⁾⁽²⁾ New York, NY, USA	Partner at or associated with the law firm Blake, Cassels & Graydon (U.S.) LLP or its affiliate since 1991.	February 16, 2004	Nil Common Shares 170,000 Options
John A. Brough ⁽¹⁾⁽³⁾ Toronto, ON, Canada	Retired since December 2007; prior thereto, President of Wittington Properties Limited and Torwest, Inc. (real estate companies) from February 1998 to December 2007.	May 10, 2007	Nil Common Shares 95,000 Options
Neil MacKenzie ⁽²⁾⁽⁴⁾ Vancouver, BC, Canada	Partner of Chancellor Partners Management Consultants Inc. (a management consulting company) since 1993.	February 16, 2004	Nil Common Shares 155,000 Options
George W. Poling ⁽²⁾⁽⁴⁾ Vancouver, BC, Canada	Professor Emeritus at the University of British Columbia. Senior Vice-President of Rescan Environmental Services Ltd. from 1997 to 2007.	February 16, 2004	15,000 Common Shares 80,001 Options
Gregory Van Staveren ⁽¹⁾⁽³⁾ Etobicoke, ON, Canada	President of Strategic Financial Services since October 2001.	June 14, 2005	5,000 Common Shares 110,000 Options
Ken Williamson ⁽³⁾⁽⁴⁾ Dwight, ON, Canada	President of K.F. Williamson Consulting Inc. (a management consulting company) since 1998.	February 16, 2004	6,000 Common Shares 133,000 Options

Notes:

- (1) Member of the Corporate Governance and Nominating Committee.
- (2) Member of the Environmental Health and Safety Committee.
- (3) Member of the Audit Committee.
- (4) Member of the Compensation Committee.

Corporate Cease Trade Orders or Bankruptcies

Other than disclosed below, to the knowledge of the executive officers of the Company, no proposed director:

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including Quadra) that, (i) was subject to a cease trade or similar order or an order

that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of 30 consecutive days, while that person was acting in that capacity, or (ii) was subject to such an order that was issued after that person ceased to act in that capacity but which resulted from an event that occurred while that person was acting in that capacity;

- (b) is, as of the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including Quadra) that, while that person was acting in that capacity, or within a year of 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
- (c) has, within 10 years before the date of this Information Circular, become bankrupt or 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 his assets.

Mr. John Brough is a director of Kinross Gold Corporation. On April 14, 2005, the Ontario Securities Commission issued a definitive management cease trade, which superseded a temporary management cease trade order dated April 1, 2005 against the directors and officers of Kinross Gold Corporation in connection with the company's failure to file its audited financial statements for the year ended December 31, 2004. The management cease trade order was lifted on February 22, 2006.

To the knowledge of the executive officers of the Company, no proposed director of the Company has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Appointment of Auditors

The auditors of the Company are PricewaterhouseCoopers LLP (“PWC”). At the Meeting, the Shareholders will be requested to re-appoint PWC as auditors of the Company to hold office until the next annual meeting of Shareholders or until a successor is appointed, and to authorize the Board of Directors to fix the auditors' remuneration.

Unless it is specified in an Instrument of Proxy that the Shareholder withholds approval for the Company to cause the appointment of PWC as auditors of the Company for the ensuing year, the persons named in the Instrument of Proxy intend to appoint PWC as auditor of the Company, to hold office until the next annual general meeting of the Shareholders, with remuneration to be determined by the Company.

Amendment of Authorized Share Structure

The Company was originally incorporated under the *Company Act* (British Columbia) (the “**Old Company Act**”), which was replaced by the modern BCBCA in 2002. Under the Old Company Act, the Company was not permitted to have unlimited authorized share capital. This restriction was inconsistent with all of the modern corporate statutes in Canada, including the *Canada Business Corporations Act* and the *Business Corporations Act* (Ontario), which govern most public companies in Canada. Under the modern BCBCA, companies are permitted to have unlimited authorized share capital.

As part of its annual review of its corporate governance, the Company noted that it still has limited share capital, which is inconsistent with most public companies in Canada. Accordingly, the Company proposes to amend its share capital so that it provides for an unlimited number of common shares so that the Company's share capital is consistent with most public companies in Canada. The Company currently has authorized capital of 1,000,000,000 Shares, of which 66,000,747 Shares are issued and outstanding. While the Company has no current intention of exceeding the authorized capital limitation, it believes that amending the

articles to provide for unlimited share capital is good governance and is consistent with the modern approach permitted by the BCBCA.

In accordance with Section 54 of the BCBCA, the amendment to the authorized capital structure must be approved by a special resolution of the Shareholders. At the Meeting, Shareholders will be asked to pass a resolution approving the amendment of the Notice of Articles of the Company to amend the authorized share structure of the Company as set forth above.

The text of the resolution is set forth in Schedule “A”. The approval is by way of a special resolution which must be passed by a majority of at least 66 2/3% of the votes cast by Shareholders entitled to vote who are represented in person or by proxy at the Meeting who vote in respect of that resolution.

It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote the proxy in favour of the resolution set forth in the attached Schedule “A”.

Amendments to the Shareholder Rights Plan of the Company

The Company has a shareholder rights plan (the “**Rights Plan**”) which was approved by the Shareholders on May 10, 2007, to ensure the fair treatment of all Shareholders in connection with any take-over bid for the outstanding Shares. The Rights Plan is designed to provide Shareholders with adequate time to properly evaluate and assess a take-over bid or corporate transaction if, as and when such circumstances arise without facing undue pressure or coercions. The Rights Plan also provides the Company’s board of directors with additional time to consider any take-over bid and, if applicable, to explore alternative transactions in order to maximize shareholder value.

A summary of the Rights Plan can be found in the management information circular of the Company dated April 12, 2007 and filed on April 19, 2007 in respect to the Annual and Special General Meeting of the shareholders of the Company held on May 10, 2007. **The summary of the Rights Plan contained therein is qualified in its entirety by reference to the text of the Rights Plan. A copy of the Rights Plan, including a copy showing the amendments proposed herein, is available upon request from the Secretary of the Company at Suite 2414, Four Bentall Centre, 1055 Dunsmuir Street, Vancouver, British Columbia, V7X 1K8, Telephone (604) 689-8550 or Fax (604) 689-8556.**

The Rights Plan contains a three-stage definition of “Permitted Bid” which requires that a take-over bid for the Shares remain open for 75, 60 or 45 days in the first, second and third years, respectively, following the adoption of the Rights Plan. At the time of its adoption, the purpose of the three thresholds was to protect the Company from a short-fused, opportunistic take-over bid during certain stages of development of the Sierra Gorda project. This time period will decrease to 45 days on May 10, 2009. In light of the ongoing work at Sierra Gorda and other matters, the Company does not believe that this time period should be reduced from 60 to 45 days at this time. In addition, the Company believes that the Canadian capital markets, and governance commentators generally, take the view that a 60-day period is an acceptable requirement for a Permitted Bid. Accordingly, the Company proposes to replace the three-tiered threshold in favour of a single threshold requiring that a take-over bid remain open for acceptance for 60 days to qualify as a Permitted Bid and avoid triggering the Rights Plan.

The Company is also proposing to add an adjustment provision to the Rights Plan to allow the Board to adjust on a pro rata basis (for all shareholders) the number of Shares which can be purchased upon exercise of the Rights, in the event the Company does not have sufficient share capital to issue all Shares required to be issued on the exercise of the Rights. This adjustment would only be necessary if the Company continues to have limited share capital, and would be dependent on the number of common shares outstanding and the common share price at the time the Rights become exercisable.

The Rights Plan provides that, except for minor amendments to correct typographical errors and amendments to maintain the validity of the Rights Plan as a result of a change of law, shareholder approval is required for amendments to the Rights Plan. At the meeting, Shareholders will be asked to pass a resolution approving the amendments to the Rights Plan.

The text of the resolution is set forth in Schedule “B”. The approval is by way of an ordinary resolution which must be passed by at least a majority of votes cast by Shareholders entitled to vote who are represented in person or by proxy at the Meeting who vote in respect of that resolution.

It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote the proxy in favour of the resolution set forth in the attached Schedule “B”.

Other Matters

Management knows of no matters to come before the meeting other than as set forth in the Notice of Meeting and this Information Circular. However, should any other matters properly come before the Meeting, the Shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgement of the persons voting the Shares represented by the proxy, exercising discretionary authority.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

The Company is not aware of any material interest, direct or indirect, of any informed person of the Company, any nominee director of the Company, or any associate or affiliate of any informed person or nominee director, in any transaction since the commencement of the Company’s most recently completed financial year, or in any proposed transaction, that has materially affected or would materially affect the Company or any of its subsidiaries.

For the purposes of this Information Circular an “informed person” means a director or executive officer of the Company.

GOVERNANCE

General

The board of directors of Quadra is responsible for managing the business and affairs of the Company and believes that good governance improves performance and benefits all Shareholders. The board of directors is therefore committed to a high standard of governance.

Attached as Schedule A – Statement of Quadra Mining Ltd.’s Governance Practices to this Information Circular is a description of the Company’s corporate governance practices with specific reference to National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, National Policy 58-201 - *Corporate Governance Guidelines* and Multilateral Instrument 52-110 - *Audit Committees* (“**MI 52-110**”).

The Company stays abreast of legislative and other policy initiatives pertaining to corporate governance matters and proactively seeks to adjust its corporate governance to address such potential requirements. This year, as an example, the Company has adopted a policy regarding majority voting for directors. Majority voting policies are a recent development in corporate governance which are receiving growing support in Canada and the United States. Under Canadian corporate law, shareholders do not vote against the election of a director. They can only choose to vote in favour of a director or withhold their vote. Under the majority voting policy, if any director receives less yes votes than withheld votes, he or she will offer to resign. The Governance and Nominating Committee will then review all of the circumstances surrounding the individual director’s situation and the reasons for the lack of support and recommend to the Board whether to accept such resignation. The Company believes that the majority voting standard is consistent with its other corporate governance policies and as such has adopted such a policy with effect from this year’s Annual and Special Meeting.

The board of directors discharges its responsibilities directly and through its committees. At regularly scheduled meetings, the board of directors and management of Quadra discuss the issues relevant to the Company’s strategy and business. The board of directors is required to meet a minimum of four times per year and in 2008 met 17 times. The nature of the business discussed and conducted by the board of directors at any particular meeting is dependent on the then-current state of the Company’s business and the opportunities and risks that the Company faces at that time. However, every regularly scheduled quarterly board of directors’

meeting includes a review of the Company's consolidated financial and operational status and performance and a report from any committees that have met since the last board meeting.

Management's responsibilities are clearly defined by the board of directors. This is accomplished by identifying the roles and responsibilities of the President and Chief Executive Officer of the Company and by defining the mandates of each of the board of directors, the Chairman of the board of directors, the committees of the board of directors, the Lead Independent Director and the chair of each committee of the board of directors.

Board Committees

The board of directors has established four committees: the Audit Committee, the Governance and Nominating Committee, the Safety and Environmental Committee and the Compensation Committee.

Audit Committee

The board of directors has developed written terms of reference outlining the Audit Committee's roles and responsibilities and provides appropriate guidance to Audit Committee members as to their duties. These terms of reference are reviewed annually by the board of directors. The Audit Committee reviews the annual and interim financial statements of the Company and makes recommendations to the board of directors with respect to those statements. The Audit Committee also reviews the nature and scope of the annual audit as proposed by the auditors and management, and the adequacy of the internal accounting control procedures and systems within Quadra. The Audit Committee is responsible for ensuring that management has implemented an effective system of internal controls and has oversight responsibility for management reporting on internal control.

The Audit Committee meets with the Company's external auditors regularly, independent of management, and has direct communication channels with the auditors to discuss and review specific issues as appropriate.

For information regarding the structure, composition and mandate of the Audit Committee, as contemplated in MI 52-110, please see "Directors and Officers" in the Company's Annual Information Form, a copy of which is available from the Company or on SEDAR at www.sedar.com.

The Audit Committee currently consists of Greg Van Staveren, Ken Williamson and John Brough, all of whom are considered independent directors under MI 52-110 (see Schedule A, Item 1.a. and b.). Greg Van Staveren is the chair of the Audit Committee.

Governance and Nominating Committee

The Governance Committee is responsible for the development of the overall governance of the Company and its affiliates; a continuing assessment of corporate governance matters; and making recommendations to the board of directors regarding the Company's approach to corporate governance.

The Governance Committee currently consists of Geoff Belsher, Greg Van Staveren and John Brough, of whom Messrs. Van Staveren and Brough are independent directors (see Schedule A, Item 1.a. and b.). Geoff Belsher is the chair of the committee.

Safety and Environmental Committee

The Safety and Environmental Committee monitors and makes recommendations to the board of directors with respect to the environment, health and safety policies, practices and procedures of the Company's subsidiaries.

The Environment and Safety Committee currently consists of George Poling, Geoff Belsher and Neil MacKenzie, of whom Dr. Poling and Mr. MacKenzie are independent directors (see Schedule A, Item 1.a. and b.). Dr. Poling is the chair of the Committee.

Compensation Committee

The Compensation Committee is responsible for proposing to the board of directors the structure and terms of the President and Chief Executive Officer's compensation, including base salary and short and long

term incentive bonuses. The Compensation Committee is further responsible for reviewing and agreeing the key performance indicators (“**KPIs**”) that are used to assess the performance of the President and Chief Executive Officer. The Compensation Committee is then responsible for reviewing the performance of the President and Chief Executive Officer against these KPIs and making recommendations to the board of directors with respect to the President and Chief Executive Officer’s compensation based on its evaluation. The Compensation Committee negotiates and makes recommendations to the board of directors with respect to the employment contract of the President and Chief Executive Officer.

The Compensation Committee reviews the compensation and employment contracts of the direct reports of the President and Chief Executive Officer, including bonuses, on an oversight basis. The Compensation Committee monitors the general compensation and employment contract policies of the Company.

The Compensation Committee currently consists of George Poling, Neil MacKenzie and Ken Williamson, all of whom are independent directors (see Schedule A, Item 1.a. and b.). Mr. Williamson is the chair of the Compensation Committee.

EXECUTIVE COMPENSATION

Unless indicated otherwise, all dollar amounts in this Information Circular are in Canadian dollars.

Compensation Discussion & Analysis

Compensation Discussion & Analysis

Overall Compensation Objective

The Company’s compensation structure is designed to encourage highly qualified individuals to join and remain with the Company, to motivate and reward performance and to be at least as competitive as the compensation arrangements of similar companies in the mining industry. The Company’s compensation practices are monitored regularly by the Compensation Committee and are amended or modified as required in order to ensure that the Company maintains its competitive position as an employer in the mining industry and appropriately recognizes growth and change within the organization.

The significant elements of compensation awarded to, earned by, and paid or payable to the Chief Executive Officer of the Company, the Chief Financial Officer of the Company and each of the three most highly compensated executive officers, other than the Chief Executive Officer and Chief Financial Officer, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation exceeded \$150,000 (collectively, the “**Named Executive Officers**”) for the most recently completed financial year included:

1. Base salaries;
2. Extended group benefits;
3. Annual bonuses; and
4. Stock option incentives.

The four elements were selected as typical and appropriate in the context of the Company seeking to hire and retain highly qualified individuals in competition with other companies in its peer group. All such companies pay base salaries, offer extended benefits and have annual bonus plans. All companies have longer term incentive plans, most through stock price appreciation participation, including through stock options. The compensation plan also allows for the payment of extraordinary bonuses, at the discretion of the board, to reflect performance that has led to exceptional results for the Company. No extraordinary bonuses were awarded in 2008.

The Company’s peer group includes participants in the joint PricewaterhouseCoopers and Coopers Consulting Ltd. 2007 Mining Industry Salary Survey. The participants are companies and divisions of companies that are generally base metals, uranium and gold producers, but also mining companies producing other commodities and products. This survey is used by the Compensation Committee to guide the setting of compensation packages for the Named Executive Officers and by management to set compensation packages for managers and technical staff.

For management in general and the Named Executive Officers specifically, it is the policy of the Company to pay base salaries at the median of the peer group and to pay annual performance based bonuses at a level that can bring total remuneration to the 75th percentile, and beyond this for exceptional performance and corporate results. The Company considers that this structure provides sufficient incentive to attract individuals that best fit its culture and are best able to develop and execute its strategic plan. The bridge between the median base salary and the 75th percentile overall target bonus salary is performance and results based pay at risk.

Base Salaries

The salary for each Named Executive Officer was determined having regard to the officer's responsibilities and was established using the joint PricewaterhouseCoopers and Coopers Consulting Ltd. 2007 Mining Industry Salary Survey as a guide. The salaries were reviewed by the Compensation Committee and approved by the board as a whole.

The Company has entered into employment arrangements with each of its Named Executive Officers providing for a per annum salary of \$500,000 for Mr. Blythe (President and Chief Executive Officer), \$315,000 for Mr. Miller (Chief Operating Officer), \$195,000 for Mr. McDonald (Chief Financial Officer), \$315,000 for Mr. White (Executive Vice President, Corporate Development) and \$200,000 for Mr. Bailey (Vice President, Commercial).

Extended Group Benefits

The Company makes available an array of quality group benefit alternatives to address employee health and well-being concerns, and those of their families and dependents. These benefits are provided to the Named Executive Officers and include:

- Extended health coverage
- Dental coverage
- Life insurance and AD&D coverage
- Long-term disability insurance

The Company does not provide a pension plan for any employee including Named Executive Officers. The Company does make contributions to employee RRSPs or similar plans in other jurisdictions, to the maximum of 6% of the employee's annual base salary and the maximum contribution permitted by law.

Annual Bonuses

Annual bonuses are paid to all employees included in the Company's short term incentive plan including the Named Executive Officers. Specific KPIs relating to the achievement of mutually agreed upon individual performance objectives for each position are established at the start of each year under the Company's annual Performance, Planning and Review Process. These KPIs are derived from the Company's strategic plan and from the annual plan and budget. Each KPI is weighted based on its relative importance within the overall responsibilities and accountabilities of each officer. The weighting given to an objective may be different for each executive and reflects the importance of each objective to the Company and the degree of responsibility which each executive has for fulfilling the objective. For example, the Chief Executive Officer's goals and objectives included KPIs pertaining to all substantive activities of the Company, while the Chief Operating Officer's goals and objectives were focused more on operations and project development including Robinson performance (30%) and Carlota development (20%). The actual performance is jointly assessed for each KPI and an aggregate performance measure is obtained, which is expressed as a percentage of attainment of target objectives.

The performance and results for each KPI is assessed at the end of the year and a cash bonus is established based on the aggregates of these assessments and their relative weightings. The cash bonus paid in any year thus pertains to the activities of the previous year.

The Compensation Committee is responsible for reviewing and recommending to the Board the KPIs that are used to assess the performance of the President and Chief Executive Officer. The committee is then responsible for reviewing the performance of the President and Chief Executive Officer against these KPIs and

making recommendations to the board of directors with respect to the President and Chief Executive Officer's annual bonus based on its evaluation.

The President and Chief Executive Officer is responsible for evaluating the KPIs of the other Named Executive Officers and establishing the cash bonus. The Compensation Committee has oversight of these bonuses.

For 2008, the Company agreed to pay an aggregate cash bonus of \$765,652 to the five Named Executive Officers, predominantly in consideration and recognition of the completion of a number of objectives including, without limitation:

- Performance at Robinson exceeding guidance with achievement of record copper and gold production together with the planning required to transition to the next pit being in place
- Successful completion and start-up of the development of the Carlota copper mine
- Completion of the planned drill program at Sierra Gorda and advancement of the project towards a scoping study
- Substantial completion of the permitting process at Malmbjerg
- Paydown of debt and strengthening of the balance sheet through completion of an equity financing in May 2008
- Specific programmes to develop and increase corporate effectiveness
- Progressing growth transactions on a broad front
- Adjustment of strategic plan to deal with changing circumstances

Stock Options

Grants of stock options are intended to help attract and retain employees, as well as to provide a long term reward, by providing employees with an opportunity to participate in the future success of the Company. Options are also considered by the Company to align a portion of senior employee compensation, and particularly Named Executive Officer compensation, with the interests of the Company and its Shareholders. The Company places strong reliance on stock options in terms of the total overall compensation of its executive officers and other managers. This strategy is in keeping with compensation trends in the mining industry. See "Equity Compensation Plan Information – Stock Option Plan" below for further information regarding the Company's Stock Option Plan.

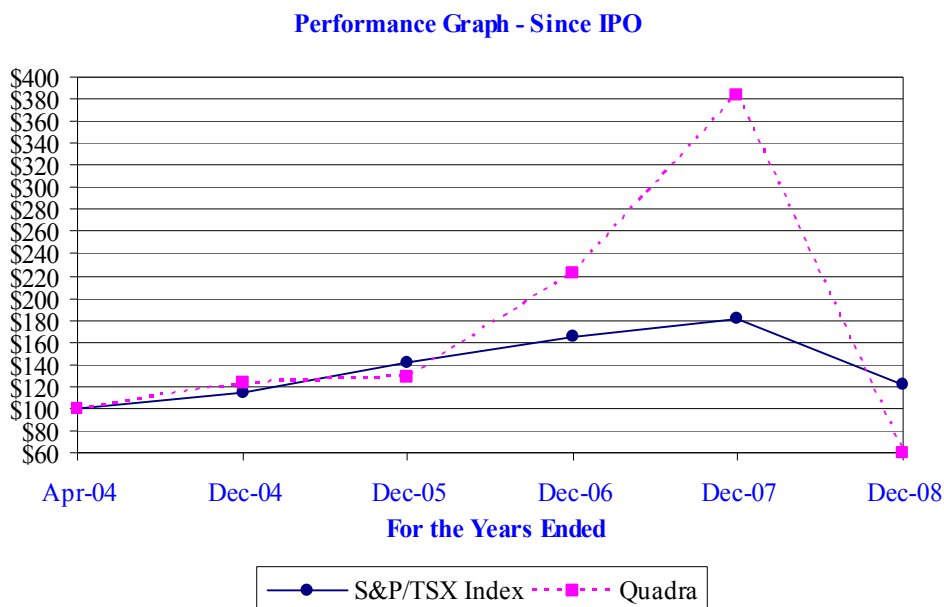
Options are granted to an employee group that includes the Named Executive Officers, other officers, managers, certain engineers and certain other corporate employees on an annual basis. A total of 20% of the options reserved for issuance under the stock option plan are made available for distribution in a given year. The total options available for grant in a given year cover the Company's annual option grant to existing employees, option grants for directors (other than the President and Chief Executive Officer) and an allowance for option grants to new employees who would be considered Named Executive Officers, other officers, managers, certain engineers and certain other corporate employees. The Company provides specific grants to such new employees at the time of their initial hire as an incentive to join the Company. The distribution of options to Named Executive Officers, other officers, managers and corporate employees is based on the relative positions of eligible staff. In 2008, a total of 862,500 options were issued to existing employees under the annual option grant described above, and 25% of these (215,000) were issued to Named Executive Officers. While recognising that there are theoretical approaches to valuing options, the Company has taken the formula driven approach to the allocation of options, on the basis that these then represent a transparent long term incentive to the eligible employees. Previous option grants are not considered in determining the allocation of the annual option grant. The eligibility criteria are reviewed annually by management with oversight provided by the Compensation Committee.

The proposed annual grant is submitted by the President and Chief Executive Officer to the Compensation Committee which reviews the proposal and makes a recommendation to the Board. Any changes or amendments to the plan may be proposed by Named Executive Officers or members of the Compensation Committee, and are considered by the board as a whole, with the President and Chief Executive

Officer abstaining in any vote where a conflict of interest may exist. See “Equity Compensation Plan Information – Stock Option Plan” below for further information regarding the Company’s Stock Option Plan.

Performance Graph

The Company’s Shares were listed on the TSX in April, 2004. The following chart compares the cumulative total shareholder return on \$100 invested in the Company’s Shares and the TSX Composite Index for the last day of each month from listing to December 31, 2008.



	Dec. 31, 2004	Dec. 31, 2005	Dec. 31, 2006	Dec. 31, 2007	Dec. 31, 2008
QUA	123	129	223	383	61
S&P/TSX	114	141	165	182	122

Summary Compensation Table for Named Executive Officers

The following table sets forth the compensation paid to the Named Executive Officers for each of the Company’s three most recently completed financial years.

Name and Principal Position	Year	Salary	Non-equity incentive plan compensation			All Other Compensation	Total Compensation
			Option Awards ⁽¹⁾	Annual incentive plans ⁽⁵⁾	Pension Value		
Paul M. Blythe, President, Chief Executive Officer	2008	\$500,000	\$455,477	\$350,000	N/A	\$30,000	\$1,335,477
	2007	\$436,250	\$465,557	\$650,000	N/A	\$26,175	\$1,577,982
	2006	\$349,667	\$202,100	\$298,000	N/A	\$21,390	\$871,157
Stuart McDonald ⁽²⁾ , Chief Financial Officer	2008	\$195,000	\$231,138	\$70,005	N/A	\$11,700	\$507,843
	2007	\$112,385	\$618,000	\$35,778	N/A	\$6,743	\$772,906
	2006	—	—	—	—	—	—

Non-equity incentive plan compensation

Name and Principal Position	Year	Salary	Option Awards⁽¹⁾	Annual incentive plans⁽⁵⁾	Pension Value	All Other Compensation	Total Compensation
Jack Miller	2008	\$315,000	\$271,927	\$145,648	N/A	\$18,900	\$751,475
Chief Operating Officer	2007	\$266,250	\$278,464	\$216,218 ⁽⁶⁾	N/A	\$15,975	\$776,907
	2006	\$235,000	\$108,730	\$167,865	N/A	\$14,100	\$525,695
Derek White ⁽³⁾	2008	\$315,000	\$271,927	\$126,000	N/A	\$18,900	\$731,827
Executive Vice President	2007	\$266,250	\$278,464	\$219,813	N/A	\$15,975	\$780,502
Corporate Development	2006	\$159,883	\$108,930	\$205,150	\$72,117 ⁽⁴⁾	\$14,100	\$560,180
John Bailey	2008	\$200,000	\$231,138	\$74,000	N/A	\$12,000	\$517,138
Vice-President, Commercial	2007	\$173,750	\$353,403	\$116,024	N/A	\$10,425	\$653,602
	2006	\$147,180	\$35,570	\$83,574	N/A	\$8,831	\$275,155

Notes:

- (1) The amounts in this column represent the fair value of stock options which is estimated on the date of grant using a Black-Scholes option pricing model. See discussion below.
- (2) Mr. McDonald joined the Company in May 2007 as Vice President Finance and assumed the role of Chief Financial Officer in November 2007.
- (3) Mr. White was Chief Financial Officer until November 2, 2007, when he became Executive Vice President Corporate Development.
- (4) The Company contributed \$72,117 in 2006 to a retirement compensation plan for the benefit of Mr. White. See “Executive Compensation – Termination and Change of Control Benefits” for further detail.
- (5) Annual bonus payments are reported in the financial year in which they are earned, and are generally paid in the following year.
- (6) The bonus reported for Mr. Miller in 2007 includes an amount of \$100,000 which was approved by the Board during 2008, but after the filing of the Company’s management information circular for the annual meeting of shareholders held on April 23, 2008, and thus was not reported in last year’s compensation table.

The compensation amounts reported as Option Awards in the above table represent the estimated grant date fair value of the stock options granted during the year. All of these stock options were granted with an exercise price equal to the market price of the Company’s common shares on the date of grant. The amounts reported do not represent the net cash proceeds received by the individuals from the exercise of stock options. None of the Named Executive Officer’s exercised stock options during 2008 and all stock options held by Named Executive Officer’s were ‘out of the money’ at December 31, 2008. See section “Outstanding Option Awards” below for more information.

The Company uses a Black-Scholes option pricing model to estimate the fair value of stock options at the date of grant. The following weighted average assumptions were used in the valuation model:

	<u>2008</u>	<u>2007</u>	<u>2006</u>
Expected volatility	49%	45%	30%
Risk-free interest rate	2.96%	4.86%	5.00%
Expected lives	2.1 years	2.5 years	4.0 years
Dividend yield	Nil	Nil	Nil

Incentive Plan Awards for Named Executive OfficersOutstanding Option Awards

The following table sets forth all stock options awarded to Named Executive Officers and outstanding as at December 31, 2008, including awards granted in previous years.

<u>Name</u>	<u>Number of Securities Underlying Unexercised Options</u>	<u>Option Exercise Price</u>	<u>Option Expiration Date</u>	<u>Value of Unexercised in-the-money Options</u>
Paul Blythe, President and CEO	50,000	\$11.25	May 12, 2011	\$Nil
	107,000	\$13.16	May 9, 2012	\$Nil
	67,000	\$24.60	May 14, 2013	\$Nil
Stuart McDonald, CFO	150,000	\$12.46	May 22, 2012	\$Nil
	34,000	\$24.60	May 14, 2013	\$Nil
Jack Miller, Chief Operating Officer	9,000	\$11.25	May 12, 2011	\$Nil
	64,000	\$13.16	May 9, 2012	\$Nil
	40,000	\$24.60	May 14, 2013	\$Nil
Derek White, Executive Vice President	8,967	\$11.25	May 12, 2011	\$Nil
	54,000	\$13.16	May 9, 2012	\$Nil
	40,000	\$24.60	May 14, 2013	\$Nil
John Bailey, Vice President Commercial	8,800	\$11.25	May 12, 2011	\$Nil
	37,500	\$7.76	Mar 8, 2012	\$Nil
	53,000	\$13.16	May 9, 2012	\$Nil
	34,000	\$24.60	May 14, 2013	\$Nil

Value Vested or Earned during the Year

The following table sets out for each Named Executive Officer information concerning the value of incentive plan awards – option awards as well as non-equity incentive plan compensation – vested or earned during the financial year ended December 31, 2008.

<u>Name</u>	<u>Option Awards – Value vested during the year⁽¹⁾</u>	<u>Non-equity incentive plan compensation – Value earned during the year⁽²⁾</u>
Paul Blythe	\$646,898	\$350,000
Stuart McDonald	\$535,500	\$70,004
Jack Miller	\$371,850	\$145,648
Derek White	\$371,850	\$126,000
John Bailey	\$416,923	\$74,000

Notes:

- (1) The amounts reported in this column represent the aggregate dollar value that would have been realized during 2008 if all 'in the money' Option Awards had been exercised on their respective vesting dates. See discussion below.
- (2) The amounts in this column represent the annual bonus awards earned during 2008.

The Company's stock option awards expire after five years. The vesting schedule is determined by the board of directors at the time options are granted. Options granted to date have vested as follows: 1/3 on the grant date, 1/3 on the first anniversary of the grant date, and 1/3 on the second anniversary of the grant date. Therefore, the amounts in the above table include the vesting of stock option awards granted in previous years. None of the Named Executive Officers exercised stock options during 2008.

Pension Plan Benefits

The Company does not have a defined benefit, defined contribution or deferred compensation plan for the Named Executive Officers.

The Company has entered into an employment agreement and retirement compensation allowance agreement with Mr. White. The employment agreement provides for payment of a per annum salary of \$250,000, inclusive of payment to the retirement compensation allowance. During 2006, the Company contributed \$72,117 to a retirement compensation allowance (the "**RCA Plan**") for the benefit of Mr. White. As of May 2006, payments to the RCA Plan ceased.

Termination and Change of Control Benefits

The Named Executive Officers' employment agreements provide for the payment of compensation upon termination of the Named Executive Officer's employment by either Quadra or the Named Executive Officer following a change of control of Quadra, or by Quadra at any time, other than for "cause". In such event, Mr. Blythe will be entitled to receive an amount equal to three years' annual salary, plus that particular year's bonus (pro rated to the date of termination), and all existing benefits for a period of three years. Messrs. Miller and White will be entitled to receive an amount equal to two years' annual salary, plus that particular year's bonus (pro rated to the date of termination), and all existing benefits for a period of two years. In addition, Mr. White's employment agreement provides that the event of a termination of Mr. White's employment by either Quadra or Mr. White following a change of control of Quadra, Mr. White and Quadra will enter into a new agreement pursuant to which Mr. White (or his nominee) will provide consulting services to the Company for up to 12 months in exchange for payments equal to two years' annual salary. Finally, Messrs. McDonald and Bailey will be entitled to receive an amount equal to eighteen months' salary, plus that particular year's bonus (pro rated to the date of termination), and a lump sum payment in lieu of benefit programs that were in place with the Company.

In each agreement, a change of control is defined as (a) any person or combination of persons acting jointly or in concert that acquires or becomes the beneficial owner of, directly or indirectly, more than 30% of the voting securities of the Company, whether through the acquisition of previously issued and outstanding voting securities, or of voting securities that have not been previously issued, or any combination thereof or any other transaction having a similar effect; or (b) the sale or transfer of the majority of the operating assets of the Company to an entity not controlled by the Company (the "**New Company**") and the employee subject to the employment agreement is not offered employment with the New Company on substantially the same terms as the terms of that employee's employment with the Company.

If all of the Named Executive Officers' employment agreements had been terminated on December 31, 2008 as a result of a change of control of Quadra or other than for "cause", the total amount payable under these agreements would have been approximately \$4.2 million.

Director Compensation

During the financial year ended December 31, 2008, (i) the Chairman was paid a fee of \$70,000, (ii) all directors other than the Chairman who were not officers or employees of the Company were paid a fee of \$35,000 and (iii) all directors who were not officers or employees were paid a fee of \$1,000 for each meeting of the Board of Directors attended. In addition, the Chair of the Audit Committee was paid a fee of \$10,000; other Committee Chairs, including the Lead Independent Director, were paid a fee of \$5,000; and committee members received a per meeting fee of \$1,000. Non-executive directors who traveled to director and committee meetings with a two-way trip time of four hours or more received an additional \$1,000 long distance travel fee.

The following table sets out the compensation provided to each of the directors of the Company during the year ended December 31, 2008.

Director	Fees Earned	Option Awards⁽³⁾	Pension Value	Total
William H. Myckatyn	\$79,687	\$543,853	\$23,313 ⁽²⁾	\$646,853
Paul M. Blythe ⁽¹⁾	–	–	–	–
Geoffrey S. Belsher	\$67,000	\$339,908	\$Nil	\$406,908
George W. Poling	\$70,000	\$339,908	\$Nil	\$409,908
Ken Williamson	\$78,000	\$339,908	\$Nil	\$417,908
Neil MacKenzie	\$63,000	\$339,908	\$Nil	\$402,908
Gregory Van Staveren	\$76,000	\$339,908	\$Nil	\$415,908
John Brough	\$63,000	\$339,908	\$Nil	\$402,908

Notes:

- (1) Mr. Blythe is a management director and therefore does not earn fees for acting as a director. See “Executive Compensation – Summary Compensation Table for Named Executive Officers” for details regarding Mr. Blythe’s compensation, including Option Awards.
- (2) Mr. Myckatyn has an Individual Pension Plan (“IPP”) that is sponsored by the Company. In 2008, the Company contributed \$23,313 of Mr. Myckatyn’s director’s fees to the IPP.
- (3) The amounts in this column represent the fair value of stock options which is estimated on the date of grant using a Black-Scholes option pricing model. See section “Summary Compensation Table for Named Executive Officers” above for more information.

The compensation amounts reported as Option Awards in the above table represent the estimated grant date fair value of the stock options granted during the year. All of these stock options were granted with an exercise price equal to the market price of the Company’s common shares on the date of grant. The amounts reported do not represent the net cash proceeds received by the individuals from the exercise of stock options.

Incentive Plan Awards for Directors

Outstanding Option Awards

The following table sets forth all stock options awarded to directors outstanding at December 31, 2008, and includes awards granted in previous years.

Name	Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Value of Unexercised in-the-money Options
William H. Myckatyn	85,000	\$7.40	Mar 16, 2010	\$Nil
	13,700	\$11.25	May 12, 2011	\$Nil
	36,300	\$9.50	Nov 7, 2011	\$Nil
	50,000	\$13.16	May 9, 2012	\$Nil
	80,000	\$24.60	May 14, 2013	\$Nil

Name	Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Value of Unexercised in-the-money Options
Geoffrey S. Belsher	45,000	\$6.00	Apr 7, 2009	\$Nil
	15,000	\$7.40	Mar 16, 2010	\$Nil
	8,800	\$11.25	May 12, 2011	\$Nil
	21,200	\$9.50	Nov 7, 2011	\$Nil
	30,000	\$13.16	May 9, 2012	\$Nil
	50,000	\$24.60	May 14, 2013	\$Nil
George W. Poling	2,934	\$11.25	May 12, 2011	\$Nil
	7,067	\$9.50	Nov 7, 2011	\$Nil
	20,000	\$13.16	May 9, 2012	\$Nil
	50,000	\$24.60	May 14, 2013	\$Nil
Ken Williamson	20,000	\$7.40	Mar 16, 2010	\$Nil
	11,800	\$11.25	May 12, 2011	\$Nil
	21,200	\$9.50	Nov 7, 2011	\$Nil
	30,000	\$13.16	May 9, 2012	\$Nil
	50,000	\$24.60	May 14, 2013	\$Nil
Neil MacKenzie	45,000	\$6.00	Apr 7, 2009	\$Nil
	8,800	\$11.25	May 12, 2011	\$Nil
	21,200	\$9.50	Nov 7, 2011	\$Nil
	30,000	\$13.16	May 9, 2012	\$Nil
	50,000	\$24.60	May 14, 2013	\$Nil
Gregory Van Staveren	8,800	\$11.25	May 12, 2011	\$Nil
	21,200	\$9.50	Nov 7, 2011	\$Nil
	30,000	\$13.16	May 9, 2012	\$Nil
	50,000	\$24.60	May 14, 2013	\$Nil
John Brough	45,000	\$13.16	May 9, 2012	\$Nil
	50,000	\$24.60	May 14, 2013	\$Nil

Value Vested during the Year

<u>Name</u>	<u>Option Awards – Value vested during the year</u>
William H. Myckatyn	\$253,772
Geoffrey S. Belsher	\$155,171
George W. Poling	\$155,171
Ken Williamson	\$170,231
Neil MacKenzie	\$155,171
Gregory Van Staveren	\$155,171
John Brough	\$166,500

The amounts reported in this table represent the aggregate dollar value that would have been realized during 2008 if all ‘in the money’ Option Awards had been exercised on their respective vesting dates. The Company’s stock option awards vest over a two year period and expire after five years. The vesting schedule for the above noted options is as follows: 1/3 on the grant date, 1/3 on the first anniversary of the grant date, and 1/3 on the second anniversary of the grant date. Therefore, the amounts in the above table include the vesting of stock option awards granted in previous years.

Equity Compensation Plan Information

The following table sets forth information concerning the number and price of securities to be issued under equity compensation plans to employees and others as at December 31, 2008.

<u>Plan Category</u>	<u>Number of securities to be issued upon exercise of outstanding options, warrants and rights</u> <u>(a)</u>	<u>Weighted-average exercise price of outstanding options, warrants and rights</u> <u>(b)</u>	<u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</u> <u>(c)</u>
Equity compensation plans approved by securityholders	4,958,277	\$15.63	1,641,798
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	4,958,277	\$15.63	1,641,798

Stock Option Plan

On December 17, 2003, as amended in May 2007, the board of directors and Shareholders of Quadra adopted the Company's Stock Option Plan (the “**Plan**”). The Plan complies with the rules and policies of the TSX.

The Plan provides that the total number of Shares which may be issued pursuant to the Plan shall not exceed a number of Shares equal to 10% of the issued and outstanding Shares from time to time. Accordingly, as of the date hereof, the Plan allows for 6,600,075 Shares to be reserved for issuance under the Plan, of which there are currently 4,902,877 options outstanding. Certain restrictions contained in the Plan include:

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

- (c) the number of Shares which may be issued pursuant to the Plan (or any other employee-related plan or options for services) (i) to all insiders of the Company within a one-year period may not exceed 10% of the issued and outstanding Shares on a non-diluted basis from time to time and (ii) to any one insider within a one-year period may not exceed 5% of the issued and outstanding Shares on a non-diluted basis from time to time.

The Board, with the assistance of the Compensation Committee, administers the Plan and has full and final authority with respect to the granting of options thereunder. Options may be granted under the Plan to such directors, officers, employees or consultants of Quadra and its subsidiaries as the Board or the Compensation Committee may from time to time designate. The exercise price of any options granted under the Plan shall be determined by the Board or the Compensation Committee, but in any event will be in compliance with the rules and policies of the TSX and shall not be less than the closing price of the Shares on the TSX for the last market trading day prior to the effective date of the grant of the option. Quadra may provide financial assistance to eligible persons to purchase Shares under the Plan, subject to applicable laws and the rules and policies of any securities regulatory authority or stock exchange with jurisdiction over the Company or a trade in its securities. Any financial assistance so provided will be repayable with full recourse and the term of any such financing shall not exceed the term of the option to which the financing applies.

The term of any options granted shall be determined by the Board or the Compensation Committee at the effective time of the grant but, subject to earlier termination in the event of termination of employment (for or without cause) or in the event of death or disability, the term of any options granted under the Plan shall not exceed ten years. If desired by the Board or the Compensation Committee, options granted under the Plan may be subject to vesting provisions. Options granted under the Plan are not transferable or assignable other than by will or otherwise by operation of law. Subject to certain exceptions, in the event that an option holder ceases to provide services to Quadra, options granted to such option holder under the Plan will expire 30 days later. In the event of death or disability of an option holder, options granted under the Plan expire one year from the death or disability of the option holder.

Quadra's board of directors may at any time terminate or amend the Plan in certain respects, provided however, that the board may not, without the approval of the Shareholders, amend the Plan or any option granted thereunder in any manner that requires Shareholder approval under applicable laws or the rules and policies of any stock exchange or quotation system upon which the Shares are listed or quoted.

Indebtedness of Directors and Executive Officers

The Company is not aware of any individual who is, or who at any time during the most recently completed financial year was, a director or executive officer of the Company, any proposed nominee for election as a director of the Company, or any associate of any of the foregoing, who is, or has been at any time since the beginning of the most recently completed financial year of the Company, indebted to the Company or any of its subsidiaries or whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year of the Company, has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

AVAILABILITY OF DOCUMENTS

The Company will provide to any person or corporation, upon request, one copy of any of the following documents:

- (a) the Company's latest Annual Information Form, together with any document, or other pertinent pages of any document, incorporated therein by reference; and
- (b) the financial statements of the Company for the Company's most recently completed financial year, together with the auditor's report thereon and Management's Discussion and Analysis, and any interim financial statements of the Company subsequent to the financial statements for the Company's most recently completed financial year.

Copies of the above documents will be provided, upon request to the Secretary of the Company at Suite 2414, Four Bentall Centre, 1055 Dunsmuir Street, Vancouver, British Columbia, Canada, V7X 1K8, free of charge to a Shareholder. The Company may require the payment of a reasonable charge from any person or corporation who is not a Shareholder and who requests a copy of any such document. The above documents, together with additional information relating to the Company, are available on SEDAR at www.sedar.com.

The contents and sending of this Information Circular have been approved by the board of directors of the Company.

DATED at Vancouver, British Columbia April 6, 2009.

QUADRA MINING LTD.

“Paul M. Blythe”

(Signed) PAUL M. BLYTHE
President and Chief Executive Officer

SCHEDULE "A"

SPECIAL RESOLUTION OF THE SHAREHOLDERS OF QUADRA MINING LTD. (the "Company")

RE: Amendment of Authorized Capital Structure

WHEREAS the Company, pursuant to Section 54 of the *Business Corporations Act* (British Columbia), wishes to obtain the requisite shareholder approval of an amendment to its authorized share structure in order to increase its authorized capital as more particularly described in the Management Information Circular of the Company dated April 6, 2009:

NOW THEREFORE BE IT RESOLVED as a special resolution that:

1. the Notice of Articles of the Company be amended to increase the authorized share structure of the Company from 1,000,000,000 common shares without par value to an unlimited number of common shares without par value; and
2. any one director or one officer of the Company be, and is hereby authorized, empowered and instructed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under seal of the Company or otherwise, and to deliver or to cause to be delivered, all such documents, agreements and instruments and to do or to cause to be done all such other acts and things as such one director or one officer of the Company shall determine to be necessary or desirable in order to carry out the intent of this special resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of such action or thing.

SCHEDULE "B"

ORDINARY RESOLUTION OF THE SHAREHOLDERS OF QUADRA MINING LTD. (the "Company")

RE: Amendment to the Shareholder Rights Plan of the Company

WHEREAS the Company, pursuant to Section 5.4(2) of the Shareholder Rights Plan, wishes to obtain the requisite shareholder approval of amendments to the Shareholder Rights Plan as more particularly described in the Management Information Circular of the Company dated April 6, 2009:

NOW THEREFORE BE IT RESOLVED as an ordinary resolution that:

1. The definition of "Permitted Bid Expiry Date" be deleted and replaced with the following:

" **Permitted Bid Expiry Date**" means 60 days following the date of commencement of the Take-Over Bid."
2. The definitions of "Pre-Feasibility Study" and "Sierra Gorda Property" be deleted.
3. The following be added as Section 2.3(n):

"Pro-rata Adjustment to Shares issuable upon exercise of Rights. If at any time, the number of Common Shares which would be issuable if all Rights were exercised exceeds the total number of Common Shares available for issuance out of the Company's authorized capital, the Board of Directors may adjust the number of Common Shares which may be acquired upon exercise of the Rights and/or the Exercise Price in order to allow holders of Rights to acquire a lesser number of Common Shares, provided that each eligible holder of Rights shall be entitled to acquire the same pro rata number of Common Shares as other Rights holders after such adjustment as before."
4. Any one director or one officer of the Company be, and is hereby authorized, empowered and instructed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under seal of the Company or otherwise, and to deliver or to cause to be delivered, all such documents, agreements and instruments and to do or to cause to be done all such other acts and things as such one director or one officer of the Company shall determine to be necessary or desirable in order to carry out the intent of this special resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of such action or thing.
5. The Board of Directors of the Company be and it is authorized to abandon all or any part of this resolution at any time prior to giving effect thereto.

SCHEDULE “C”

STATEMENT OF QUADRA MINING LTD.’S GOVERNANCE PRACTICES

The following table sets forth the disclosure requirements for Corporate Governance Disclosure as set out in Form 58-101F1, which was enacted pursuant to National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“NI 58-101”).

The Company’s practices are consistent with or exceed the best practices recommended by Canadian Securities Administrators’ National Policy 58-201 - *Corporate Governance Guidelines*, except as disclosed below. The board of directors is committed to maintaining high standards of corporate governance and accordingly reviews its corporate governance practices from time to time to assess the effectiveness and appropriateness of such practices.

<i>1. Board of Directors</i>							
a	<p>Disclose the identity of directors who are independent.</p> <p>Independent directors:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">John Brough</td> <td style="width: 33%;">George Poling</td> <td style="width: 33%;">Neil MacKenzie</td> </tr> <tr> <td>Ken Williamson</td> <td>Gregory Van Staveren</td> <td></td> </tr> </table> <p>The board of directors notes that William H. Myckatyn, Chairman, will become independent on June 30, 2009. See Item 1.b below.</p>	John Brough	George Poling	Neil MacKenzie	Ken Williamson	Gregory Van Staveren	
John Brough	George Poling	Neil MacKenzie					
Ken Williamson	Gregory Van Staveren						
b.	<p>Disclose the identity of directors who are not independent, and describe the basis for that determination.</p> <p>William H. Myckatyn Mr. Myckatyn is not independent as he was the Chief Executive Officer of the Company until June 30, 2006. He will become independent on June 30, 2009.</p> <p>Paul M. Blythe Mr. Blythe is not independent as he is President and Chief Executive Officer of the Company.</p>						
	<p>Geoffrey Belsher</p> <p>At the request of the board of directors, Mr. Belsher served as an officer of Quadra’s holding company subsidiaries in the Cayman Islands and Barbados from July 30, 2004 to February 1, 2008 and from September 2007 to February 1, 2008, respectively. He was asked to do so in his capacity as an independent director in order to, among other things, provide independent oversight over the activities of these subsidiaries. He received no remuneration or other consideration for acting in such capacity. As part of the Company’s own review of its corporate governance in 2007, it was determined that under NI 58-101 any person who is or has been within the last three years an executive officer or employee of a subsidiary is “considered to have a material relationship” with the Company. NI 58-101 was introduced after Mr. Belsher’s initial appointment. As a result, Mr. Belsher resigned as an officer of these subsidiaries but, at the request of the board of directors, remains a director of these subsidiaries in order to continue to provide oversight over their activities. The board of directors is of the view that holding these offices in these circumstances during the past three years did not and does not compromise Mr. Belsher’s independence, regardless as to the provisions of NI 58-101. In fact it was his very independence that was the reason for his appointment. Accordingly, while the board of directors is of the view that Mr. Belsher is an independent director, he does not so qualify under NI 58-101 due to these prior officerships.</p>						

	<p>The board of directors further notes that Mr. Belsher is a partner at Blake, Cassels & Graydon (U.S.) LLP, which is an affiliate of Blake, Cassels & Graydon LLP, which provides legal services to the Company. The board of directors has considered this relationship and has determined that Mr. Belsher is an independent director. In making this determination, the board of directors concluded that Mr. Belsher does not have a relationship with the Company which could, in the reasonable judgment of the board of directors, be reasonably expected to interfere with the exercise of his independent judgment. In this regard, the board of directors considered, among other matters, the lack of materiality to the law firm of the fees paid to it by the Company, the fact that he receives no compensation tied to the legal fees paid to the law firm by the Company, the fact that he does not provide any legal advice to the Company and his conduct as a director.</p>	
c.	<p>Disclose whether or not a majority of directors are independent. Yes, the majority of directors are considered independent within the meaning of NI 58-101.</p>	
d.	<p>Disclose directors' directorships in other public entities.</p>	
	William H. Myckatyn	<p>First Point Minerals Corp., a TSX Venture Issuer</p> <ul style="list-style-type: none"> has been a director since February 1999 and is a member of their Audit and Nominating Committees <p>Pacific Rim Mining Corp., a TSX and AMEX Issuer</p> <ul style="list-style-type: none"> has been a director since April 2002 and Lead Director since January 2006 and is a member of their Compensation, Nominating and Environmental Committees
	Paul M. Blythe	None
	Neil MacKenzie	None
	Geoffrey Belsher	None
	George Poling	<p>Bioteq Environmental Technologies Inc., a TSX Issuer</p> <ul style="list-style-type: none"> has been a director since December 2000, is the Chairman of the Board and a member of their Audit and Technical Committees <p>Trigon Uranium Corp., a TSX Venture Issuer</p> <ul style="list-style-type: none"> has been a director since March 2003, is the Chairman of the Board and is a member of their Audit Committee <p>Minterra Resource Corp., is a TSX Venture Issuer</p> <ul style="list-style-type: none"> has been a director since December 1995 and is a member of their Audit Committee
	Ken Williamson	<p>Goldcorp Inc., a TSX and NYSE Issuer</p> <ul style="list-style-type: none"> has been a director since November 2006 and is a member of their Audit and Compensation Committees. <p>Bioteq Environmental Technologies Inc., a TSX Issuer</p> <ul style="list-style-type: none"> has been a director since April 2001 and is a member of their Compensation and Governance Committees <p>Uranium One Inc., a TSX Issuer</p> <ul style="list-style-type: none"> has been a director since December 2005 and is a member of their Audit and Compensation Committees

	Gregory Van Staveren	<p>Royal Laser Corp., a TSX Issuer</p> <ul style="list-style-type: none"> • has been a director since February 2005, is their lead director and chair of their Audit Committee, as well as a member of their Compensation and Disclosure Committees <p>North American Palladium Ltd., a TSX and AMEX Issuer</p> <ul style="list-style-type: none"> • has been a director since February 2003, is Chair of their Audit Committee and their Governance and Compensation Committee <p>Starfield Resources Inc., a TSX Issuer</p> <ul style="list-style-type: none"> • Part time chief financial officer since September 2007 <p>AIM Health Group Inc., a TSX Venture Issuer.</p> <ul style="list-style-type: none"> • Part time Chief Financial Officer
	John Brough	<p>Silver Wheaton Corp., a TSX and NYSE Issuer</p> <ul style="list-style-type: none"> • has been a director since October 2004 and is the Chair of their Audit Committee and a member of their Governance and Nominating Committee <p>Kinross Gold Corporation, a TSX and NYSE Issuer</p> <ul style="list-style-type: none"> • has been a director since January 1994 and is a member of their Compensation and Nominating Committee and Chair of their Audit Committee <p>Livingston International Income Fund, a TSX Issuer</p> <ul style="list-style-type: none"> • has been a Trustee/Director since February 2006 and is a member of their Special Committee reviewing the impact of taxation in income trusts <p>First National Financial Income Fund, a TSX Issuer</p> <ul style="list-style-type: none"> • has been a Trustee/Director since June 2006, and is their Lead Director and Chair of their Audit Committee <p>Canadian Real Estate Investment Fund</p> <ul style="list-style-type: none"> • has been a director since May 2008 and is a member of their Audit Committee and on their Investment Committee
e.		<p>Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.</p> <p>The independent directors hold at least four meetings per year at which members of management and non-independent directors are not in attendance. Such meetings may be held during a portion of regularly scheduled board meetings, provided that time must be specifically scheduled and devoted to meeting without members of management and non-independent directors present. Such sessions were held during five regularly scheduled Board meetings in 2008. The independent directors may also meet from time to time with members of management in attendance.</p>

f.	<p>Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities.</p> <p>William H. Myckatyn is the Chairman of the board of directors and is not considered an independent director, because he was the Chief Executive Officer of the Company until June 30, 2006. He will become independent on June 30, 2009. See Item 1. b. above.</p> <p>The board has appointed Ken Williamson, an independent director, as Lead Independent Director. Mr. Williamson acts as Chair of the meetings of independent directors.</p> <p>Pursuant to the position description adopted for the Lead Independent Director, Mr. Williamson shall: (i) assist the Chairman to manage the board and its committees in a manner that ensures that these relationships are effective and efficient and further the best interests of the Company; (ii) oversee the process of evaluation of the board, its committees and individual directors; (iii) act as the principal sounding board and counsellor for the Chairman; (iv) ensure that the Chairman is aware of the concerns of the independent directors, Shareholders and other stakeholders; (v) work with the Chairman to assist in fulfilling the Chairman's responsibilities in managing the board; (vi) work with the Chairman to co-ordinate the agenda for board meetings; (vii) chair and manage all meetings of the independent directors; (viii) attend committee meetings when it is appropriate to do so; (ix) meet from time to time with the Chairman and the CEO to convey and discuss concerns of the independent directors; and (x) meet from time to time with the Chairman and CEO to understand the feedback being received from Shareholders.</p>																								
g.	<p>Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.</p> <table border="0" data-bbox="272 877 1328 1192"> <tr> <td>William H. Myckatyn</td> <td>17 of 17 Board Meetings</td> <td>N/A</td> </tr> <tr> <td>Gregory Van Staveren</td> <td>17 of 17 Board Meetings</td> <td>6 of 6 Committee Meetings</td> </tr> <tr> <td>Paul M. Blythe</td> <td>17 of 17 Board Meetings</td> <td>N/A</td> </tr> <tr> <td>Geoffrey S. Belsher</td> <td>16 of 17 Board Meetings</td> <td>4 of 4 Committee Meetings</td> </tr> <tr> <td>George W. Poling</td> <td>16 of 17 Board Meetings</td> <td>6 of 6 Committee Meetings</td> </tr> <tr> <td>Ken Williamson</td> <td>16 of 17 Board Meetings</td> <td>8 of 8 Committee Meetings</td> </tr> <tr> <td>Neil MacKenzie</td> <td>15 of 17 Board Meetings</td> <td>6 of 6 Committee Meetings</td> </tr> <tr> <td>John Brough</td> <td>14 of 17 Board Meetings</td> <td>6 of 6 Committee Meetings</td> </tr> </table>	William H. Myckatyn	17 of 17 Board Meetings	N/A	Gregory Van Staveren	17 of 17 Board Meetings	6 of 6 Committee Meetings	Paul M. Blythe	17 of 17 Board Meetings	N/A	Geoffrey S. Belsher	16 of 17 Board Meetings	4 of 4 Committee Meetings	George W. Poling	16 of 17 Board Meetings	6 of 6 Committee Meetings	Ken Williamson	16 of 17 Board Meetings	8 of 8 Committee Meetings	Neil MacKenzie	15 of 17 Board Meetings	6 of 6 Committee Meetings	John Brough	14 of 17 Board Meetings	6 of 6 Committee Meetings
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2. Board Mandate																									
a.	<p>The board of directors has the following mandate:</p> <p>In meeting its obligations, the board shall act as a whole or as permitted by applicable laws through a committee of the board of directors. The board of directors' mandate falls into the following seven categories:</p> <p>1. Selection of Management</p> <p>The Board has the responsibility for:</p> <ol style="list-style-type: none"> a. appointing, monitoring and reviewing the performance of, approving the remuneration for, providing counsel and advice to and replacing the CEO; b. approving the appointment of all executive officers, taking into account the advice of the CEO; and c. to the extent feasible, satisfying itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the Company. 																								

2. Strategic Planning

The Board has the responsibility for:

- a. adopting a strategic planning process and approving, on at least an annual basis, a strategic plan that takes into account, among other things, the opportunities and risks of the Company's business;
- b. monitoring the Company's progress towards its goals, and to revise and alter its direction in light of changing circumstances; and
- c. taking action when the Company's performance falls short of its goals or in other special circumstances (for example, mergers and acquisitions or changes in control).

3. Risk Identification

The Board has the responsibility for identifying principal risks of the Company's business and ensuring the implementation of appropriate systems to manage those risks.

4. Communications

The Board has the responsibility for:

- a. ensuring that the financial results of the Company are reported fairly and in accordance with applicable laws;
- b. ensuring the timely reporting of material information in compliance with applicable laws; and
- c. adopting a communications policy to ensure that communications to the public regarding the Company are timely, factual, accurate and broadly disseminated in accordance with applicable laws.

5. Succession Planning

The Board has the responsibility for:

- a. planning for the succession of senior management, including appointing, training and monitoring; and
- b. planning for the succession of the directors

6. Internal Controls

The Board has the responsibility for ensuring that internal control and information management systems are implemented and maintained.

7. Corporate Governance

The Board has the responsibility for:

- a. developing the Company's approach to corporate governance, including reviewing and amending as appropriate the Governance Manual;
- b. monitoring compliance with the corporate governance guidelines established in the Governance Manual; and
- c. confirming that the Company operates at all times in compliance with applicable laws and in accordance with high ethical and moral standards established by the board from time to time (as set out in the Company's Code of Business Conduct and Ethics available from the Company's website at www.quadramining.com).

3. Position Descriptions	
a	<p>Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.</p> <p>The board of directors has also adopted a position description for the Chairman, the Lead Independent Director and the Chairman of each committee of the board of directors.</p> <p>The board of directors has established written mandates for the board of directors and each of the Audit Committee, Governance and Nominating Committee, Compensation Committee, and Safety and Environmental Committee, each of which sets out the roles and responsibilities of the board and each committee.</p> <p>The Governance and Nominating Committee's mandate includes review of the description of the directors' duties and the division of duties among directors, the Chairman, the Lead Independent Director, the President and Chief Executive Officer and management.</p>
b.	<p>Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a written position description, briefly describe how the board delineates the role and responsibilities of the CEO.</p> <p>The board of directors has developed and maintains a position description for the President and Chief Executive Officer and has developed key performance indicators for the President and Chief Executive Officer representing the objectives of the Company, against which his performance is measured.</p>
4. Orientation and Continuing Education	
a	<p>Briefly describe what measures the board takes to orient new directors regarding:</p> <p>(i) the role of the board, its committees and its directors, and</p> <p>(ii) the nature and operation of the issuer's business.</p> <p>The board of directors has assumed responsibility to develop and provide an orientation and education program for new directors. The board delegates the orientation process to the Governance and Nominating Committee. In this regard, the Governance and Nominating Committee has developed, and the board has adopted, a Policy on Orientation and Continuing Education to, among other things, educate new directors with respect to the role of the board, its committees and directors as well as the nature and operation of the Company's business generally.</p>
b.	<p>Briefly describe what measures, if any, the board takes to provide continuing education for its directors.</p> <p>The board of directors has adopted a Policy on Orientation and Continuing Education to, among other things, provide continuing education opportunities for all directors, so that each individual director may maintain or enhance his or her skills and abilities as a director, as well as to ensure his or her knowledge and understanding of the Company's business remains current. In this regard, each continuing director: (i) with the consent of the Chairman, may attend at the reasonable expense of the Corporation, continuing education seminars relating to his or her position as a director and/or a member of any committee of the board of directors; (ii) shall be entitled to visit the Company's current principal asset, the Robinson Mine in Ely, Nevada at least once in every 12 month period; and (iii) may meet with outside counsel to the Company, in person or by telephone, to review and discuss the legal obligations of directors generally.</p>

5. Ethical Business Conduct	
a	<p>Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code:</p> <ul style="list-style-type: none"> (i) disclose how a person or company may obtain a copy of the code; (ii) describe how the board monitors compliance with the code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code; and (iii) provide a cross-reference to any material change report filed since the beginning of the issuer’s most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code. <p>The board of directors has adopted the Code of Business Conduct and Ethics. (the “Code”).</p> <p>A copy of the Code is publicly available through the Company’s website at www.quadramining.com, on SEDAR at www.sedar.com or by request to the Investor Relations Manager.</p> <p>The board of directors monitors compliance with the Code through reports of the Disclosure Committee, which is a management committee that reports to the Audit Committee of the board of directors. In addition, the board has adopted a Whistleblower Policy which provides employees the ability to contact the Chair of the Audit Committee, who is an independent director. Employees are required to sign off as to their understanding and awareness of the Code and the Whistleblower Policy at the commencement of their employment. In addition, all policies are published in all of the employee handbooks.</p> <p>There have not been any material change reports filed since the beginning of the Company’s most recently completed financial year that pertain to any conduct of a director or executive officer that constitutes a departure from the Code.</p>
b.	<p>Describe any steps the board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.</p> <p>Any director with a material interest in a transaction or agreement being considered by the board of directors is required to declare such material interest and either absent themselves from the board of directors’ meeting where such transaction or agreement is being considered or abstain from voting with respect to such transaction or agreement.</p> <p>Management is also to disclose any material interest in a transaction or agreement being considered by the board of directors. Such management would not be present at the board of directors’ meeting at which such transaction is being considered.</p> <p>The Governance and Nominating Committee on an annual basis reviews the outside directorships held by all directors and officers in order to determine if such position creates a material conflict of interest.</p>
c.	<p>Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.</p> <p>The Governance and Nominating Committee is responsible for the development of overall governance for the Company, a continuing assessment of corporate governance matters and to make recommendations to the board of directors regarding the Company’s approach to corporate governance.</p> <p>In addition to the Code, the board has established other policies to encourage and promote a culture of ethical business conduct, including a Disclosure Policy, a Whistle Blower Policy, an Environmental and Safety Policy and an Employee Safety Rule Book.</p>
6. Nomination of directors	
a.	<p>Describe the process by which the board identifies new candidates for board nomination.</p> <p>The Governance and Nominating Committee’s mandate includes recommending directors to the board of directors to fill vacancies on the board of directors or to be proposed for election at the annual Shareholders’ meeting. The Governance and Nominating Committee has not adopted a formal process to be followed in all circumstances, but rather prefers to consider its process in connection with the circumstances at the time a new nominee is required.</p>

b.	<p>Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.</p> <p>The Governance and Nominating Committee is currently composed of Geoffrey Belsher, Greg Van Staveren and John Brough, of whom, Mr. Van Staveren and Mr. Brough are considered Independent. Mr. Belsher is the Chair of the Committee.</p> <p>The board of directors does not believe that any additional active steps are necessary to encourage an objective nomination process, taking into account that the Governance and Nominating Committee is not composed entirely of independent directors because Mr. Belsher is technically not considered independent as he was formerly an unpaid officer of certain subsidiaries solely for governance purposes- see Item 1.b.</p>
c.	<p>If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.</p> <p>The purpose of the Governance and Nominating Committee is to, among other things: (a) identify individuals qualified to become new board members and to recommend to the board new director nominees from time to time; and (b) assist the Chairman in overseeing the process of evaluation of the board, its committees and individual directors.</p> <p>On an annual basis in advance of the nominations for election of directors at the Company's annual Shareholders meetings, the Governance and Nominating Committee: (i) considers what competencies and skills the board, as a whole, should possess; and (ii) assesses what competencies and skills each existing director possesses. In addition, each member of the board completes a Board Review Questionnaire, a summary of which is shared with all directors.</p> <p>The board of directors has adopted a policy that it will annually consider its size and will increase or decrease the number of directors to facilitate more effective leadership and decision-making. The board has delegated such annual consideration to the Governance and Nominating Committee but the board reserves for itself the responsibility for recommending to Shareholders the size of the board of directors.</p> <p>The Governance and Nominating Committee has adopted a written Charter that sets out the Committee's purpose, responsibilities, member qualifications, member appointment and removal, structure and operations (including any authority to delegate to individual members and subcommittees) and manner of reporting to the board of directors.</p> <p>Each committee of the board, including the Governance and Nominating Committee, has the authority to engage independent counsel and other advisors that it considers necessary to carry out its duties and to set and commit the Company to pay the compensation for any such advisors.</p>

7. Compensation	
a.	<p>Describe the process by which the board determines the compensation for the Company's directors and officers.</p> <p>The Company's compensation structure is designed to motivate and reward performance, and to be competitive with the compensation arrangements of similar companies in the mining industry. The compensation objective of the Company is to attract high quality individuals and motivate them for high performance. It is therefore the policy of the Company to pay executive salaries at the median of their peers in the mining industry. In support of this policy, the Committee commissioned specific studies of mining industry comparables to guide the setting of salaries for its executives. Each executive officer's position is evaluated based on the skill requirements and degree of responsibility required of the individual. This evaluation provides a basis for both the internal and external comparison of positions.</p> <p>The Compensation Committee makes recommendations to the board regarding all the four major components of compensation for all of the Company's executive officers:</p> <ol style="list-style-type: none"> 1. Base salaries; 2. Extended group benefits; 3. Annual bonuses; and 4. Stock option incentives. <p>The Compensation Committee prepares a proposal for director's compensation for consideration by the board annually, based on a review of the compensation for peer companies, as prepared by external consultants.</p>
b.	<p>Disclose whether or not the board has a compensation committee composed entirely of independent directors.</p> <p>The Compensation Committee currently consists of Ken Williamson, lead director, George Poling and Neil MacKenzie, all of whom are considered independent directors. Mr. Williamson is the Chair of the Committee. See Item 1. a. and b. above.</p>
c.	<p>If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.</p> <p>The charter of the Compensation Committee includes: (a) reviewing and approving corporate goals and objectives relevant to the President and Chief Executive Officer's compensation; (b) evaluation of the President and Chief Executive Officer against those goals and objectives; and (c) making recommendations to the board of directors with respect to the President and Chief Executive Officer's compensation based on its evaluation. The Compensation Committee develops appropriate compensation policies for the other officers of the Company and evaluates senior management's performance.</p>
d.	<p>If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state the fact and briefly describe the nature of the work.</p> <p>In 2007, the Company hired Mr. Eric White, a former Partner at Chancellor Partners and professional HR consultant to the Company, to act as Vice President, Human Resources of the Company and he has acted in that capacity since that time. The Company did not retain a compensation consultant or advisor during the most recently completed financial year.</p>

8. Other Board Committees	
a.	<p>If the board has other standing committees other than audit, compensation and nominating committees, identify the committee and describe their function.</p> <p>The board has established an Environmental and Safety Committee. The purpose of the Environmental and Safety Committee is to: (a) review and recommend to the board environmental and occupational health and safety policies and policy improvements that will assist the Company, its subsidiaries and managed joint ventures to comply with all applicable laws and regulations during exploration, operation and closure activities; (b) monitor, on behalf of the board, the Company's, its subsidiaries' and managed joint ventures' compliance with its approved environmental and occupational health and safety policies and with appropriate laws and regulations; and (c) monitor, on behalf of the board, the Company's, its subsidiaries' and managed joint ventures' permits and permitting processes.</p>
9. Assessments	
a.	<p>Disclose what steps, if any, the board takes to satisfy itself that the board, its committees and its individual directors are performing effectively.</p> <p>The board has adopted a Policy on Board Review Process.</p> <p>The Board Review Process: (a) provides directors with an opportunity once each year to evaluate the board's and each board committee's performance and to make suggestions for its improvement; (b) provides an opportunity for the board to comment on the Chairman's leadership; (c) provides an opportunity for the Chairman to evaluate each director's individual performance and to make suggestions for improvement; (d) provides directors with the opportunity to comment on the performance of the Lead Independent Director; and (e) relates directly to the description of the roles and responsibilities of the board, each of its committees, the Chairman, Lead Independent Director and each individual director.</p> <p>The Board Review Process is overseen by the Lead Independent Director. Reviews of the Lead Independent Director are overseen by the Chairman of the Corporate Governance and Nominating Committee.</p>

Multilateral Instrument 52-110 - Audit Committees (“MI 52-110”) Requirements	
MI 52-110 Requirement	The audit committee must have a minimum of three members, each of whom must be “independent” and “financially literate.”
Does the Company align?	Yes
Description of Approach	The British Columbia <i>Business Corporations Act</i> , the statute that governs the Company, requires that the Audit Committee be composed of not less than three directors, a majority of whom are not officers or employees of the Company or any of its affiliates. The Audit Committee of the Company complies with these requirements and the requirements of MI 52-110.
	All members of the Audit Committee are “financially literate” and Greg Van Staveren, John Brough and Ken Williamson have “accounting or related financial expertise”, based on the criteria established by the board of directors in accordance with MI 52-110. The board of directors has adopted the definition of “financially literate” set forth in MI 52-110. ¹ See the Company’s 2008 Annual Information Form, filed on SEDAR at www.sedar.com , for information regarding the Audit Committee, its members and their respective relevant education and experience.
Audit Committee Charter	
MI 52-110 Requirement	The Audit Committee must have a written charter that sets out its mandate and responsibilities.
Does the Company align?	Yes
Description of Approach	The Audit Committee has a charter in place. See the Company’s 2008 Annual Information Form for the text of the charter. ²

¹ MI 52-110 defines “financial literacy” as the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

² In addition, all of the Company’s Committees’ descriptions and charters can be accessed through the Company’s website at www.quadramining.com under corporate governance.