



WASECO RESOURCES INC.

**NOTICE OF
MEETING
AND
INFORMATION
CIRCULAR**

2005

WASECO RESOURCES INC.

Suite 3000, 220 Bay Street., TORONTO, ONTARIO M5J 2W4

MANAGEMENT INFORMATION CIRCULAR

Solicitation of Proxies

This Information Circular is furnished in connection with the solicitation by the management of Waseco Resources Inc. ("the Corporation") of proxies to be used at the Annual and Special Meeting of Shareholders (the "Meeting") of the Corporation to be held at the time and place and for the purposes set forth in the annexed Notice of Meeting.

It is expected that the solicitation of proxies will be primarily by mail. Officers of the Corporation at nominal cost may also solicit proxies personally. The cost of solicitation by management will be borne by the Corporation.

Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy are Directors of the Corporation.

A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE MEETING MAY DO SO BY INSERTING IN THE BLANK SPACE PROVIDED IN THE ENCLOSED FORM OF PROXY THE NAME OF SUCH PERSON OR BY SUBMITTING A COMPLETED PROPER ALTERNATE FORM OF PROXY. A COMPLETED FORM OF PROXY MUST BE RECEIVED BY THE CORPORATION c/o EQUITY TRANSFER SERVICES INC., ATTENTION: PROXY DEPARTMENT, SUITE 420, 120 ADELAIDE ST. WEST, TORONTO, ONTARIO M5H 4C3, NOT LATER THAN 4:00 P.M. ON THE 31st DAY OF AUGUST, 2005.

A shareholder who has given a proxy may revoke it by depositing a written notice of revocation, executed by the shareholder or by his duly authorized attorney, either at the head office of the Corporation at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof, prior to the time of voting or in any other manner permitted by law, including without limitation, personal attendance at the Meeting. Where a shareholder is a corporation, an officer or attorney should execute a proxy or a revocation of proxy under corporate seal duly authorized to do so whose title should be given when signing in a representative capacity.

Exercise of Discretion by Proxies

The shares covered by all properly executed and unrevoked proxies received in time for the Meeting will be voted in accordance with the directions contained in the proxies. **IN THE ABSENCE OF SUCH DIRECTIONS, SUCH SHARES WILL BE VOTED FOR EACH OF THE MATTERS REFERRED TO IN THE PROXY.**

The accompanying form of proxy confers discretionary authority upon the persons named therein to exercise their judgment and to vote with respect to amendments or variations to matters identified in the Notice of Meeting or with respect to other matters which may properly come before the Meeting. At the time of printing this Information Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. **HOWEVER, IF ANY AMENDMENTS, VARIATIONS OR OTHER MATTERS WHICH ARE NOT KNOWN TO THE MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING, THE ACCOMPANYING PROXY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGEMENT OF THE PERSON OR PERSONS VOTING THE PROXY UNLESS THE SHAREHOLDER INSTRUCTS OTHERWISE.**

Financial Statements

The audited financial statements for the Corporation for the year ended February 28th, 2005, together with the Auditors' Report thereon, will be presented to the Shareholders at the Meeting. Copies of the 2005 audited financial statements and Auditors' Report thereon, as well as the Management Discussion and Analysis, are being mailed to Shareholders along with this Information Circular.

Voting Shares and Principal Holders Thereof

As of August 2nd, 2005 there are issued and outstanding 26,961,321 common shares ("Common Shares") of the Corporation, each carrying the right to one vote per share. Shareholders registered on the books of the Corporation (or their nominee) at the close of business on August 2nd, 2005 (the "Record Date") are entitled to vote at the Meeting, except to the extent that a shareholder transfers any of his or her shares after such Record Date and the transferee of such shares produces properly endorsed share certificates or otherwise establishes that he or she owns such shares and demands, not later than 10 days before the Meeting, that his or her name be included in the list of shareholders entitled to vote at the Meeting. To the knowledge of the Directors or Officers of the Corporation, there are no persons beneficially owning or exercising control or direction over 10% of the voting rights attaching to any class of outstanding voting securities of the Corporation entitled to be voted at the Meeting.

(a) Quorum

The By-Laws of the Corporation presently state that a quorum for the transaction of business at any meeting of shareholders shall be constituted by two persons present in person holding or representing the holders of a majority of the shares entitled to vote thereat (#75).

The Directors have passed a resolution reducing the quorum requirements to: “Two persons present in person holding or representing a minimum of five percent (5%) of the shares entitled to vote thereat.” In order for this Resolution to become effective, it must be confirmed by a majority of the votes cast at the Meeting.

(b) Election of Directors

The Articles of the Corporation provide that the Board of Directors shall consist of a minimum of three (3) members and a maximum of twenty (20) members. The number of Directors proposed to be elected is six (6). Each of the persons whose name appears hereunder is proposed to be elected as a Director of the Corporation to serve until the next Annual Meeting of shareholders or until his successor is duly elected or appointed, unless his office is earlier vacated in accordance with the bylaws.

Unless authority to do so is withheld, the persons named in the enclosed form of Proxy intend to vote FOR the election of the nominees whose names are set forth below. The management of the Corporation does not contemplate that any of the nominees will be unable to serve as a Director but, if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion unless the Shareholder instructs otherwise. The following table (to be read together with the notes thereto) states the names of all the persons proposed to be nominated for election as Directors, all other positions and offices with the Corporation now held by them, their municipalities of residence, their present principal occupation or employment, the date on which they first became Directors of the Corporation and the approximate number of common shares of the Corporation beneficially owned directly or indirectly or over which control or direction is exercised by each of them, if any, as of August 2nd, 2005.

Name, Current Position with the Corporation and Municipality of Residence	Principal Occupation (1)	Date on Which First Elected As a Director	Shares of the Corporation Beneficially Owned or Over Which Control or Direction is Exercised (2)
Derek Bartlett (3), Director Mississauga, Ontario	Independent Geologist;	May 8, 1996	31,500
Michael Bird, Vice-President, Asia and Director Jakarta, Indonesia	Independent Geologist	May 8, 1996	163,000
A.C.A. ("Peter") Howe, Chairman and Director Toronto, Ontario	Mining Engineer and Consultant;	May 8, 1996	Direct 237,245 Indirect 136,250
James Richardson (3) Director Toronto, Ontario	Chartered Accountant; Managing Director of Merchant Capital Group Inc.	August 24, 2000	888,000
Richard Williams (3) President and Director Toronto, Ontario	Solicitor; President of Blackwell Investor Relations Corp.	February 27, 1995	1,532,400
Stanley Hawkins Director Toronto, Ontario	Mining Engineer, President of Tandem Resources Ltd.	March 4, 2005	250,000

- (1) All of the directors and officers have held their principal occupations as set out above for more than the last five years. Mr. Williams currently serves as a director of Adroit Resources Inc., Aranka Gold Inc and Western International Explorations Ltd. Mr. Richardson is a director of Argus Corporation, Roxmark Mines Ltd. and Datalex Corp. He has been Managing Director of Merchant Capital Group Inc. since 2000, prior to which he was Chairman of Manaca Inc., Company Doctors, for the previous 5 years, a position he continues to hold. Mr. Richardson was a director of Plaintree Systems Inc. (1999-2003) and also a director of Houston Lake Mining Inc. (1999-2000). Mr. Bartlett is a director of Diadem Resources Ltd., Newport Gold Inc., Kingsman Resources Inc. Oromin Explorations Ltd., Saville Resources Inc. and X-Cal Resources Ltd. Mr. Hawkins is a director of Aavdex Corporation and Yangarra Resources Inc.
- (2) The information as to shares beneficially owned directly or indirectly, not being within the knowledge of the Corporation, has been furnished by the respective proposed Directors individually.
- (3) Members of the Audit Committee.

Statement of Executive Compensation Summary Compensation Table

The following table (presented in accordance with the regulation (the "Regulation") made under the Securities Act (Ontario) sets forth all compensation for services earned in respect of the fiscal years ended February 28th, 2005, February 29, 2004, and February 28, 2003, for the named executive officers of the Corporation (1):

Name and Principal Position (1)	Year	Financial Compensation			Long Term Compensation Awards/ Securities under Options Granted (2)
		Salary	Bonus	Other Comp.	
A.C.A. Howe, Chairman and C.E.O.	2005	Nil	Nil	Nil	Nil
	2004	Nil	Nil	Nil	Nil
	2003	Nil	Nil	Nil	200,000
Richard Williams President and C.O.O.	2005	Nil	Nil	Nil	Nil
	2004	Nil	Nil	Nil	Nil
	2003	Nil	Nil	Nil	200,000

Notes:

- (1) For the relevant periods, no executive officer earned compensation in excess of \$100,000.00
- (2) These options were granted pursuant to and are governed by the Corporation's Stock Option Plan.

Long-Term Incentive Plan

The Corporation does not presently have a long-term incentive plan for its executive officers.

Options Granted in Last Fiscal Year

There were no options granted during the last fiscal year.

Aggregated Option Exercises in last Fiscal Year and Fiscal Year-end Option Values

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$)	Unexercised Options at Year End (#)	Value of Unexercised in the money Options at year end(\$)
A.C.A. Howe	-	Nil	200,000	Nil
S. Baran	-	Nil	200,000	Nil
D. Bartlett	-	Nil	200,000	Nil
M. Bird	-	Nil	200,000	Nil
J. Richardson	-	Nil	200,000	Nil
R. Williams	-	Nil	200,000	Nil

Compensation of Directors and Senior Officers

The Directors and Officers of the Corporation were not paid any cash remuneration during the year ended February 28th, 2005 for acting as Directors and Officers of the Corporation. Directors and Officers participate in the Corporation's Stock Option Plan.

Indebtedness of Directors and Senior Officers

None of the Directors or Senior Officers of the Corporation or any associates or affiliates of any of them is or has been indebted to the Corporation at any time since the beginning of the last completed financial year of the Corporation.

Compensation Committee

The Corporation did not have a Compensation Committee in 2005. The Board of Directors of the Corporation determines the terms of employment, salaries and other remuneration of executive officers of the Corporation.

(c) Appointment of Auditors

Unless authority to do so is withheld, it is intended that the persons named in the proxy will vote FOR the appointment of Parker, Simone, LLP. Chartered Accountants, to serve as Auditors of the Corporation until the next Annual Meeting of Shareholders, and will vote to authorize the Directors to fix their remuneration. Parker, Simone LLP. Chartered Accountants have been the Auditors of the Corporation since July, 2004.

Interests of Certain Persons in Matters to Be Acted Upon

No person who has been a director or an officer of the Corporation at any time since the beginning of its last completed financial year or any associate of any such director or officer 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, except as disclosed in this Information Circular.

(d) Stock Option Plan

Shareholder approval for our current Stock Option Plan (the “Plan”) 2004 was obtained at our Annual and Special meeting held on September 10th, 2004. The purpose of the Stock Option Plan is to encourage ownership of Waseco’s common shares by persons (“Eligible Persons”) who are directors, senior officers and key employees of, as well as consultants and employees of management companies providing services to Waseco. It is these individuals who are primarily responsible for the management and profitable growth of Waseco’s business. Management hopes that the Stock Option Plan will advance the interests of Waseco by providing additional incentive for superior performance by all eligible recipients.

The aggregate number of common shares in the capital of Waseco reserved for issuance under the Stock Option Plan is a maximum of 10% of the issued and outstanding shares capital of Waseco at the date of grant. If any options granted expire or terminate for any reason without having been exercised in full, the unpurchased shares will again be available under the Stock Option Plan. As our Stock Option Plan is a “rolling plan”, the policies of the TSX Venture Exchange (the “Exchange”) provide that we must seek shareholder approval of the plan annually. The Stock Option plan is subject to Exchange approval.

Terms of the Stock Option Plan

The following summary is a brief description of the Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan, which will be available for shareholders to review at the Meeting:

1. The maximum number of shares that may be issued upon the exercise of stock options previously granted and those granted under the Stock Option Plan will be a maximum of 10% of the issued and outstanding common shares at the time of the grant.
2. Stock options can be issued to persons who are directors, senior officers, employees and consultants of, or employees of management companies providing services to Waseco.
3. The option price of any common share in respect of which an option may be granted under the Stock Option Plan shall be fixed by the Board of Directors but shall be not less than the minimum price permitted by the Exchange or, if the shares are no longer listed for trading on the Exchange, then such other exchange or quotation system on which the shares are listed or quoted for trading.

4. The number of options granted to any one individual may not exceed 5% of the outstanding listed shares in any 12 month period.
5. The number of options granted to any one consultant may not exceed 2% of Waseco's outstanding listed shares in any 12 month period.
6. All options granted under the Stock Option Plan may not have an expiry dated exceeding five years from the date on which the Board of Directors grant and announce the granting of the option.
7. If the optionee ceases to be (other than by reason of death) an eligible recipient of options, then the option granted shall expire within 30 days after the date that the option holder ceases to be eligible, subject to the terms and conditions set out in the Stock Option Plan.
8. If an optionee ceases to be an eligible recipient of option by reason of death, an optionee's heirs or administrators shall have until the earlier of:
 - (a) one year from the death of the option holder; and
 - (b) the expiry date of the options

in which to exercise any portion of options outstanding at the time of death of the optionee.

9. The Stock Option Plan will be administered by Waseco's Board of Directors who will have the full authority and sole discretion to grant options under the Stock Option Plan to any eligible recipient, including themselves.
10. The options are not assignable or transferable by an optionee.
11. The Board of Directors may from time to time, subject to regulatory approval, amend or revise the terms of the Stock Option Plan.

Accordingly, Shareholders will be asked to consider and, if thought appropriate, to approve, with or without amendment, the following resolution:

Stock Option Plan Resolution

"BE IT RESOLVED that:

1. The Stock Option Plan be approved and that the Board of Directors of the Corporation be authorised in their absolute discretion to establish and administer the Stock Option Plan in accordance with its terms and conditions;
2. The Board of Directors be authorised on behalf of the Corporation to make any amendments to the Stock Option Plan as may be required by regulatory authorities, without further approval of the Corporation's Shareholders, in order to ensure adoption of the Stock Option Plan; and

Any two directors of the Corporation be and are hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary to give effect to this resolution.”

General

Information contained herein is given as of the Record Date. Except where noted, Management knows of no matters to come before the Meeting other than the matters referred to in the Notice of the Meeting. However, if any matters which are not now known should properly come before the Meeting, the accompanying form of Proxy will be voted on such matters in accordance with the best judgement of the person voting it unless the shareholder has indicated their desire to the contrary. The Directors of the Corporation have approved the content and sending of this Information Circular.

By Order of the Board
August 2nd, 2005

A.C. A. (“Peter”) Howe,
Chairman