

MOSQUITO CONSOLIDATED GOLD MINES LIMITED

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

NOTICE is hereby given that the Annual and Special General Meeting (the "Meeting") of **MOSQUITO CONSOLIDATED GOLD MINES LIMITED** (the "Company") will be held on **Friday, December 16, 2011** at 837 West Hastings Street, Vancouver, B.C. V6C 1V6 at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the Report of the Directors.
2. To receive and consider the audited financial statements of the Company for the fiscal year ended June 30, 2011 together with the auditor's report thereon.
3. To appoint auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditors.
4. To elect directors to hold office until the next Annual General Meeting and to fix the number of directors at 8.
5. To approve the proposed amended Stock Option Plan of the Company more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Plan and the policies of the TSX Venture Exchange.
6. To authorize on a disinterested basis:
 - (a) the reservation of a number of shares for issuance under stock options granted to insiders exceeding 10% of the number of outstanding listed shares; and
 - (b) the grant to insiders, within a 12 month period, a number of options exceeding 10% of the number of outstanding listed shares.
7. To consider and, if thought fit, approve an ordinary resolution to ratify, approve and confirm all lawful acts, contracts, proceedings, appointments and payments of money of and by the directors of the Company since the date of the Company's last annual general meeting.
8. To transact such other business as may properly come before the meeting.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. The report of the auditor and the audited financial statements of the Company for the year ended June 30, 2011 with related management discussion and analysis can be found on www.sedar.com.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular. Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Information Circular to ensure that their shares will be voted at the Meeting.

DATED at Vancouver, British Columbia, November 14, 2011.

BY ORDER OF THE BOARD OF DIRECTORS OF MOSQUITO CONSOLIDATED GOLD MINES LIMITED

Per: "*Brian A. McClay*"

Brian A. McClay, President, CEO and Director

MOSQUITO CONSOLIDATED GOLD MINES LIMITED

INFORMATION CIRCULAR

This information circular contains information as at November 14, 2011.

PERSONS MAKING THIS SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of Proxies by the Management of the Company for use at the Annual and Special General Meeting (the "Meeting") of the shareholders of MOSQUITO CONSOLIDATED GOLD MINES LIMITED (the "Company") to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting, and at any adjournment thereof. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by officers of the Company. The cost of solicitation will be borne by the Company.

GENERAL PROXY INFORMATION

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. In accordance with National Instrument 54-101 of the Canadian Securities Administrators, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the voting common shares in the capital of the Company (the "Shares") held on a record by such persons and the Company may reimburse such persons for reasonable fees and disbursements incurred by them in so doing. All costs of this solicitation will be borne by the Company.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy are directors, officers or other representatives of the Company. A shareholder entitled to vote at the Meeting has the right to appoint a person or company, who need not be a shareholder, to attend and act for the shareholder on the shareholder's behalf at the Meeting other than either the persons or company designated in the accompanying form of proxy, and may do so either by inserting the name of that other person in the blank space provided in the accompanying form of proxy or by completing and delivering another suitable form of proxy. Submitting a proxy by mail, by hand or by fax are the only methods by which a shareholder may appoint a person as proxy other than a director or officer of the Company named on the form of proxy.

Voting by Proxyholder

On a poll the nominees named in the accompanying form of proxy will vote or withhold from voting the Shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for. If the shareholder has specified a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. The proxy will confer discretionary authority on the nominees named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the proxy, the nominees named in the accompanying form of proxy will vote the Shares represented by the proxy at their own discretion for the approval of such matter.

Registered Shareholders

Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders electing to submit a proxy must complete, date and sign the form of proxy. It must then be returned to the Company's transfer agent, COMPUTERSHARE INVESTOR SERVICES INC., 100 University Street, 9th Floor, Toronto, ON, M5J 2Y1, or to the Company on or before the deadline for filing as set out in the form of the proxy. Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person.

Advice to Beneficial Holders of Shares

The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Information Circular 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. 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. Such Shares will more likely be registered under the names of the Shareholder's broker or an agent of that broker. In the United States, the vast majority of such Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Beneficial Shareholders should ensure that they follow the instructions of their broker to ensure their instructions respecting the voting of their Shares are communicated to the appropriate person.

Applicable regulatory policy requires intermediaries/brokers 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 to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Services ("Broadridge") in the United States and in Canada. Broadridge mails a voting instruction form in lieu of the form of proxy provided by the Company. The voting instruction form will name the same persons as the proxy to represent the Beneficial Shareholder at the Meeting. A Beneficial Shareholder has the right to appoint a person (who need not be a Beneficial Shareholder of the Company) other than the persons designated in the voting instruction form, to represent the Beneficial Shareholder at the Meeting. To exercise this right, the Beneficial Shareholder should insert the name of the desired representative in the blank space provided in the voting instruction form. The completed voting instruction form must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's 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. A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use it to vote Shares directly at the Meeting - the voting instruction form must be returned to Broadridge, as the case may be, 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 his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, Beneficial Shareholders may request in writing that their broker send to them a legal proxy which would enable them to attend at the Meeting and vote their Shares.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by either executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to COMPUTERSHARE INVESTOR SERVICES INC., 100 University Street, 9th Floor, Toronto, ON, M5J 2Y1 or at the address of the registered office of the Company at Suite 100 - 1616 West 3rd Avenue, Vancouver, B.C. V6J 1K2, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof or in any other manner provided by law. In addition, a proxy may be revoked by the registered shareholder personally attending the Meeting and voting the registered shareholder's Shares. A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and as set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board of Directors of the Company has fixed November 14, 2011 as the record date (the "Record Date") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Shares voted at the Meeting.

As of **November 14, 2011**, the Company had outstanding **81,812,446** fully paid and non-assessable Shares without par value, each carrying the right to one vote.

To the knowledge of the directors and executive officers of the Company, only the following person beneficially owned, directly or indirectly, or exercised control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company:

<u>Name</u>	<u>Number of Shares</u>	<u>Percentage of Outstanding Shares</u>
CDS & Co.*	63,035,423	77.05%
International Energy and Minerals Resources Investment (Hong Kong) Company Limited**	13,256,666	16.20%

*The beneficial shareholders represented by this registered holder(s) are unknown.

** This shareholder is represented by Mr. Hongxue Fu.

The above information was supplied to the Company by the shareholders and from the insider reports available at www.SEDI.ca.

FINANCIAL STATEMENTS

The comparative audited financial statements of the Company for the year ended June 30, 2011 and the report of the auditor thereof will be placed before the Meeting. The audited financial statements, the report of the auditor, together with the management's discussion and analysis can be found on www.sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to approve the resolutions described herein. A special resolution is a resolution passed by a majority of not less than **two-thirds (2/3)** of the votes cast by the shareholders who, being entitled to do so, voted in person or by proxy at the Meeting. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The size of the Board of Directors of the Company is currently determined at **7**. The board proposes that the number of directors be increased to **8**. Shareholders will therefore be asked to approve an ordinary resolution that the number of directors elected be fixed at **8**.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the British Columbia Business Corporations Act ("BCA"), each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following table sets out the names of management's nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at November 14, 2011.

Name, Office Held, Residence and Date First Appointed	Present Occupation and if not elected director Occupation for past 5 years	# of Shares Beneficially Owned, Directly or Indirectly, or Over which Control or Direction is Exercised at the Date of this Information Circular
Brian A. McClay ⁽¹⁾ <i>President, CEO and Director</i> Vancouver, B.C., Canada June 15, 2004	Businessman	1,004,010
Paul Kessler <i>Director</i> Los Angeles, CA, United States October 26, 2011	Principal for Bristol Capital Advisors, LLC since September 2001.	440,600 ⁽²⁾
William Jefferies <i>Secretary and Director</i> Vancouver, B.C., Canada December 6, 1999	Businessman	366,800
Patrick Bronson ⁽¹⁾ <i>Director</i> Hope, BC, Canada September 28, 1993	Businessman	1,230,000
Wayne Ash ⁽¹⁾ <i>Director</i> West Vancouver, B.C., Canada June 26, 2000	Mining Engineer	127,500
Matt Ball <i>Director</i> Lions Bay, B.C., Canada August 29, 2006	Senior Geologist	Nil
Merrill A. McPeak <i>Director</i> Lake Oswego, OR, United States October 26, 2011	Businessman	25,000
David Voyticky Nominee Los Angeles, Ca, United States	Businessman	Nil

⁽¹⁾ Member of Audit Committee

⁽²⁾ Shares held directly or indirectly

The following nominees were not elected to the present term of office by a vote of securityholders at a meeting:

Mr. Paul Kessler is an accomplished business entrepreneur with worldwide experience in resource and business development. Since 2001, he has been Principal, Portfolio Manager and Founder of Bristol Capital Advisors, LLC ("BCA"). His specialties include all aspects of sourcing, identifying, negotiating, structuring and re-structuring investment transactions with emerging growth public companies, including mergers, acquisitions, divestitures, venture capital, private equity, and other capital market activities. He has guided and overseen over 500+ investment transactions, whether as lead, co-lead, or syndicate investor. Mr. Kessler has also actively worked with executives and boards of companies on corporate governance and oversight, strategic repositioning and improving shareholder communication.

For the better part of a decade prior to the formation of BCA, Mr. Kessler was recognized as an active investor, financier and venture capitalist. His investments focused on emerging growth public companies and, to a lesser extent, private companies that were on the path of becoming public. As an investor he has invested, provided seed capital, and/or founded numerous successful emerging growth companies.

Mr. Kessler has been a guest speaker on the subject of financing emerging growth public companies at a variety of forums, including The PIPEs Conference, Los Angeles Venture Association (LAVA), Wall Street Reporter's Pipe Conference, and Pepperdine University's Graziadio School of Business and Management. He has attended courses at various colleges and universities, including Harvard Business School's Executive Education Program and UCLA's Extension Program. Mr. Kessler has passed the Series 65 Uniform Investment Advisor Examination.

General Merrill A. McPeak is a retired Four Star General after nearly four decades in the U.S. Air Force and served as USAF Chief of Staff from 1990 to 1994. General McPeak is President of McPeak and Associates, a company he founded in 1995. From 1990 until his retirement from active military service in late-1994, he was Chief of Staff of the U.S. Air Force. During this period, he was the senior officer responsible for organization, training and equipment of a combined active duty, National Guard, Reserve and civilian work force of over 850,000 people serving at 1,300 locations in the United States and abroad. As a member of the Joint Chiefs of Staff, he and the other service chiefs were military advisors to the Secretary of Defense and the President. A career fighter pilot, General McPeak flew 269 combat missions in Vietnam and performed in 199 official air shows with the Air Force's elite aerobatic team, the Thunderbirds. In a 37-year military career, General McPeak commanded NATO's 20th Fighter Wing, Twelfth Air Force, and Pacific Air Forces from 1988 to 1990. His term as service chief was characterized by active overseas military operations, including Desert Storm. At the same time, he conceived and executed perhaps the most important reorganization of the Air Force in its 60-year history.

General McPeak has sat on the boards of over a dozen publically traded companies, including long service with the airline, TWA, and with the test and measurement company, Tektronix. He was for many years Chairman of the Board of ECC, International, until that company was acquired by Cubic Corporation. Currently, General McPeak is a director of DGT Holdings, Derycz Scientific, Miller Energy Resources, Genesis Biopharma, and Coast Plating (privately held). He is Chairman of Ethicspoint, Inc., a Portland, Oregon-based provider of risk management and compliance software-as-a-service, including secure, anonymous reporting of ethical violations in the workplace.

General McPeak (B.A., Economics, San Diego State University, M.S., International Relations, George Washington University) is a member of the Council on Foreign Relations. In 1992, San Diego State honored him with its first ever Lifetime Achievement Award. He was among the initial seven inductees to the Oregon Aviation Hall of Honor. He was one of a dozen co-chairmen of Barack Obama's 2008 presidential campaign. Currently, he is Chairman of the American Battle Monuments Commission, responsible for supervising 24

cemeteries in 15 overseas countries that serve as final resting places for nearly 125,000 American war dead.

Mr. David Voyticky is currently President of Miller Energy Resources (NYSE: MILL), an oil and gas exploration company, and has more than 16 years of experience in corporate finance and merger and acquisition consulting.

Previously Mr. Voyticky served as a Vice President at the investment banks Goldman Sachs & Co. and Houlihan Lokey Howard & Zukin, where he advised public and private companies on mergers, acquisitions, divestitures, joint ventures, cross-border transactions, and capital-raising activities. He was also a founding partner in Red Mountain Capital Partners, and a partner in Chapman Capital LLC, an activist hedge fund focused on middle market public companies.

Mr. Voyticky received Juris Doctorate and Master's of Business Administration degrees from the University of Michigan, and also holds a Master's in International Policy and Economics from the Ford School at the University of Michigan. He received his Bachelor of Arts in Philosophy from Pomona College.

Other than as set out above, no proposed director (including any personal holding company of a proposed director), is:

- (1) as at the date of the 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 the Company) that:
 - (A) was the subject of a cease trade order (including a management cease trade order which applies to directors or executive officers), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued while such person was acting in the capacity as director, chief executive officer or chief financial officer; except as follows:
 - (B) was subject to an order that was issued after such person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer;
- (2) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (3) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (4) 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 since June 30, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; 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. No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

CORPORATE GOVERNANCE DISCLOSURE

Corporate governance relates to the activities of the board of directors (the "Board"), the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day- to-day management of the Company. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations. National Instrument 58-101 *Disclosure of Corporate Governance Practices* mandates disclosure of corporate governance practices in Form 58-101F2, which disclosure is set out below.

1. Board of Directors

The mandate of the Board is to supervise the management of the Company and to act in the best interests of the Company. The Board acts in accordance with:

- (a) the *Business Corporations Act* (British Columbia)
- (b) the Company's articles of incorporation and by-laws
- (c) the Company's code of business conduct
- (d) the charters of the Board and the Board committees; and
- (e) other applicable laws and Company policies

The Board approves all significant decisions that affect the Company before they are implemented. The Board supervises their implementation and reviews the results.

The Board is actively involved in the Company's strategic planning process. The Board discusses and reviews all materials relating to the strategic plan with management. The Board is responsible for reviewing and approving the strategic plan. At least one Board meeting each year is devoted to discussing and considering the strategic plan, which takes into account the risks and opportunities of the business. Management must seek the Board's approval for any transaction that would have a significant impact on the strategic plan.

The Board periodically reviews the Company's business and implementation of appropriate systems to manage any associated risks, communications with investors and the financial community and the integrity of the Company's internal control and management information systems. The Board also monitors the Company's compliance with its timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board periodically discusses the systems of internal control with the Company's external auditor.

The Board is responsible for choosing the President and appointing senior management and for monitoring their performance and developing descriptions of the positions for the Board, including the limits on management's responsibilities and the corporate objectives to be met by the management.

The Board approves all the Company's major communications, including annual and quarterly reports, financing documents and press releases. The Company communicates with its stakeholders through a number of channels including its web site. The Board approved the Company's communication policy that covers the accurate and timely communication of all important information. It is reviewed annually. This policy includes procedures for communicating with analysts by conference calls.

The Board, through its Audit Committee, examines the effectiveness of the Company's internal control processes and management information systems. The Board consults with the internal auditor and management of the Company to ensure the integrity of these systems. The internal auditor submits a report to the Audit Committee each year on the quality of the Company's internal control processes and management information systems.

The Board is responsible for determining whether or not each director is an independent director. The President, Secretary and any other officer are not considered independent. None of the other directors work in the day-to-day operations of the Company, are party to any material contracts with the Company, or receive any fees from the Company except as disclosed in this circular.

2. Directorships

The following table sets forth the directors of the Company who currently hold directorships on other reporting issuers:

<u><i>Name of Director</i></u>	<u><i>Name of Other Reporting Issuer</i></u>
Matt Ball	Bralorne Gold Mines Ltd.
Merrill A. McPeak	DGT Holdings Corp. Derycz Scientific, Inc. Genesis Biopharma, Inc. Miller Energy Resources, Inc. Point Blank Solutions Inc.

3. Orientation and Continuing Education

The Board of Directors of the Company briefs all new directors with the policies of the Board of Directors, and other relevant corporate and business information.

4. Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the corporation. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

5. Nomination of Directors

The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

6. Compensation

The Board of Directors conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board of Directors takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies and aligns the interests of Directors with the return to shareholders. The Board of Directors decides the compensation of the Company's officers, based on industry standards and the Company's financial situation.

7. Other Board Committees

The Board of Directors has no other committees than the Audit committee.

8. Assessments

The Board of Directors monitors the adequacy of information given to directors, communication between the board and management and the strategic direction and processes of the board and committees.

AUDIT COMMITTEE

The Audit Committee Charter

The audit committee's mandate and charter can be described as follows:

1. Each member of the Audit Committee shall be a member of the Board of Directors, in good standing, and the majority of the members of the audit committee shall be independent in order to serve on this committee.
2. At least one of the members of the Audit Committee shall be financially literate.
3. Review the Committee's charter annually, reassess the adequacy of this charter, and recommend any proposed changes to the Board of Directors. Consider changes that are necessary as a result of new laws or regulations.
4. The Audit Committee shall meet at least four times per year, and each time the Company proposes to issue a press release with its quarterly or annual earnings information. These meetings may be combined with regularly scheduled meetings, or more frequently as circumstances may require. The Audit Committee may ask members of the Management or others to attend the meetings and provide pertinent information as necessary.
5. Conduct executive sessions with the outside auditors, outside counsel, and anyone else as desired by the committee.
6. The Audit Committee shall be authorized to hire outside counsel or other consultants as necessary (this may take place any time during the year).
7. Approve any non-audit services provided by the independent auditors, including tax services. Review and evaluate the performance of the independent auditors and review with the full Board of Directors any proposed discharge of the independent auditors.
8. Review with the Management the policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the independent auditor.
9. Consider, with the Management, the rationale for employing accounting firms rather than the principal independent auditors.
10. Inquire of the Management and the independent auditors about significant risks or exposures facing the Company; assess the steps the Management has taken or proposes to take to minimize such risks to the Company; and periodically review compliance with such steps.
11. Review with the independent auditor, the audit scope and plan of the independent auditors. Address the coordination of the audit efforts to assure the completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
12. Inquire regarding the "quality of earnings" of the Company from a subjective as well as an objective standpoint.

13. Review with the independent accountants: (a) the adequacy of the Company's internal controls including computerized information systems controls and security; and (b) any related significant findings and recommendations of the independent auditors together with the Management's responses thereto.
14. Review with the Management and the independent auditor the effect of any regulatory and accounting initiatives, as well as off-balance-sheet structures, if any.
15. Review with the Management, the independent auditors, the interim and annual financial report before they are filed with the regulatory authorities.
16. Review with the independent auditor that performs an audit: (a) all critical accounting policies and practices used by the Company; and (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the Management of the Company, the ramifications of each alternative and the treatment preferred by the Company.
17. Review all material written communications between the independent auditors and the Management.
18. Review with the Management and the independent auditors: (a) the Company's annual financial statements and related footnotes; (b) the independent auditors' audit of the financial statements and their report thereon; (c) the independent auditor's judgments about the quality, not just the acceptability, of the Company's accounting principles as applied in its financial reporting; (d) any significant changes required in the independent auditors' audit plan; and (e) any serious difficulties or disputes with the Management encountered during the audit.
19. Periodically review the Company's code of conduct to ensure that it is adequate and up-to-date.
20. Review the procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters that may be submitted by any party internal or external to the organization. Review any complaints that might have been received, current status, and resolution if one has been reached.
21. Review procedures for the confidential, anonymous submission by employees of the organization of concerns regarding questionable accounting or auditing matters. Review any submissions that have been received, the current status, and resolution if one has been reached.
22. The Audit Committee will perform such other functions as assigned by law, the Company's articles, or the Board of Directors.

Composition of the Audit Committee

The members of the audit committee are **Brian A. McClay, Wayne Ash and Patrick Bronson**, a majority of which are independent and at least one member of which is financially literate.

A member of the audit committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's Board of Directors, reasonably interfere with the exercise of a member's independent judgement.

A member of the audit committee is considered financially literate if he or she has 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.

Relevant Education and Experience

The directors which are appointed as members of the Audit Committee will have an understanding of the accounting principles used by the Company to prepare its financial statements and have an understanding of its internal controls and procedures for financial reporting.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor (currently, Charlton & Company, Chartered Accountants) not adopted by the Board.

Reliance On Certain Exemptions

During the most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4 or 8 of National Instrument 52-110 *Audit Committees*. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of all the non-audit services not pre-approved is reasonably expected to be no more than 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided, the Company did not recognize the services as non-audit services at the time of engagement, and the services are promptly brought to the attention of the audit committee and approved prior to the completion of the audit by the audit committee. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of the Instrument, in whole or in part.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of National Instrument 52-110 *Audit Committees*, the engagement of non-audit services is considered by, as applicable, the Board and the Audit Committee, on a case by case basis.

External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audited services provided by Charlton & Company, Chartered Accountants, of Vancouver, British Columbia to the Company to ensure auditor independence. Fees incurred with Charlton & Company, Chartered Accountants, of Vancouver, British Columbia for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Year ended June 30, 2011	Fees Paid to Auditor in the prior Fiscal Year
Audit Fees ⁽¹⁾	\$72,800	\$60,000
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	Nil	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
Total	\$72,800	\$60,000

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include fees for services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

Exemption

The Company is relying upon the exemption in section 6.1 of National Instrument 52-110 in respect of the composition of its audit committee and in respect of its reporting obligations under NI 52-110.

APPOINTMENT OF AUDITOR

Charlton & Company, Chartered Accountants, of Vancouver, British Columbia, will be nominated at the Meeting for reappointment as auditor of the Company at a remuneration to be fixed by the directors. Charlton & Company was first appointed as auditor of the Company on September 15, 2010.

COMPENSATION OF EXECUTIVE OFFICERS

COMPENSATION DISCUSSION AND ANALYSIS

The compensation of the executive officers is determined by the Board, based in part on recommendations from the Chief Executive Officer.

The Board of Directors evaluates individual executive performance with the goal of setting compensation at levels that they believe are comparable with executives in other companies of similar size and stage of development operating in the same industry. In connection with setting appropriate levels of compensation, our Board of Directors base their decisions on their general business and industry knowledge and experience and publicly available information of comparable companies while also taking into account our relative performance and strategic goals.

The incentive stock option portion of the compensation is designed to provide the executive officers of the Company with a long term incentive in developing the Company's business. Options granted under the Company's stock option plan are approved by the Board of Directors, and if applicable, its subcommittees, after consideration of the Company's overall performance and whether the Company has met targets set out by the executive officers in their strategic plan.

SUMMARY COMPENSATION TABLE
(for the fiscal year ended June 30, 2011)

Name and Principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity Incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Brian McClay <i>President and CEO</i>	2011	96,000 ⁽²⁾	Nil	324,450	Nil	Nil	Nil	Nil	420,450
	2010	96,000 ⁽²⁾	Nil	854,750	Nil	Nil	Nil	Nil	950,750
	2009	Nil	Nil	295,680	Nil	Nil	Nil	Nil	295,680
William Jefferies <i>Secretary and CFO</i>	2011	60,000 ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	60,000
	2010	60,000 ⁽³⁾	Nil	55,250	Nil	Nil	Nil	Nil	115,250
	2009	Nil	Nil	12,800	Nil	Nil	Nil	Nil	12,800
Hongxue Fu <i>Chairman</i>	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2010	Nil	Nil	156,000	Nil	Nil	Nil	Nil	156,000
Long Wang <i>V.P. Corporate Affairs (PRC)</i>	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2010	Nil	Nil	156,000	Nil	Nil	Nil	Nil	156,000

⁽¹⁾ Based on a Black-Scholes fair value of \$0.63 per incentive stock option using the following assumptions: volatility: 73% - 82%; expected (not actual) life of stock options: 5 years, dividend: \$0.00 and interest rate: 2.13% - 2.73%.

⁽²⁾ Effective August 4, 2005 the Company signed a Management Agreement with the director for a remuneration of \$8,000 per month.

⁽³⁾ Effective August 4, 2005 the Company signed a Management Agreement with the director for a remuneration of \$5,000 per month.

INCENTIVE PLAN AWARDS

OUTSTANDING SHARE-BASED AWARDS AND OPTION-BASED AWARDS

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Brian A. McClay	475,000	0.35	Jun. 2/13	228,000	Nil	Nil
	1,155,000	0.35	Oct. 30/13	554,4000		
	1,315,000	0.36	Jul. 17/14	618,050		
	515,000	0.80	Aug. 4/15	15,450		
William Jefferies	50,000	0.35	Oct. 30/13	24,000	Nil	Nil
	85,000	0.36	Jul.17/14	39,950		
Hongxue Fu	240,000	0.70	Dec. 9/14	31,200	Nil	Nil
Long Wang	240,000	0.70	Dec. 9/14	31,200	Nil	Nil

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED

Name	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Brian A. McClay	15,450	Nil	Nil
William Jefferies	Nil	Nil	Nil
Hongxue Fu	Nil	Nil	Nil
Long Wang	Nil	Nil	Nil

Narrative Discussion

The only plan based award program that the Company current operates under is its 2010 Stock Option Plan which was approved by its shareholders at an annual general meeting held on December 9, 2010. Under the 2010 Stock Option Plan, the Board of Directors may grant up to 10% of the issued number of shares issued and outstanding as at the date of the stock option grant. On this basis, the 2010 Stock Option Plan shall be operated as a “rolling” plan. Under the 2010 Stock Option Plan: (i) the maximum term of any option will be ten years from the date of grant or such lesser period as determined by the Board of Directors; and (ii) any amendment to the 2010 Stock Option Plan will also be subject to the approval of the Exchange. Further, it is permissible under the 2010 Stock Option Plan to: (i) issue more than 5% of the issued and outstanding shares

of the Company (determined at the date of the stock option grant) to any one individual in any 12 month period; and (ii) grant to insiders, within a 12 month period, a number of options exceeding 10% of the number of the issued and outstanding shares of the Company (determined at the date of the stock option grant).

PENSION PLAN BENEFITS

The Company does not have a pension plan or provide any benefits following or in connection with retirement.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Brian A. McClay provides professional consulting services in the area of management support to the Company. The agreement can be terminated upon one (1) month's prior written notice.

William Jefferies provides professional consulting services in the area of management support to the Company. The agreement can be terminated upon one (1) month's prior written notice.

Neither the Company or any of its subsidiaries has any plan or arrangement with respect to compensation to its executive officers which would result from the resignation, retirement or any other termination of employment of the executive officers' employment with the Company and its subsidiaries or from a change of control of the Company or any subsidiary of the Company or a change in the executive officers' responsibilities following a change in control.

DIRECTOR COMPENSATION

DIRECTOR COMPENSATION TABLE

(for the fiscal year ended June 30, 2011)

Name	Fees Earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Patrick Bronson	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Wayne Ash	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Matt Ball	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The Company has no standard arrangement pursuant to which Directors are compensated by the Company for their services in their capacity as Directors other than the unissued treasury shares that may be issued upon the exercise of the Directors' Stock Options. There has been no other arrangement pursuant to which Directors were compensated by the Company in their capacity as Directors except as disclosed herein or disclosed in the Company financial statements and management discussion and analysis.

EQUITY COMPENSATION PLAN INFORMATION

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders	8,000,600	0.47	4,271,267
Equity compensation plans <i>not</i> approved by securityholders	Nil	Nil	Nil
Total	8,000,600	0.47	4,271,267

There are no employment contracts between either the Company or its subsidiaries and the above-named executive officers other than disclosed herein or in the financial statements.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than as disclosed hereunder, no directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, "**Informed Person**" means (a) a Director or Executive Officer of the Company; (b) a Director or Executive Officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed below, elsewhere herein or in the Notes to the Company's financial statements for the financial year ended June 30, 2011 or its management discussion and analysis, none of:

- (a) the Informed Persons of the Company;
- (b) the proposed nominees for election as a Director of the Company; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the last financial year of the Company or in a proposed transaction which has materially affected or would materially affect the Company or any subsidiary of the Company.

MANAGEMENT CONTRACTS

Except as set out herein, there are no management functions of the Company which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company..

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Stock Option Plan and Incentive Stock Options

The Company has entered into a management services agreement with Mr. Paul Kessler on October 26, 2011 for a period of one (1) year. The agreement may be extended by the parties or terminated for any reason with 30 days prior written notice. Pursuant to the agreement, Mr. Kessler is to assist the Company in general corporate activities including but not limited to: strategic planning; management and business operations; introductions to further the Company's business goals; providing advice and services related to the Company's growth initiatives; corporate finance and mergers and acquisitions advisory services and any other consulting or advisory services which the Company reasonably requests. In exchange for these services, the Company has agreed to pay Mr. Kessler a per diem fee in the amount of \$1,500 per each day of services provided and has granted him stock options with a term of ten (10) years in the fixed amount of 5% of the Company's issued and outstanding stock options, calculable as of the date the stock options have been granted. Should the Company not have sufficient stock options available to grant Mr. Kessler, a full 5%, the options may be granted in tranches and the Company has agreed to use its commercially reasonable efforts to increase the percentage allowed under the plan. The exercise price of the stock options granted to Mr. Kessler is set as the Discounted Market Price (as defined in TSXV policies) based on the closing price of the Company's shares as of the day the Company announces any grant of stock options, but subject to a minimum exercise price of CDN\$0.60.

Currently, Mr. Kessler holds 1,150,000 stock options which have been granted effective October 26, 2011. In order to grant Mr. Kessler additional stock options so that the 5% level can be reached, Management is proposing an increase from the allowable number of incentive stock options grantable under the current stock option plan as a significant portion of the incentive stock options have already been granted to employees, consultants, officers and other directors. By approving the increase in the stock option plan, the plan shall operate as a "fixed" plan and not as a "rolling plan", where the amount of stock options grantable under the plan shall be reduced as incentive stock options are granted and shall only be increased under limited circumstances such cancellation or expiry and not upon an increase of the issued and outstanding number of shares. Upon approval of the stock option plan by the shareholders and the TSX Venture Exchange (the "Exchange"), it is anticipated that Mr. Kessler shall be granted the additional incentive stock options. Assuming the issued and outstanding number of shares do not change until that time, 5% of the issued and outstanding number of shares would equal 4,090,622 incentive stock options. Deducting the 1,150,000 incentive stock options, a further 2,940,622 incentive stock options would have to be granted. If the issued and outstanding number of shares were to increase, Mr. Kessler would be entitled to a rateably higher amount of options.

The Management has recommended that the Company amend the stock option plan from a 10% rolling to a 15% fixed plan by adopting the Stock Option Plan containing among other things, provisions consistent with the current policies of the Exchange. The Stock Option Plan is also subject to Exchange approval.

Under the Stock Option Plan, the number of common shares reserved under the Stock Option Plan shall equal **12,271,867** determined as **15%** of the number of shares outstanding as of the date of this Information Circular.

On this basis, the Stock Option Plan shall be operated as a “fixed” plan. The material terms of the Stock Option Plan include: (i) all options granted under the Stock Option Plan are non-assignable, non-transferable and exercisable for a period of up to 10 years; (ii) no optionee can be granted an option or options to purchase more than 5% of the outstanding listed shares of the Company in any one year period; (iii) options granted to any one consultant or optionees employed to provide investor relations activities during any 12-month period may not exceed, in aggregate, 2% of the issued Common Shares of the Company; (iv) options granted to persons providing investor relations activities must be subject to a vesting requirement whereby such options will vest over a period of not less than 12 months, with a maximum of 25% vesting in any three-month period; and (v) in the case of any optionee’s death, the optionee’s heirs or administrators can exercise any part of the outstanding option for up to one year from the optionee’s death.

The Exchange's policies require that where the Company decreases the exercise price of options previously granted to the Company's Insiders, the Company's disinterested shareholders must approve such amendments. The Insiders to whom common shares may be issued under the Stock Option Plan and their associates must abstain from voting on the Stock Option Plan.

A copy of the Stock Option Plan will be available for inspection at the Meeting. The directors believe that the Stock Option Plan is in the Company's best interests and recommend that the shareholders approve the Stock Option Plan.

ADDITIONAL INFORMATION

Additional information relating to the Company is included in the Company's audited comparative financial statements for the year ended June 30, 2011 and the prior fiscal year, the auditor's report and related management discussion and analysis. Copies of the Company's most current interim financial statements and related management discussion and analysis, and additional copies of this proxy circular, may be obtained from Sedar at www.Sedar.com and upon request from the Company's Secretary at the address of the Company.

OTHER MATTERS

The Directors are not aware of any other matters which they anticipate will come before the Meeting as of the date of mailing of this Information Circular.

DATED November 14, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

“Brian A. McClay”

Brian A. McClay
President, CEO and Director

FINANCIAL STATEMENT REQUEST FORM

In accordance with the rules of National Instrument 51-102 "Continuous Disclosure Obligations", effective March 30, 2004, a reporting issuer must send annually a request form to the registered holders and to the beneficial owners of its securities, that the registered holders and beneficial owners may use to request a copy of the reporting issuer's annual financial statements and Management Discussion & Analysis ("MD&A"), the interim financial statements and MD&A, or both. Please complete the form below if you wish to receive the statement(s) this year and return this to **MOSQUITO CONSOLIDATED GOLD MINES LIMITED, SUITE 100 – 1616 WEST 3RD AVENUE, VANCOUVER, B.C. V6J 1K2.**

You will not automatically receive copies of the financial statements unless this card is completed and returned. Copies of all previously issued annual and quarterly financial statements and related MD&A are available to the public on the SEDAR website at www.sedar.com.

I, the undersigned, certify that I am the owner of the securities (other than debt instruments) of the Company shown below, and request that my name be placed on the Company's Mailing List in respect of its quarterly and/or annual financial statements and MD&A for the ensuing financial year.

MOSQUITO CONSOLIDATED GOLD MINES LIMITED

Please select one or both of the following options:

Annual Financial Statements & MD&A _____ Quarterly Financial Statements & MD&A _____

Name: _____

Address: _____

City/Prov/State/ Postal Code: _____

Preferred Method of Communication:

Email _____ or Mail: _____

Signature: _____

Date: _____

Email Address: _____