

## MANAGEMENT PROXY CIRCULAR

### SOLICITATION OF PROXIES BY MANAGEMENT

**This Management Proxy Circular is furnished in connection with the solicitation by the management of Quest Uranium Corporation (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 Notice of Meeting. It is expected that the solicitation will be made primarily by mail. However, officers and employees of the Corporation may also solicit proxies by telephone, telecopier, e-mail or in person. The total cost of solicitation of proxies will be borne by the Corporation.**

### APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors and officers of the Corporation. A shareholder has the right to appoint as his or her proxy a person, who need not be a shareholder, other than those whose names are printed on the accompanying form of proxy. **A shareholder who wishes to appoint some other person to represent him or her at the Meeting may do so either by inserting such other person’s name in the blank space provided in the form of proxy and signing the form of proxy or by completing and signing another proper form of proxy.**

A shareholder who has given a proxy may revoke it, as to any motion on which a vote has not already been cast pursuant to the authority conferred by it, by an instrument in writing executed by the shareholder or by the shareholder’s attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The revocation of a proxy, in order to be acted upon, must be deposited with Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 prior to 5:00 p.m. on the second to last business day immediately preceding the Meeting or with the Secretary of the Corporation before the commencement of the Meeting or at any adjournment thereof.

### EXERCISE OF DISCRETION BY PROXIES

**Shares represented by properly executed proxies in favour of the persons designated in the enclosed form of proxy, in the absence of any direction to the contrary, will be voted for the: (i) election of directors; (ii) appointment of auditors; (iii) resolution ratifying and confirming the 2007 Stock Option Plan of the Corporation, as amended; and (iv) resolution approving a reduction in the exercise price of certain stock options granted to directors and officers of the Corporation, as stated under such headings in this Management Proxy Circular.** Instructions with respect to voting will be respected by the persons designated in the enclosed form of proxy. With respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting, such shares will be voted by the persons so designated in their discretion. At the time of printing this Management Proxy Circular, management of the Corporation knows of no such amendments, variations or other matters.

### VOTING SHARES

As at March 18, 2009, there were 27,757,000 issued and outstanding common shares of the Corporation. Each common share entitles the holder thereof to one vote. The Corporation has fixed March 13, 2009 as the record date (the “Record Date”) for the purpose of determining shareholders entitled to receive notice of the Meeting. Pursuant to the *Canada Business Corporations Act*, the Corporation is required to prepare, no later than ten days after the Record Date, an alphabetical list of shareholders entitled to vote as of the Record Date that shows the number of shares held by each shareholder. A shareholder whose name appears on the list referred to above is entitled to vote the shares shown opposite his or her name at the Meeting. The list of shareholders is available for inspection during usual business hours at the head office of the Corporation, 1155 University Street, Suite 1308, Montreal, Québec and at the Meeting.

### NON-REGISTERED SHAREHOLDERS

Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, shares beneficially owned by a person (a “Non-Registered Holder”) are registered either: (i) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the common shares, such as securities dealers or brokers, banks, trust companies, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or (ii) in the name of a clearing agency of which the Intermediary is a participant. In accordance with National Instrument 54-101 of the Canadian Securities Administrators, entitled “Communication with Beneficial Owners of Securities of a Reporting Issuer”, the Corporation has distributed copies of the Notice of Meeting and this

Management Proxy Circular (collectively, the “Meeting Materials”) to the clearing agencies and Intermediaries for distribution to Non-Registered Holders. Intermediaries are required to forward the Meeting Materials to Non-Registered Holders, and often use a service company for this purpose. Non-Registered Holders will either:

- (a) typically, be provided with a computerized form (often called a “voting instruction form”) which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow. In order for the applicable computerized form to validly constitute a voting instruction form, the Non-Registered Holder must properly complete and sign the form and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or service company. In certain cases, the Non-Registered Holder may provide such voting instructions to the Intermediary or its service company through the Internet or through a toll-free telephone number; or
- (b) less commonly, be given a proxy form which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the proxy form and submit it to Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares which they beneficially own.

Should a Non-Registered Holder who receives a voting instruction form wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should print his or her own name, or that of such other person, on the voting instruction form and return it to the Intermediary or its service company. Should a Non-Registered Holder who receives a proxy form wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons set out in the proxy form and insert the name of the Non-Registered Holder or such other person in the blank space provided and submit it to Computershare Investor Services Inc. at the address set out above.

**In all cases, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when, where and by what means the voting instruction form or proxy form must be delivered.**

A Non-Registered Holder may revoke voting instructions which have been given to an Intermediary at any time by written notice to the Intermediary.

### **PRINCIPAL SHAREHOLDER**

As at March 18, 2009, to the best knowledge of the Corporation, the corporation beneficially owned, directly or indirectly, or exercised control or direction over, more than 10% of the common shares of the Corporation:

<u>Name and place of residence</u>	<u>Number of shares held</u>	<u>Percentage</u>
Freewest Resources Canada Inc. <sup>(1)</sup> ..... Montreal, Québec	3,743,021	13.48%

(1) The information set out above is taken from a report dated March 18, 2009, as filed on the SEDI website at www.sedi.ca, and is not within the direct knowledge of the Corporation.

### **ELECTION OF DIRECTORS**

The Board currently consists of six directors. The persons named in the enclosed form of proxy intend to vote for the election of the six nominees whose names are set forth below. Each director will hold office until the next annual meeting of shareholders or until the election of his successor, unless he resigns or his office becomes vacant by removal, death or other cause.

The following table sets out the name of each of the persons proposed to be nominated for election as director, all other positions and offices with the Corporation now held by such person, his municipality of residence and principal occupation, the year in which such person became a director of the Corporation, and the number of common shares of the Corporation

that such person has advised are beneficially owned or over which control or direction is exercised by such person as at the date indicated below.

<u>Name, municipality of residence and position with the Corporation</u>	<u>Principal occupation</u>	<u>First year as director</u>	<u>Number of shares beneficially owned or over which control is exercised as at March 18, 2009</u>
Peter J. Cashin <sup>(1)</sup> ..... Burlington, Ontario, Canada President, Chief Executive Officer and Director	President and Chief Executive Officer of the Corporation	2007	177,500
Mackenzie I. Watson ..... Westmount, Québec, Canada Chairman of the Board of Directors of the Corporation and Director	President Freewest Resource Canada Inc. (mining exploration company)	2007	336,309
Ronald Kay ..... Montreal, Québec, Canada Chief Financial Officer and Director	President Q-Vest Management I Inc. (management company)	2007	263,392
Daniel B. Larkin <sup>(1)</sup> ..... Arnprior, Ontario, Canada Director	Prospector	2007	33,080
Michael Pesner <sup>(1)</sup> ..... Montreal, Québec, Canada Director	President Hermitage Canada Finance Inc. (financial advisory services company)	2007	121,062 <sup>(2)</sup>
Neil Wiener ..... Westmount, Québec, Canada Director	Partner Heenan Blaikie LLP (law firm)	2007	40

(1) Member of the Audit Committee.

(2) 35,590 of these common shares are held by Michael Pesner Enterprises Inc., a company which is controlled by Mr. Pesner.

The information as to shares beneficially owned or over which the above-named individuals exercise control or direction is not within the knowledge of the Corporation and has been furnished by the respective nominees individually. The Corporation does not have an Executive Committee of the Board of Directors.

To the knowledge of the Corporation, none of the foregoing nominees for election as a director of the Corporation:

- (a) is, or within the last ten years has been, a director, chief executive officer or chief financial officer of any company that:
  - (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an “**Order**”), which Order was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such company, with the exception of Mackenzie I. Watson, a director of Royal Standard Minerals Inc., which was the subject of a cease trade order from January 2003 to April 2003, for failure to file certain documents; or
  - (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company; or

- (b) is, or within the last ten years has been, a director or executive officer of any company that, while the proposed director 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, with the exception of Neil Wiener, who was a director of Telescene Film Group Inc.; or
- (c) has, within the last ten years, 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 his assets.

None of the foregoing nominees for election as director of the Corporation 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.

### DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation maintains insurance for the benefit of the Corporation's directors and officers against any liability incurred by them in their capacity as directors and officers. The policy provides coverage in respect of a maximum total liability of \$3 million, subject to a deductible of \$25,000 per event. The premium, which amounted to \$14,879 for the period from February 22, 2008 to February 22, 2009, is paid by the Corporation. The policy was renewed in February 2009 and the premium amounts to \$14,879 for the period from February 22, 2009 to February 22, 2010.

### COMPENSATION OF DIRECTORS AND OFFICERS

#### Executive Compensation

The following table sets out all annual and long-term compensation for services in all capacities to the Corporation for the fiscal years ended October 31, 2008 and October 31, 2007 of the Chief Executive Officer and Chief Financial Officer of the Corporation (collectively, the "Named Executive Officers"). No other executive officer of the Corporation received more than \$150,000 in salary and bonus during the fiscal year ended October 31, 2008.

#### Summary Compensation Table

Name and Principal Position	Annual Compensation				Long Term Compensation			All Other
	Year	Salary \$	Bonus \$	Other Annual Compensation \$	Awards		Payouts	
					Number of Options Granted	Restricted Stock Awards	LTP Payouts	
Peter Cashin <sup>(1)</sup> President and Chief Executive Officer	2008	—	—	117,800 <sup>(2)</sup>	250,000	—	—	—
	2007	—	—	—	—	—	—	—
Mackenzie I. Watson <sup>(3)</sup> Chairman of the Board of Directors of the Corporation and Director	2008	—	—	—	500,000	—	—	—
	2007	—	—	—	—	—	—	—
Ronald Kay Chief Financial Officer	2008	—	—	30,000 <sup>(4)</sup>	500,000	—	—	—
	2007	—	—	—	—	—	—	—

- (1) Mr. Cashin became President and Chief Executive Officer of the Corporation on February 6, 2008, following the resignation of Mackenzie I. Watson.
- (2) During the fiscal year ended October 31, 2008, the Corporation retained the services of Mr. Cashin to carry out work on its exploration projects. For the fiscal year ended October 31, 2008, the total amount paid to Mr. Cashin for such services were 117,800.
- (3) Mr. Watson was the President of the Corporation from June 6, 2007 to February 6, 2008.

- (4) During the fiscal year ended October 31, 2008, the Corporation retained the services of Mr. Kay to carry out financial consulting services. For the fiscal year ended October 31, 2008, the total amount paid to Mr. Kay for such services were \$30,000.

### Option Grants During the Most Recently Completed Fiscal Year

The following table sets out the details of all grants of options to the Named Executive Officers during the fiscal year ended October 31, 2008.

Name	Options granted	% of total options granted to employees in financial year	Exercise price	Market value on date of grant	Expiration date
Peter Cashin	250,000	13.2%	\$0.30 <sup>(1)</sup>	\$0.10	January 11, 2013
Mackenzie I. Watson	500,000	26.4%	\$0.30 <sup>(1)</sup>	\$0.10	January 11, 2013
Ronald Kay	500,000	26.4%	\$0.30 <sup>(1)</sup>	\$0.10	January 11, 2013

- (1) On September 30, 2008, the TSX Venture Exchange approved the amendment to the exercise price of these options from \$0.30 per share to \$0.15 per share, subject to approval by the “disinterested shareholders” of the Corporation. The details of the amendment are described under “Amendment to Stock Options Previously Granted to Insiders” below.

### Option Exercises in Last Fiscal Year and Fiscal Year End Option Value

No stock options were exercised by the Named Executive Officers during the fiscal year ended October 31, 2008. [NTD: Please confirm] The following table sets out the value of the options held by the Named Executive Officers at fiscal year end.

Name	Shares Acquired on Exercise	Value Realized (\$)	Number of Unexercised Options at Fiscal Year End Exercisable / Unexercisable	Value of Unexercised in-the-Money Options at Fiscal Year End Exercisable / Unexercisable (\$) <sup>(1)</sup>
Peter Cashin	—	—	— / 250,000	— / —
Mackenzie I. Watson	—	—	— / 500,000	— / —
Ronald Kay	—	—	— / 500,000	— / —

- (1) The value of unexercised “in-the-money” options is calculated using the closing price of the common shares of the Corporation on the TSX Venture Exchange on October 31, 2008 (\$0.07) less the respective exercise prices of the options.

### Remuneration of Directors

During the fiscal year ended October 31, 2008, the Corporation did not pay any cash remuneration to its directors for their services in such capacity.

The following table sets out the details of all grants of options to the directors (other than directors who are Named Executive Officers) during the fiscal year ended October 31, 2008. Options in respect of an aggregate of 300,000 common shares were granted to such directors during the fiscal year ended October 31, 2008.

Name	Options granted	Exercise price	Market value on date of grant	Expiration date
Daniel B. Larkin	100,000	\$0.30 <sup>(1)</sup>	\$0.10	January 11, 2013
Michael Pesner	100,000	\$0.30 <sup>(1)</sup>	\$0.10	January 11, 2013
Neil Wiener	100,000	\$0.30 <sup>(1)</sup>	\$0.10	January 11, 2013

- (1) On September 30, 2008, the TSX Venture Exchange approved the amendment to the exercise price of these options from \$0.30 per share to \$0.15 per share, subject to approval by the “disinterested shareholders” of the Corporation. The details of the amendment are described under “Amendment to Stock Options Previously Granted to Insiders” below.

## INFORMATION ON THE AUDIT COMMITTEE

### Charter of the Audit Committee

The Charter of the Audit Committee is annexed to this circular as Schedule A.

### Composition of the Audit Committee

The Audit Committee is currently composed of Peter Cashin, Michael Pesner and Daniel B. Larkin. Under Multilateral Instrument 52-110 *Audit Committees*, a director of an Audit Committee is “independent” if he or she has no direct or indirect material relationship with the issuer, that is, a relationship which could, in the view of the Board of Directors, reasonably be expected to interfere with the exercise of the member’s independent judgment. The Board of Directors has determined that Michael Pesner and Daniel B. Larkin are independent members of the Audit Committee. The Board of Directors considers that Peter Cashin is not an independent member of the Corporation’s Audit Committee in that Peter Cashin is the President and Chief Executive Officer of the Corporation.

The Board of Directors has determined that each of the three members of the Audit Committee is “financially literate” within the meaning of section 1.6 of Multilateral Instrument 52-110 *Audit Committees*, that is, each member 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 Corporation’s financial statements.

### Education and Relevant Experience

The education and related experience of each of the members of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee is set out below.

**Peter Cashin, P. Geo.**, is an exploration geologist with more than 27 years of experience in all facets of the mines and minerals industry. Mr. Cashin obtained a Bachelors of Science degree from the University of New Brunswick in 1979 and a Masters of Science degree from McGill University in 1985. From 1979 to 1989, Mr. Cashin worked for a number of mining and mining exploration companies, such as Gulf Minerals Canada Ltd., Getty Mining Co., Campbell Resources Inc., St-Joe Canada, Muscocho Exploration Ltd. and Chevron Minerals Ltd. From 1990 to 1998, Mr. Cashin held senior positions with Inco Exploration Limited. From 1998 to 2005, he was also involved in resource investment attraction and marketing with the Ontario Ministry of Northern Development and Mines. Prior to joining the Corporation, Mr. Cashin was the Manager of Investor and Corporate Affairs for Alexis Minerals Corporation, a mining exploration company listed on the Toronto Stock Exchange. Peter is also a “Qualified Person” as defined by National Instrument 43-101, and a Practicing Professional Geoscientist of the Association of Professional Geoscientists of Ontario (APGO).

**Michael Pesner** has been President of Hermitage Canada Finance Inc. since 2002, a firm specializing in financial advisory services. He was previously a senior partner in financial advisory services at KPMG LLP, Chartered Accountants, in Montreal, specializing in corporate finance, mergers and acquisitions, divestitures, restructuring and corporate recovery in Canada. Mr. Pesner holds a Bachelor of Commerce degree in Finance and Administration from McGill University as well as a Bachelor of Arts degree from Sir George Williams University. Mr. Pesner is also a Chartered Accountant, a licensed Trustee in Bankruptcy and a Certified Insolvency and Restructuring Professional. Mr. Pesner is a director of Prestige Telecom Inc., Bitumen Capital Inc., a capital pool company, San Anton Capital Inc., a capital pool company and Mint Technology Corp, all of which are companies listed on the TSX Venture Exchange.

**Daniel Larkin** holds a B.Sc. degree in geology from the University of Ottawa and an MBA degree from the Schulich School of Business of York University, Toronto. From 1970 to 1992, Mr. Larkin worked for Imperial Oil Ltd. in mineral exploration, and as a manager, oil sands economist and researcher, government affairs manager, and a senior executive in minerals. In 1993, Mr. Larkin joined the National Research Council of Canada, where until 2002 he identified technologies ready for commercialization in the resources industries, and assisted in their spin-out. He is the founder and a director of PharmaGap Inc., a biotech company listed on the TSX Venture Exchange which is developing new cancer compounds.

Mr. Larkin is a past president of the Geological Society of the Canadian Institute of Mining, and of the Calgary Mineral Exploration Group. He is a member of numerous geological and mining organizations, a “Qualified Person” as defined by

NI 43-101, and a Certified Professional Geologist of the Association of Professional Engineers, Geologists and Geophysicists of Alberta (APEGGA). Mr. Larkin has participated in creating several capital pool companies listed on the TSX Venture Exchange, including two as President.

### **Pre-approval Policies and Procedures for Audit Services**

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

### **External Auditor Fees**

#### **(a) Audit Fees**

“Audit fees” consist of fees for professional services for the audit of the Corporation’s annual financial statements, assistance with interim financial statements, and related matters. Bratt Fremeth Star G.P, Chartered Accountants, the Corporation’s external auditors, billed the Corporation \$17,000 in audit fees during the fiscal year ended October 31, 2008 and billed the Corporation \$9,000 in audit fees during the fiscal year ended October 31, 2007.

#### **(b) Audit-Related Fees**

“Audit-related fees” consist of fees for professional services that are reasonably related to the performance of the audit or review of the Corporation’s financial statements and which are not reported under “Audit Fees” above. Bratt Fremeth Star G.P, Chartered Accountants, the Corporation’s external auditors billed the Corporation \$1,000 in audit-related fees during the fiscal year ended October 31, 2008 and did not bill the Corporation for audit-related fees during the fiscal year ended October 31, 2007.

#### **(c) Tax Fees**

“Tax fees” consist of fees for professional services for tax compliance, tax advice and tax planning. Bratt Fremeth Star G.P, Chartered Accountants, the Corporation’s external auditors, billed the Corporation \$2,000 in tax fees during the fiscal year ended October 31, 2008 and billed the Corporation \$1,000 in tax fees during the fiscal year ended October 31, 2007.

#### **(d) All Other Fees**

Bratt Fremeth Star G.P, Chartered Accountants, the Corporation’s external auditors, did not bill the Corporation for other services during the fiscal years ended October 31, 2008 and October 31, 2007.

### **Reliance on Exemption**

The Corporation is relying on the exemption set out in section 6.1 of Multilateral Instrument 52-110 *Audit Committees* with respect to certain reporting obligations.

## **INDEBTEDNESS OF DIRECTORS AND OFFICERS**

As at March 18, 2009, none of the directors, executive officers, employees or former directors, executive officers or employees of the Corporation was indebted to the Corporation or a subsidiary of the Corporation in connection with a purchase of securities or for any other matter.

During the fiscal year ended October 31, 2008, none of the directors or executive officers of the Corporation, proposed nominees for election as a director, or any associate of the foregoing was indebted to the Corporation or any subsidiary of the Corporation.

## **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets out certain details as at October 31, 2008, the end of the Corporation’s last fiscal year, with respect to compensation plans pursuant to which equity securities of the Company are authorized for issuance.

Plan Category	Number of shares to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of shares remaining available for future issuance under the Equity Compensation Plans (excluding securities reflected in column (a)) (c)
Equity compensation plans previously approved by shareholders	1,895,000	\$0.15	230,700
Equity compensation plans not previously approved by shareholders	Nil	Nil	Nil

The equity compensation plan referred to in the foregoing table is described under “Compensation of Directors and Officers – Option Grants During the Most Recently Completed Fiscal Year” above.

### APPOINTMENT OF AUDITORS

Except where authorization to vote with respect to the appointment of auditors is withheld, the persons named in the accompanying form of proxy intend to vote for the appointment of Bratt Fremeth Star G.P., Chartered Accountants, as the auditors of the Corporation until the next annual meeting of shareholders. Bratt Fremeth Star G.P., Chartered Accountants, have served as the auditors of the Corporation since June 6, 2007.

### RATIFICATION AND CONFIRMATION OF STOCK OPTION PLAN

The 2007 Stock Option Plan (the “2007 Plan”) of the Corporation was established by the Board of Directors of the Corporation in September, 2007. The 2007 Plan was amended in February 2009 so as to increase the maximum period during which an option is exercisable from five years to ten years.

Under the 2007 Plan, the Board of Directors of the Corporation may grant options to acquire common shares to directors, officers and employees of, and service providers to, the Corporation and its subsidiaries. The maximum number of common shares that can be issued upon the exercise of options granted under the 2007 Plan, together with any common shares issued or reserved for issuance under any other share compensation arrangement which is then in place, is equal to 10% of the number of the Corporation’s common shares issued and outstanding from time-to-time. This is known as a “rolling” stock option plan. Under a “rolling” stock option plan, the number of common shares which may be issued automatically increases as the number of issued and outstanding common shares increases.

Under the 2007 Plan: (a) the exercise price of options is set at the time of the grant of the options, but cannot be less than the closing price of the Corporation’s common shares on the TSX Venture Exchange on the trading day immediately preceding the day on which an option is granted; (b) the maximum period during which an option may be exercised is ten years from the date on which they are granted; (c) options are not transferable other than by will or by the laws of succession of the domicile of the deceased optionee; (d) if an optionee’s employment or service provider relationship with the Corporation is terminated for cause, options not then exercised terminate immediately; (e) if an optionee dies options may be exercised, for a period of one year after the date of death, for that number of common shares which the optionee was entitled to acquire at the time of death, as the case may be; (f) if an optionee becomes, in the determination of the Corporation’s Board of Directors, permanently disabled, options may be exercised, for a period of 90 days after the date of permanent disability, for that number of common shares which the optionee was entitled to acquire at the time of permanent disability, as the case may be, provided that if the optionee was engaged in investor relations activities for the Corporation the foregoing period would be reduced to 30 days after the date of such permanent disability; and (g) upon an optionee’s employment, office, directorship or service provider relationship with the Corporation terminating or ending other than by reason of death, permanent disability or termination for cause, options may be exercised, for a period of 90 days after such date, for that number of common shares which the optionee was entitled to acquire at the time of such termination, provide that if the optionee was engaged in investor relations activities for the Corporation the forgoing period would be reduced to 30 days after such date.

Under TSX Venture Exchange Policy 4.4 *Incentive Stock Options*, a “rolling” stock option plan, such as the 2007 Plan, must receive shareholder approval yearly, at the annual meeting of shareholders. Accordingly, at the Meeting, shareholders will be asked to adopt a resolution in the form annexed to this Management Proxy Circular as Schedule B, ratifying and confirming the 2007 Plan. In order to be adopted, the resolution must be approved by a majority of the votes cast by the holders of the

common shares, either present in person or represented by proxy at the Meeting. Unless otherwise specified, the persons named in the accompanying form of proxy intend to vote for the resolution.

### **AMENDMENT TO STOCK OPTIONS PREVIOUSLY GRANTED TO INSIDERS**

On September 22, 2008, the Board of Directors of the Corporation amended the exercise price of stock options in respect of an aggregate of 1,600,000 common shares (collectively, the “Options”), from \$0.30 per share to \$0.15 per share. The Options were granted on January 11, 2008 pursuant to the 2007 Plan to seven directors and officers of the Corporation. The exercise price of the Options was amended in light of the price of the Corporation’s shares on the TSX Venture Exchange, the issue price of the Corporation’s common shares pursuant to the Corporation’s rights offering by way of prospectus dated November 29, 2007, and the fact that the Corporation pays no cash compensation to its directors for their services in such capacity. The following table sets out the details of the Options.

Name of insider	Number of shares subject to option	Exercise price at date of grant	Amended exercise price <sup>(1)</sup>	Expiry date
Mackenzie I. Watson	500,000	\$0.30	\$0.15	January 11, 2013
Ronald Kay	500,000	\$0.30	\$0.15	January 11, 2013
Peter Cashin	250,000	\$0.30	\$0.15	January 11, 2013
Dan Larkin	100,000	\$0.30	\$0.15	January 11, 2013
Neil Wiener	100,000	\$0.30	\$0.15	January 11, 2013
Michael Pesner	100,000	\$0.30	\$0.15	January 11, 2013
Mark Schneiderman	50,000	\$0.30	\$0.15	January 11, 2013

(1) Subject to disinterested shareholder approval.

On September 30, 2008, the TSX Venture Exchange approved the amendment to the exercise price of the Options, subject to approval by the “disinterested shareholders” of the Corporation, that is, by a majority of votes cast at the Meeting other than votes attaching to securities beneficially owned by the seven insiders of the Corporation, and the associates of such persons. To the knowledge of the Corporation, an aggregate of 1,238,383 shares of the Corporation are beneficially owned by the seven insiders of the Corporation (and their associates) and may not be voted for purposes of the resolution approving the amendment to exercise price of the Options.

Accordingly, at the Meeting, shareholders will be asked to adopt a resolution in the form annexed to this Management Proxy Circular as Schedule C, approving the amendment to the exercise price of the Options from \$0.30 per share to \$0.15 per share. Unless otherwise specified, the persons named in the accompanying form of proxy intend to vote for the resolution.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

No “informed person” of the Corporation, that is: (a) the directors and executive officers of the Corporation; (b) any person who beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the Corporation’s outstanding voting shares; (c) any director or executive officer of a person referred to in (b) above; or (d) any associate or affiliate of any “informed person” of the Corporation, has any material interest, direct or indirect, in any transaction since November 1, 2007 or in any proposed transaction which has materially affected or would materially affect the Corporation, other than as follows:

During the fiscal year ended October 31, 2008:

- (i) The Corporation retained the services of Mr. Peter Cashin to carry out work on its exploration projects. For the fiscal year ended October 31, 2008, the total amount paid to Mr. Cashin for such services was \$117,800. Mr. Cashin is the President and Chief Executive Officer and a director of the Corporation;
- (ii) The Corporation retained the services of Mr. Ronald Kay to carry out financial consulting services. For the fiscal year ended October 31, 2008, the total amount paid to the company for such services was \$30,000. Mr. Kay is the Chief Financial Officer and a director of the Corporation; and
- (iii) The related corporation was charged an aggregate of \$25,000 for shared office and related expenses.

## OTHER MATTERS

Management of the Corporation knows of no other matter to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters which are not known to the management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

## SHAREHOLDER PROPOSALS

The *Canada Business Corporations Act* provides, in effect, that a registered holder or beneficial owner of shares that is entitled to vote at an annual meeting of the Corporation may submit to the Corporation notice of any matter that the person proposes to raise at the meeting (referred to as a "Proposal") and discuss at the meeting any matter in respect of which the person would have been entitled to submit a Proposal. The *Canada Business Corporations Act* further provides, in effect, that the Corporation must set out the Proposal in its management proxy circular along with, if so requested by the person who makes the Proposal, a statement in support of the Proposal by such person. However, the Corporation will not be required to set out the Proposal in its management proxy circular or include a supporting statement if, among other things, the Proposal is not submitted to the Corporation at least 90 days before the anniversary date of the notice of meeting that was sent to the shareholders in connection with the previous annual meeting of shareholders of the Corporation. As the notice in connection with the Meeting is dated March 20, 2009, the deadline for submitting a proposal to the Corporation in connection with the next annual meeting of shareholders is December 20, 2009.

The foregoing is a summary only; shareholders should carefully review the provisions of the *Canada Business Corporations Act* relating to Proposals and consult with a legal advisor.

## CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 *Corporate Governance Guidelines* and National Instrument 58-101 *Disclosure of Corporate Governance Practices* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer, such as the Corporation, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Corporation's required annual disclosure of its corporate governance practices.

### 1. Board of Directors

*Disclose how the board of directors facilitates its exercise of independent supervision over management, including:*

- (a) *the identity of directors who are independent; and*
- (b) *the identity of directors who are not independent, and the basis for that determination.*

The Board of Directors considers that Daniel B. Larkin and Michael Pesner are independent within the meaning of Multilateral Instrument 52-110 *Audit Committees*.

The Board of Directors considers that Peter Cashin, Mackenzie I. Watson, Ronald Kay and Neil Wiener are not independent within the meaning of Multilateral Instrument 52-110 *Audit Committees* in that Messrs. Cashin and Kay are senior officers of the Corporation, Mr. Watson is the former President of the Corporation, and Mr. Wiener is a partner of Heenan Blaikie LLP, counsel to the Corporation.

Meetings of the Board of Directors are chaired by Mackenzie I. Watson, a non-independent director. If necessary, the independent members of the Board of Directors can meet without non-independent directors and members of management present.

## 2. Directorships

*If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.*

The following directors are currently directors of other issuers that are reporting issuers (or the equivalent) in a jurisdiction of Canada or a foreign jurisdiction:

Name of Director	Issuer
Mackenzie I. Watson	Freewest Resources Canada Inc. Maya Gold & Silver Inc. Murgor Resources Inc. Stingray Resources Inc.
Ronald Kay	Freewest Resources Canada Inc.
Daniel B. Larkin	PharmaGap Inc.
Michael Pesner	Bitumen Capital Inc. Mint Technology Corp. Prestige Telecom Inc. San Anton Capital
Neil Wiener	Dianor Resources Inc. Freewest Resources Canada Inc.

## 3. Orientation and Continuing Education

*Describe what steps, if any, the board takes to orient new board members, and describe any measures the board takes to provide continuing education for directors.*

The Corporation does not currently have a formal orientation program for new directors. The Board of Directors has not taken any measures to provide continuing education for the directors.

## 4. Ethical Business Conduct

*Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.*

In light of the Corporation's stage of development and its limited number of employees, the Board of Directors has not taken formal steps to encourage and promote a culture of ethical business conduct. The Corporation does take measures to ensure that the directors do not trade in the Corporation's shares at a time when disclosure of material information is pending.

## 5. Nomination of Directors

*Disclose what steps, if any, are taken to identify new candidates for board nomination, including:*

- (i) who identifies new candidates; and*
- (ii) the process of identifying new candidates.*

The Board of Directors will consider new candidates for nomination, if deemed necessary.

## 6. Compensation

*Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including:*

- (i) who determines compensation; and*
- (ii) the process for determining compensation.*

During the fiscal year ended October 31, 2008, the directors of the Corporation did not receive any cash compensation and received an aggregate of 1,550,000 or stock options for serving in that capacity. The Board has not formally reviewed compensation of directors.

The CEO of the Corporation did not receive a salary; he receives a consulting fee of less than \$125,000 per year. The compensation of the CEO is reviewed on an annual basis by the Board of Directors. During the fiscal year ended October 31, 2008, the Board of Directors granted a stock option to the CEO.

## 7. Other Board Committees

*If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.*

The Board of Directors does not have any other committees.

## 8. Assessments

*Disclose what steps, if any, that the Board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.*

The Board of Directors is responsible for assessing the effectiveness of the Board of Directors, its committees and individual directors.

## ADDITIONAL INFORMATION

Financial information about the Corporation is contained in its comparative financial statements and Management's Discussion and Analysis for the fiscal year ended October 31, 2008, and additional information about the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com).

If you would like to obtain, at no cost to you, a copy of any of the following documents:

- (a) the financial statements of the Corporation for the fiscal year ended October 31, 2008 together with the accompanying report of the auditors thereon and any interim financial statements of the Corporation for periods subsequent to October 31, 2008 and Management's Discussion and Analysis with respect thereto; and
- (b) this Proxy Circular,

please send your request to:

Quest Uranium Corporation  
1155 University Street  
Suite 1308  
Montreal, Québec  
H3B 3A7

telephone: (514) 878-3551  
telecopier: (514) 878-4427  
e-mail: [info@questuranium.com](mailto:info@questuranium.com)

## **AUTHORIZATION**

The contents and the mailing of this Management Proxy Circular have been approved by the Board of Directors of the Corporation.

*(signed) Peter Cashin*

Peter Cashin  
President and Chief Executive Officer

DATED at Montreal, Québec  
March 20, 2009

## SCHEDULE A

### Charter of the Audit Committee

#### CHARTER OF THE AUDIT COMMITTEE

##### 1. General

The Board of Directors of Quest Uranium Corporation (the “Corporation”) has delegated the responsibilities, authorities and duties described below to the Audit Committee of the Board of Directors (the “Audit Committee”).

The Audit Committee will provide independent review and oversight of the Corporation’s financial reporting process, the system of internal control and management of financial risks, and the audit process, including the oversight of the Corporation’s external auditors. In so doing, the Audit Committee will comply with all applicable Canadian securities laws, rules and guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules.

##### 2. Members

The Audit Committee shall be composed of a minimum of three members. Members of the Audit Committee shall be appointed by the Board of Directors. In this regard, the Board of Directors, at its first meeting held after an annual meeting of shareholders, shall appoint the members of the Audit Committee to hold office until the next annual meeting of shareholders. The Board of Directors may at any time appoint additional members of the Audit Committee, remove or replace any member of the Audit Committee, or fill any vacancy on the Audit Committee. Any member of the Audit Committee ceasing to be a director shall cease to be a member of the Audit Committee. The Board of Directors shall fill a vacancy if the membership of the Audit Committee is less than three directors as a result of such vacancy. The Chair of the Audit Committee may be designated by the Board of Directors or, if it does not do so, the members of the Audit Committee may elect a Chair by vote of a majority of the full Audit Committee membership.

A majority of the members of the Audit Committee shall be “independent” within the meaning of Multilateral Instrument 52-110 *Audit Committees*.

##### 3. Meetings

The Audit Committee shall meet at least quarterly at such times and locations as the Chair of the Audit Committee shall determine, provided that meetings shall be scheduled so as to permit the timely review of the Corporation’s quarterly and annual financial statements and the related management’s discussion and analysis and earnings press releases. The external auditor or any two members of the Audit Committee may also request a meeting of the Audit Committee. The Chair of the Audit Committee shall hold *in camera* sessions of the Audit Committee, without management present, at every meeting. The Audit Committee may invite such other persons to its meetings as it deems appropriate in order to carry out its duties.

The Audit Committee shall submit the minutes of all meetings to the Board of Directors, and when so requested, shall review the matters discussed at an Audit Committee meeting with the Board of Directors.

A quorum for any meeting shall be two members of the Audit Committee.

The Audit Committee shall have the authority to require the attendance of the Corporation’s officers at meetings of the Audit Committee, as it deems appropriate or necessary.

##### 4. Committee Charter

The Audit Committee shall review and reassess the adequacy of this charter at least annually or otherwise, as it deems appropriate, and propose recommended changes to the Board of Directors, if necessary.

##### 5. Duties of the Audit Committee

The Audit Committee shall have the following duties:

**(a) Oversight of Financial Information and Reporting**

- (i) The Audit Committee shall review, with management and the external auditor, and recommend to the Board of Directors for approval, the annual financial statements of the Corporation and related financial reporting, including management's discussion and analysis and earnings press releases.
- (ii) The Audit Committee shall review, with management and the external auditor, if deemed necessary, and recommend to the Board of Directors for approval, the interim financial statements of the Corporation and related financial reporting, including management's discussion and analysis and earnings press releases.
- (iii) The Audit Committee shall review, with management and the external auditor, and recommend to the Board of Directors for approval, any financial statements of the Corporation which have not previously been approved by the Board of Directors and which are to be included in a prospectus or other public disclosure document of the Corporation.
- (iv) The Audit Committee shall consider and be satisfied that adequate policies and procedures are in place for the review of the Corporation's disclosure of financial information extracted or derived from the Corporation's financial statements (other than disclosure referred to above), and periodically assess the adequacy of such procedures.

**(b) Relationship with External Auditors**

The Audit Committee shall recommend to the Board of Directors the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or test services for the Corporation and shall recommend to the Board of Directors the compensation of the external auditor. The external auditor is required to be an auditor registered with the Canadian Public Accountability Board ("CPAB") that is in compliance with any restrictions or sanctions imposed by the CPAB.

The Audit Committee shall be directly responsible for overseeing the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting.

**(c) Pre-Approval of Non-Audit Services**

The Audit Committee shall pre-approve all non-audit services to be provided to the Corporation (or any subsidiary entities) by the Corporation's external auditor.

**(d) Complaints Procedure**

The Audit Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

**(e) Hiring Policies**

The Audit Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.

**(f) Reporting**

The Audit Committee shall report regularly to the Board of Directors regarding any issues that arise with respect to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements, the performance and independence of the external auditor, or the internal audit function.

**6. Authority to Engage Independent Counsel and Advisors**

The Audit Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Audit Committee, and to communicate directly with the internal and external auditors.

The Corporation shall provide appropriate funding, as determined by the Audit Committee, in its capacity as a committee of the Board of Directors, for: (a) payment of compensation to the external auditors employed by the issuer for the purpose of rendering or issuing an audit report; (b) payment of compensation to any advisors employed by the Audit Committee; and (c) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee shall have the authority, within the scope of its responsibilities, to seek any information it requires from any employee of the Corporation and from external parties.

## **SCHEDULE B**

### **SHAREHOLDERS' RESOLUTION**

#### **RATIFICATION AND CONFIRMATION OF THE 2007 STOCK OPTION PLAN**

##### **BE AND IT IS HEREBY RESOLVED:**

THAT the 2007 Stock Option Plan of the Corporation, as described in the Management Proxy Circular of the Corporation dated March 20, 2009, be and it is hereby ratified and confirmed.

## **SCHEDULE C**

### **SHAREHOLDERS' RESOLUTION**

#### **AMENDMENT TO STOCK OPTIONS PREVIOUSLY GRANTED TO INSIDERS**

WHEREAS pursuant to the 2007 Stock Option Plan (the "2007 Plan"), the Corporation may from time to time grant options in respect of common shares in the capital stock of the Corporation;

WHEREAS on January 11, 2008, the Corporation granted stock options pursuant to the 2007 Plan in respect of an aggregate of one million six hundred thousand (1,600,000) common shares to seven (7) persons at an exercise price of thirty cents (\$0.30) per share (collectively, the "Options");

WHEREAS on September 22, 2008, the Board of Directors of the Corporation amended the exercise price of the Options to fifteen cents (\$0.15) per share, to better reflect the then-market price of the common shares of the Corporation and the issue price of the Corporation's common shares pursuant to the Corporation's rights offering by way of prospectus dated November 29, 2007, all as described in the Management Proxy Circular of the Corporation dated March 20, 2009; and

WHEREAS on September 30, 2008, the TSX Venture Exchange approved the amendment to the exercise price of the Options, subject to approval by the "disinterested shareholders" of the Corporation;

##### **BE AND IT IS HEREBY RESOLVED:**

THAT the reduction of the exercise price of the Options, as described in the Management Proxy Circular of the Corporation dated March 20, 2009, from thirty cents (\$0.30) per share to fifteen cents (\$0.15) per share, be and it is hereby approved.