

**HARTE GOLD CORP.**

**SPECIAL MEEETING OF SHAREHOLDERS**

**TO BE HELD ON JANUARY 30, 2009**

**MANAGEMENT INFORMATION CIRCULAR**

Dated: December 29, 2008

**HARTE GOLD CORP.**  
44 Victoria Street, Suite 1101, Toronto, ON M5C 1Y2

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that a special meeting of shareholders (the "Meeting") of HARTE GOLD CORP. (the "Company") will be held **at the Chelsea Room located on the 2<sup>nd</sup> Floor of the King Edward Hotel, 37 King Street East, Toronto, Ontario M5C 1E9 on January 30, 2009 at 9:30 a.m.** (Toronto time) for the purpose of:

- (a) to fix the number of directors at five (5);
- (b) to electing directors;
- (c) to consider and, if deemed advisable, approve, with or without variation, a resolution amending the rolling stock option plan of the Company; and
- (d) to transact such further and other business as may properly come before the meeting or any adjournment thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Company's registrar and transfer agent, Equity Transfer & Trust Company, 200 University Avenue, Suite 400, Toronto ON M5H 4H1, not later than 24 hours (excluding Saturdays and holidays) before the time of holding of the Meeting or any adjournment thereof at which the proxy is to be used, or delivering the completed proxy to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time of voting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

DATED at Toronto, Ontario as of this 29<sup>th</sup> day of December, 2008.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Robert Isles"*

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Robert Isles  
President & CEO

**HARTE GOLD CORP.**  
44 Victoria Street, Suite 1101, Toronto, ON M5C 1Y2

**MANAGEMENT INFORMATION CIRCULAR  
CONTAINING INFORMATION AS AT DECEMBER 29, 2008  
FOR THE SPECIAL MEETING  
TO BE HELD ON JANUARY 30, 2009**

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**FOR THE SPECIAL MEETING OF THE SHAREHOLDERS OF HARTE GOLD CORP. (the "Company" or "Harte") TO BE HELD AT the Chelsea Room located on the 2<sup>nd</sup> Floor of the King Edward Hotel, 37 King Street East, Toronto, Ontario M5C 1E9 at 9:30 a.m. (Eastern time) on January 30, 2009.**

### **SOLICITATION OF PROXIES**

This Management Information Circular (the "**Circular**") is furnished in connection with the solicitation by and on behalf of the management of the Company of proxies to be used at the special meeting of shareholders of the Company or any adjournment thereof (the "**Meeting**") to be held at the time and place and for all purposes set out in the accompanying notice of meeting (the "**Notice**"). Solicitation will be made primarily by mail, but may be supplemented by solicitation personally by directors, officers and employees of the Company without special compensation. The cost of solicitation by management will be borne by the Company.

**The directors of the Company have fixed the close of business on December 30, 2008 as the record date for the determination of the shareholders of the Company entitled to receive notice of the Meeting.**

### **APPOINTMENT, REVOCATION AND DEPOSIT OF PROXIES**

The persons named in the enclosed form of proxy are officers and directors of the Company.

A shareholder desiring, to appoint some other person to attend and act for him or her and on his or her behalf at the Meeting may do so by filling in the name of such person, who need not be a shareholder of the Company, in the blank space provided in the proxy or by completing another proper form of proxy and in either case, depositing the completed form of proxy with the Company's transfer agent and registrar Equity Transfer & Trust. To be effective, a proxy must be received for verification not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of such meeting and/or adjournment of. The Chairman of the Meeting may refuse to recognize any instrument of proxy received after such time. A proxy should be executed by the shareholder or his attorney duly authorized in writing or, if the shareholder is a corporation, by a duly authorized officer or attorney thereof.

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or his or her attorney duly authorized in writing and deposited either at the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof or in any other manner permitted by law.

### **MANNER OF VOTING BY PROXIES**

Where a choice is specified, the persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the shareholder appointing them. **In the absence of such direction, it is intended that such shares will be voted for each of the matters identified in the Notice and described in this Circular. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the accompanying Notice and with respect to other matters which may properly come before the Meeting.** As of the date hereof, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

## VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Company consists of an unlimited number of common shares (the "Common Shares") of which, on the date of this Circular, 44,961,104 Common Shares were issued and outstanding.

The holders of Common Shares are entitled to receive notice of and to attend any meeting of the shareholders of the Company and are entitled to one vote for each Common Share held. The holders of the Common Shares are entitled to (a) receive any dividends as and when declared by the board of directors out of the assets of the Company properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine, and (b) receive the remaining property of the Company in the event of any liquidation, dissolution or winding-up of the Company.

Each shareholder is entitled to one vote for each Common Share shown as registered in his or her name on the list of shareholders of the Company. The list of shareholders will be prepared as of December 30, 2008, the record date fixed for determining shareholders entitled to the notice of the Meeting. If a person acquires ownership of Common Shares after that date, he or she may establish such ownership and demand, not later than ten days before the Meeting, that his or her name be included on the list of shareholders.

### Beneficial Holders

Only registered shareholders or duly appointed proxy holders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" or "beneficial" shareholders because the shares they own are not registered in their names, but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the "Beneficial Holder") but which are registered either: (a) in the name of an intermediary (an "Intermediary") that the Beneficial Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESP's and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("CDS")) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the proxy (collectively, the "Meeting Materials") to the clearing agencies and Intermediaries for onward distribution to Beneficial Holders.

Intermediaries are required to forward the Meeting Materials to Beneficial Holders unless a Beneficial Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Beneficial Holders. Generally, Beneficial Holders who have not waived the right to receive Meeting Materials will either:

- a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Beneficial Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Beneficial Holder when submitting the proxy. In this case, the Beneficial Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with the Company's transfer agent as provided above; or
- b) more typically, be given a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Beneficial Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the proxy authorization

form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Beneficial holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Beneficial Holders to direct the voting of the shares which they beneficially own. Should a Beneficial Holder who receives one of the above forms wish to vote at the Meeting in person, the Beneficial Holder should strike out the names of the Management Proxyholders named in the form and insert the Beneficial Holder's name in the blank space provided. In either case, Beneficial Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.

#### Principal Shareholders

To the knowledge of the directors and senior officers of the Company, as of the date hereof, no person owns directly or indirectly or exercises control or direction over, voting securities carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company.

#### Quorum

A quorum for the transaction of business at the Meeting shall be two persons present in person, each being a shareholder entitled to vote at the Meeting or a duly appointed proxyholder or representative for a shareholder so entitled, irrespective of the number of shares held by such persons.

#### Interest of Certain Person or Companies in Matters To Be Voted On

None of the directors or senior officers of the Company, no management nominee for election as a director of the Company, none of the persons who have been directors or senior officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than as disclosed under the heading "Particulars of Matters to be Acted Upon".

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### **PARTICULARS OF MATTERS TO BE ACTED UPON**

To the knowledge of the Board of Directors of the Company, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

#### **1. THE NUMBER OF DIRECTORS**

At the Meeting, the shareholders will be asked to consider and, if thought advisable, to pass an ordinary resolution fixing the number of directors to be elected at FIVE (5).

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF A RESOLUTION FIXING THE NUMBER OF DIRECTORS AT FIVE (5), UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.**

## 2. ELECTION OF DIRECTORS

Unless a choice is otherwise specified, it is intended that the shares represented by the proxies hereby solicited will be voted by the persons named therein for the election of the nominees whose names are set forth below. Management does not contemplate that any nominee will be unwilling or unable to serve as director but, should that occur for any reason prior to the Meeting, it is intended that the persons named in the enclosed form of proxy shall reserve the right to vote for another nominee in his or her discretion. Each of the following persons is nominated to hold office as a director until the next annual meeting or until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws of the Company.

Name and Present Office Held <sup>(1)</sup>	Principal Occupation (for past 5 years)	Committees	Director Since	No. of Common Shares Beneficially Held <sup>(2)</sup>
Robert Isles, BAsC. President, President & CEO Toronto, Ontario	Engineer	[Audit]	October 2003	22,000
Milton Klyman, CA Chairman Toronto, Ontario	Financial Consultant	[Audit]	January 1982	501,041
John Ternowesky Director Thunder Bay, Ontario	Prospector	N/A	May 1994	223,904
Paul Lamarche Director Richmond Hill, Ontario	Businessman	[N/A]	Sept 2008	100,000
David Klyman, MBA Director New York, New York	Businessman	[Audit]	April 1993	Nil

Notes:

- (1) The information as to country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) Common Shares beneficially owned, directly and indirectly, or over which control or direction is exercised, at the date hereof, based upon the information furnished to the Company by individual directors and officers. Unless otherwise indicated, such shares are held indirectly.

### Milton Klyman, C.A.

Milton Milton is the current Chairman, Chief Financial Officer and the founder of Harte Gold Corp. Mr. Klyman has played a significant role on the board of directors in various capacities as a senior officer of the Company since its inception. He has also served on the board of many other public junior mining companies. From 1972 to 2002, Mr. Klyman was a director and an audit committee member of Agnico-Eagle Mines Limited. Agnico-Eagle is a producing gold mining company operating the Laronde Mine in Quebec. Mr. Klyman has many other interests but Harte Gold Corp. is the major focus of his attention.

**Robert Isles, BAsC (Electrical), P.Eng (retired)**

Robert Isles is the President and Chief Executive Officer of Harte Gold Corp. He has served as a director and as an officer of Harte Gold Corp. in many capacities since 2004. Since March 2008, Mr. Isles has also served Harte Gold Corp. as its President and CEO. As a professional engineer since 1950, Mr. Isles has conducted research, development, design, project management and administrative functions for Atomic Energy of Canada Limited for the design and construction of Canadian nuclear power reactors. Since 1985, Robert was instrumental in the development of several Canadian public junior resource companies as a director and senior officer. He brings a wide range of corporate governance experience to Harte Gold Corp.

**David Klyman, MBA**

David Klyman graduated from York university in 1986 and with an MBA in finance, marketing and policy strategy. . He has a wide range of business experience in sales, accounting and strategy formulation which is brought to Harte Gold Corp. Mr. Klyman has been a member of the board for nearly twenty years and has helped guide the company through many different issues, especially in policy formation

**John Ternowesky**

John Ternowesky joined Harte Gold Corp. as a director in 1994. Mr. Ternowesky holds a certificate in geology and has pursued a career in all areas of the mining exploration industry during the past 30 years. His main achievement was to vend into the Company the Dayossarah Lake Sugar Zone property that lead to negotiations with Corona Gold Corp. in 1998. The Dayossarah Lake Sugar Zone property holds an inferred resource of 283,000 oz of gold which makes it the Company's core asset. John Ternowesky resides in the City of Thunder Bay, Ontario and continues to apply his knowledge of the mining industry in his capacity as a director of Harte Gold Corp.

**Paul Lamarche**

Paul Lamarche has been a director of Harte Gold Corp. since September 2008. Mr. Lamarche has worked for more than 20 years in the financial community in many capacities including as a stock broker and trader, dealing, in particular, with junior mining companies. Mr. Lamarche has been particularly instrumental in assisting the Company to raise capital.

**3. STOCK OPTION PLAN**

The Company has a 10% "rolling" stock option plan (the "Stock Option Plan") as attached as Schedule "1" to Schedule "A" to the Company's Management Information Circular dated October 28, 2003. The Company wishes to amend the Stock Option Plan in accordance with s 4.4 of TSX Venture Policy 4.4 as follows:

**BE IT RESOLVED THAT:**

1. The Stock Option Plan be amended to add the following section:

**"4.1 OPTIONS ISSUABLE UNDER THE PLAN**

Subject to the requirements of the TSX Venture Exchange:



- (a) the number of shares reserved for issuance under stock options granted to Insiders shall not exceeding 10% of the issued shares;
  - (B) the number of options granted to Insiders, within a 12 month period, shall not exceed 10% of the issued shares; and
  - (C) the number of shares issued to any one Optionee, within a 12 month period, pursuant the exercise of Options shall not exceed 5% of the issued shares."
2. The directors or officers be authorized to amend the form of the Plan in any manner required from time to time in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Corporation; and
3. Any officer or director of the Corporation is hereby authorized, on behalf of the Corporation, to execute, whether under the corporate seal or otherwise, and deliver all documents or instruments in writing and to do all other such acts and things as may be considered necessary or desirable to carry out the terms of the foregoing resolution."

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE OPTION PLAN RESOLUTION, UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION**

#### **ADDITIONAL INFORMATION**

Additional information relating to the Company and the Company's annual financial statements and Management Discussion & Analysis for its most recently completed financial year are available on the SEDAR website at [www.sedar.com](http://www.sedar.com) or by written request to the Company at 44 Victoria Street, Suite 1101, Toronto, Ontario M5C 1Y2.

#### **GENERAL**

Information contained herein is given as of December 29, 2008. Save for the matters referred to herein, Management knows of no other matters intended to be brought before the Meeting. However, if any matters, which are not now known to Management, shall properly come before the Meeting, the Proxy given pursuant to this solicitation by Management will be voted on such matters in accordance with the best judgment of the person voting the Proxy, in the event such discretionary authority is provided in the Proxy. The contents and sending of this Information Circular have been approved by the Directors of the Company.

**HARTE GOLD CORP.**

*"Robert Isles"*

**ROBERT ISLES**

President and Chief Executive Officer