



ANNUAL INFORMATION FORM

For the financial year ended
December 31, 2009

Rodinia Lithium Inc.
Suite 815 – 65 Queen Street West
Toronto, Ontario
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June 30, 2010

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1. CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This Annual Information Form contains forward-looking information under applicable securities legislation. Forward-looking information includes, but is not limited to, information with respect to the prospective nature of the Company's properties; macro trends regarding the lithium market; the Company's ability to raise additional funds; the future price of minerals, particularly lithium; timing and conclusions of economic evaluations; costs of exploration activities; capital expenditures; potential success of exploration activities; reliance on partners and third parties; currency exchange rates; government regulation of mining operations; and environmental risks. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is based on the opinions and estimates of management as of the date such statements are made. Estimates regarding the proposed exploration programs and anticipated outcome thereof are based on research and analysis by management of the Company. Capital and operating cost estimates are based on extensive research of the Company, purchase orders placed by the Company to date, recent estimates of exploration costs and other factors that are set out herein. Projections regarding the lithium market are based on third party analysis and reports. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: revocation of government approvals; timing and availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future mineral prices; failure of equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry, as well as those factors discussed in the section entitled "Risk Factors" in this AIF. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

2. EXCHANGE RATE INFORMATION

All dollar amounts referenced herein, and in the documents incorporated by reference herein, unless otherwise indicated, are expressed in Canadian dollars and United States dollars are referred to as "U.S. dollars" or "US\$". On June 29, 2010 the noon buying rate was US\$1.00 = \$1.0529 as certified by the Bank of Canada.

3. DEFINITIONS AND GLOSSARY OF TERMS

In this AIF, references to "Rodinia", the "Company", "we", "us" or "our" mean Rodinia Lithium Inc., on a consolidated basis, except where otherwise indicated or required by context. The following defined terms are also used:

"AIF"	means this annual information form
"Audit Committee"	means the audit committee of the Board
"Board"	means the board of directors of Rodinia
"Common Shares"	means the common shares in the capital of the Company
"K"	means potassium
"Li"	means lithium

“Mg”	means magnesium
“Mg:Li”	means magnesium to lithium ratio
“NI 43-101”	means the National Instrument 43-101 – <i>Standards of Disclosure for Mineral Projects</i> of the Canadian Securities Administrators
“ppm”	parts per million
“mg/L”	Milligrams per litre
“TSX-V”	means the TSX Venture Exchange

4. CORPORATE STRUCTURE

Name, Address and Incorporation

Rodinia Lithium Inc. (“**Rodinia**” or the “**Company**”) was incorporated under the name Western Premium Resource Corp. pursuant to the *Company Act* (British Columbia) on April 17, 1986. On August 29, 1997, the Company changed its name to Zodiac Exploration Corp. On December 18, 1998, the Company changed its name to Donnybrook Resources Inc. On August 13, 2003 the Company changed its name to Rodinia Minerals Inc. On November 3, 2009, the Company was continued to Ontario pursuant to the *Business Corporations Act* (Ontario). On June 10, 2010 the shareholders of the Company approved the name change of the Company from Rodinia Minerals Inc. to “Rodinia Lithium Inc.” and the articles of amendment with respect to the name change were subsequently filed on June 15, 2010. The Company began trading on the TSX-V under the name “Rodinia Lithium Inc.” on June 30, 2010.

The Company’s head and registered office is located at 65 Queen Street West, Suite 815, Toronto, Ontario, Canada, M5H 2M5.

Intercorporate Relationships

The Company has two wholly owned subsidiaries: (i) Donnybrook Platinum Resources, Inc. (“**Donnybrook**”), which is incorporated in the City of Laramie, Wyoming; and (ii) Potasio Y Litio de Argentina S.A., which is incorporated pursuant to the laws of Argentina.

5. GENERAL DEVELOPMENT OF THE BUSINESS

Rodinia is a Canadian mineral exploration company with a primary focus on lithium exploration and development in North and South America. The Company believes it is positioned to capitalize on the expected increase in demand for lithium carbonate associated with the projected paradigm shift relating to the mass adoption and use of key lithium applications. Our principal properties are the Clayton Valley lithium property located in Esmerelda County, Nevada and the Diablillos property in Salta Province, Argentina.

In 2009, the Company underwent a change of management as the current management became involved with the Company.

Three-Year History

Current Financial Year

In June 2010, the Company announced that Mr. Daniel Bruno had joined the Board.

In June 2010, the Company engaged Quantec Geoscience Argentina S.A. to conduct a gravity survey of the Diablillos property. In addition, the Company awarded a contract for drilling at the Diablillos property to Compania Argentina de Perforaciones S.A.

In May 2010, the Company completed a private placement financing and issued an aggregate of 4,000,000 common shares of the Company at a price of \$0.50 per common share for gross proceeds of \$2,000,000.

In May 2010, the Company announced completion of its auger drill exploration program on its Diablillos property. The Company reported sample results defining a 2.5 km by 4 km high-grade lithium potash zone with lithium values of up to 1,000 mg/L Li and up to 11,000 mg/L K.

In May 2010, the Company announced that Mr. David Stein had resigned as the Company's President and Chief Executive Officer to pursue other endeavours. Mr. Will Randall was appointed by the Board as the President and Chief Executive Officer of the Company.

In April 2010, Mr. Farhad Abasov was appointed to the Board and to the role of Executive Chairman.

In March 2010, the Company provided notice to Ethell Schell's Red Bluff Mine, LLC ("**Ethel Schell**") terminating its interest in the lease agreement entered into between the Company and Ethell Schell with respect to the Red Bluff Mine property located in Gila County, Arizona. The Company and Ethell Schell are in the process of negotiating the final terms of the termination. Ethell Schell has retained legal counsel with respect to this matter. The Company is hopeful that this matter can be successfully resolved by way of negotiation without resorting to litigation. The resolution of this matter is not expected to have a material adverse effect on the Company.

In March 2010, the Company announced that it had received positive sample results from its exploration program on its Clayton Valley lithium-brine project in Nevada, USA. Results from the exploration sampling of brines had lithium values of up to 400 mg/L and favourable Mg:Li ratios.

On February 11, 2010, the Common Shares commenced trading on the Pink OTC Market's prestigious tier, OTCQX International, under the symbol "RDNAF".

On January 27, 2010, the Company entered into an agreement to acquire 100% of the rights of and interests to certain additional claims in the Salar de Diablillos project not already acquired by the Company pursuant to the Diablillos Option Agreement, as defined below. To acquire a 100% interest in these additional claims, the Company is required to pay the vendor an aggregate of \$US441,500 as follows: (i) US\$150,000 on closing; and (ii) US\$291,500 nine months after the first payment.

On January 18, 2010, Rodinia announced that it had entered into option agreements with Borax Argentina SA ("**Borax**"), a subsidiary of Rio Tinto Minerals, to acquire three separate lithium-brine projects in Salta, Argentina: the Salar de Diablillos ("**Diablillos**"); the Salar de Centenario ("**Centenario**"); and the Salar de Ratones ("**Ratones**").

With the addition of subsequently staked claims, the Diablillos land package comprises approximately 5,600 hectares (the "**Diablillos Property**"). Pursuant to the option agreement entered into between the Company and Borax (the "**Diablillos Option Agreement**"), the Company has the option to acquire a 100% interest in the lithium-rich brines located on the Diablillos Property. The Company has completed an initial auger sample on the Diablillos Property that returned an average of 858 mg/L with a Mg:Li ratio of 2.57. A 1999 study on the brine chemistry on Diablillos estimated lithium concentrate averaging 960 milligrams per litre with a reported Mg:Li ratio of 3.96. These studies and data are historical in nature and are not NI 43-101 compliant. Accordingly, such historical data should not be relied upon. Pursuant to the terms of the Diablillos Option Agreement, Borax will grant the Company a three year exploration licence to explore the lithium bearing brines and a subsequent 40 year mining licence to acquire all recovered metals and minerals from such brines. The mining licence will commence upon the earlier of: (i) the expiry of the exploration licence; or (ii) at the discretion of the Company. The Company has agreed to pay Borax an aggregate of USD\$1,944,000 as follows: (i) USD\$500,000 on or before January 25, 2010, which has been paid; (ii) USD \$500,000 on or before July 15, 2010; and (iii) USD\$944,000 on or before November 30, 2010. In addition, Borax shall retain a 1.5% net smelter return royalty with respect to the Diablillos Property (the "**Diablillos NSR**"). The Company has the option to purchase the Diablillos NSR for USD\$1,500,000 at any time during the term of the Diablillos Option Agreement. See "Description of Mineral Properties – Diablillos Property, Salta, Argentina."

The Centenario land package comprises 682 hectares (the “**Centenario Property**”) and the Ratones land package comprises 600 hectares (the “**Ratones Property**”), both of which are located in the Province of Salta, Argentina.

Pursuant to the option agreement dated January 18, 2010 between the Company and Borax with respect to the Centenario Property (the “**Centenario Option Agreement**”), the Company may acquire a 100% interest in the Centenario Property by paying Borax an aggregate of USD\$774,711 as follows: (i) USD\$154,711 on or before January 25, 2010 which has been paid; (ii) USD\$170,000 on or before July 15, 2010; and (iii) USD\$450,000 on or before November 30, 2010. In addition, Borax shall retain a 1% net smelter return royalty with respect to the Centenario Property (the “**Centenario NSR**”). The Company has the option to purchase the Centenario NSR for USD\$1,000,000 at any time during the term of the Centenario Option Agreement.

Pursuant to the option agreement dated January 18, 2010 between the Company and Borax with respect to the Ratones Property (the “**Ratones Option Agreement**”), the Company may acquire a 100% interest in the Ratones Property, upon payment to Borax of an aggregate of US\$180,000 in accordance with the following schedule: (i) USD\$100,000 on or before January 25, 2010, which has been paid; and (ii) USD\$80,000 on or before July 15, 2010.

Financial Year Ended December 31, 2009

In December 2009, the Company acquired a 100% interest in 4,500 hectares of the Salar de Salinas Grandes, located in the Province of Jujuy, Argentina (the “**Salinas Grandes Property**”). In consideration for the acquisition of the Salinas Grandes Property, the Company must make cash payments totaling USD\$900,000 over a two year period, of which USD\$150,000 was paid by the Company on December 1, 2009.

In June 2009, the Company completed a private placement financing and issued 9,000,000 units at an exercise price of \$0.30 per unit for gross proceeds in the amount of \$2,700,000. Each unit consisted of one Common Share and one common share purchase warrant of the Company. Each warrant entitles the holder thereof to acquire one Common Share at a price of \$0.40 at any time prior to June 25, 2011.

Pursuant to an assignment agreement entered into between the Company and Forbes & Manhattan, Inc. (“**F&M**”), in October 2009, the Company acquired the right to earn a 100% interest in the Strider lithium project located in Manitoba (the “**Strider Lithium Project**”). In consideration for the assignment to the Company, the Company issued 5,000,000 units of the Company to F&M. Each unit consisted of one Common Share and one share purchase warrant. Each warrant entitles the holder thereof to acquire a Common Share at an exercise price of \$0.40 until October 14, 2011. Pursuant to the acquisition, the option agreement that was assumed by the Company, the Company also agreed to issue an aggregate of 1,000,000 Common Shares to Strider Resources Ltd. (“**Strider Resources**”), to be issued as follows: (i) 200,000 Common Shares on the date of entering into the acquisition agreement which were issued to Strider Resources; (ii) 200,000 Common Shares on or prior to the first anniversary of the acquisition agreement; (iii) 200,000 Common Shares on or prior to the second anniversary of the acquisition agreement; and (iv) 200,000 Common Shares on or prior to the third anniversary of the acquisition agreement; and (v) 200,000 Common Shares on or prior to the fourth anniversary of the acquisition agreement. To earn the interest in the Strider Lithium Project, the Company will be required, over a period of four years, to expend a total of \$3,000,000 on exploration of the property and make cash payments totaling \$500,000 to Strider Resources. The property remains subject to a 2% net smelter return royalty in favour of Strider Resources, 50% of which may be purchased at any time by the Company for \$1,000,000.

In April 2009, the Company entered into a definitive agreement (the “**Clayton Valley Agreement**”) with GeoXplor Corp. (“**GeoXplor**”) to acquire a 100% interest in 250 unpatented mining claims located in the Clayton Valley, Esmeralda County, Nevada (the “**Clayton Valley Property**”). The Company may exercise the option to acquire a 100% interest in the Clayton Valley Property by: (i) paying to GeoXplor an aggregate of US\$322,000 over four years, of which US\$122,000 has been paid to date; (ii) issuing to GeoXplor an aggregate of 2,500,000 common shares of the Company, (500,000 common shares upon regulatory approval and 500,000 common shares on March 26, 2010 have been issued and 500,000 common shares each year for each of the next three years); and (iii) incurring expenditures on exploration on the Clayton Valley Property of at least US\$2,000,000 over four years. The Clayton Valley Property is subject to a 3% royalty in favour of GeoXplor in respect of lithium carbonate production and all other ores or minerals mined or extracted from the property. See “Description of Material Properties – Clayton Valley Property, Nevada.”

Financial Year Ended December 2008

In June 2008, pursuant to the *Securities Exchange Act of 1934*, as amended, the Company voluntarily terminated the registration of its Common Shares with the U.S. Securities and Exchange Commission.

In May 2008, the Company entered into an agreement with Hawk Uranium Inc., to acquire a 100% interest in 69 mineral claims located in Gila County, Arizona, in consideration of 125,000 Common Shares issued to Hawk Uranium Inc.

In April 2008 the Company exercised its back-in right to acquire 40% of the interest held by Golden Patriot Corp. (“**Golden Patriot**”) in the Lucky Boy uranium project consisting of 14 claims and an 80 acre state lease located in Gila County, Arizona (the “**Lucky Boy Uranium Project**”). Upon exercising its back-in right, the Company now holds a 24% interest in the Lucky Boy Uranium Project, subject to a 3% yellowcake royalty in favour of the prior vendors.

In March 2008, the Company amended the terms of the letter agreement (the “**Workman Creek Letter Agreement**”) entered into among the Company, Donnybrook and Cooper Minerals, Inc. (“**Cooper Minerals**”) dated October 26, 2004, with respect to the Workman Creek uranium deposit (the “**Workman Creek Letter Agreement**”). Pursuant to the terms of the Workman Creek Letter Agreement, the Company acquired the option to acquire a 100% interest in the Workman Creek uranium deposit comprised of two unpatented lode mining claims and 31 staked mining claims, located in Gila County, Arizona (the “**Workman Creek Property**”). Subject to a 3% net smelter return royalty in favour of Cooper Minerals and the prior vendors, Cooper agreed to grant the Company the option to acquire the Workman Creek Property in consideration for cash payments in the aggregate amount of US\$135,000, property expenditures in the aggregate amount of US\$2,000,000 to be expended over a four year period, 2,500,000 Common Shares issued to Cooper Minerals and 1,500,000 common share purchase warrants issued to the prior vendors of the Workman Creek Property. In connection with the amendment agreement entered into in March 2008, the Company and Cooper Minerals agreed to a one year extension of all work expenditures with \$500,000 in exploration expenditures to be spent during 2008 and \$400,000 in exploration expenditures to be spent during 2009. In October 2008, the Company staked an additional 32 lode mining claims in Parker Creek and 53 lode mining claims in Reynolds Creek with respect to the Workman Creek Property.

In January 2008, the Company entered into an agreement with Golden Patriot Mining Inc. (“**Golden Patriot**”) and Handley Minerals Inc. (“**Handley**”) whereby in consideration for the Company paying Handley an aggregate of \$125,000 owed to Handley by Golden Patriot, Golden Patriot agreed not to earn any additional interest in the Lucky Boy Uranium Project. This entitled the Company to earn a 10% interest for every incremental expenditure of US\$100,000 on the property, up to a maximum 40% interest in the Lucky Boy Uranium Project, to be acquired on or before March 7, 2010.

Financial Year Ended December 2007

In October 2007, the Company and UraniumCore Company mutually agreed to terminate the option agreement entered into between the parties with respect to the Suckerite, Pendleton Mesa, Coon Creek and Oak Creek properties located in Gila County, Arizona. In consideration, the Company returned an aggregate of 4,000,000 common shares of UraniumCore Company previously issued to the Company.

In September 2007, the Company and Donnybrook entered into a letter agreement with GeoXplor with respect to 501 unpatented lode mining claims comprising ten claim blocks covering a total of 4,000 hectares located in the White Canyon District of Utah (the “**White Canyon Property**”). By paying GeoXplor an aggregate of US\$200,000 to cover its staking expenses, Rodinia and Donnybrook have, pursuant to the terms of the agreement, acquired a 50% interest in the White Canyon Property, subject to a 3% yellowcake royalty in respect of uranium mined from the property, and a 3% net smelter return royalty in respect of all other ores mined from the property. To acquire the remaining 50% interest, the Company is required to: (i) pay GeoXplor an aggregate cash payment in the amount of US\$100,000; (ii) issue an aggregate of 4,000,000 Common Shares to GeoXplor; and (iii) incur expenditures of at least an aggregate of US\$3,000,000 by August 2011.

On April 18, 2007, the Company and Donnybrook entered into a mineral lease agreement with Red Bluff Mine, LLC (“**Red Bluff**”), to explore, develop and potentially mine 46 unpatented lode mining claims and two permitted

mill site claims (the “**Claims**”) located in Gila County, Arizona. Pursuant to the agreement, the Company also acquired the option to purchase, at commercially prevailing rates, water associated with water rights owned by Red Bluff. Red Bluff will receive a 3% yellowcake royalty in respect of uranium mined from Red Bluff and a 3% net smelter return royalty in respect of all other ores mined. As consideration for the exclusive right to explore and potentially mine Red Bluff over a 17 year period, the Company agreed, over a five year period, to: (i) pay Red Bluff US\$600,000 in rental payments; (ii) issue to Red Bluff an aggregate of 1,200,000 Common Shares; (iii) issue to Red Bluff 1,000,000 share purchase warrants entitling the holder thereof to acquire one Common Share at an exercise price of \$1.00 per Common Share until April 18, 2012; and (iv) expending no less than US\$1,000,000 on exploration and development of Red Bluff. The Company agreed to pay annual advance royalty payments to Red Bluff in the amount of US\$150,000 during years 6 through 15 of the mineral lease and US\$200,000 for years 16 and 17 of the mineral lease.

6. DESCRIPTION OF BUSINESS

General

The Company is engaged in the acquisition, exploration and development of lithium properties in North America and South America. The Company’s material properties are currently the Clayton Valley Property in Nevada and the Diablillos Property in Salta, Argentina.

Principal Products and Markets

The Company does not currently have any production. The Company holds interests in properties that are prospective for lithium.

Lithium is a solid only about half as dense as water. Lithium is mixed (alloyed) with aluminum and magnesium for light-weight alloys. Historically, the most common use of lithium compounds and minerals is in the production of ceramics, glass and primary aluminum. Perhaps the most recognized application is CorningWare, in which lithium allows the ceramic to be used from refrigerator to oven without shattering. More recently, the use of lithium as an input in batteries has increased substantially, and rechargeable lithium-ion and lithium-polymer batteries appear to have significant potential for growth.

Lithium is used in battery applications as it has the highest electric output per unit weight of any battery material. Lithium batteries are lightweight and are not as toxic as lead and cadmium batteries. Battery manufacturers are increasingly using lithium-based batteries from other battery materials. Moreover, lithium carbonate has been the focus of recent research for use in batteries for electric vehicles.

According to Roskill Information Services Ltd. (“**Roskill**”), the author of “The Economics of Lithium”, Eleventh Edition, 2009, overall lithium demand increased at a compound annual growth rate (“**CAGR**”) of 5.5% from 2000 to 2009, even after accounting for the global recession which suppressed overall consumption in 2009 by approximately 15% compared to 2008. However, Roskill estimates that future demand is expected to grow at an annual rate of 6.4% between 2010 and 2020 from existing market applications, and as high as 9.5% annual growth, depending upon the rate of uptake in demand from the electrification of the transportation sector.

The use of lithium in the portable battery market has been growing by more than 20% per year since 2000. This historic rate of growth is entirely related to small format batteries used in a variety of electronic applications. Nearly all cellular phones and laptop computers now incorporate lithium batteries because of their higher density and lighter weight than alternatives. The Company also believes that the mass production of hybrid, plug-in hybrid and electric vehicles using lithium batteries by major automotive manufacturers offers the most significant upside potential for lithium demand.

Roskill estimates that global production of lithium increased from approximately 13,050 tonnes (“t”) (69,465t of lithium carbonate equivalent (“**LCE**”)) in 2000 to approximately 22,800t (121,364t LCE) in 2008.

Lithium is used in lithium aluminum and lithium magnesium alloys in aircrafts, where it imparts high-temperature strength, improves elasticity and increases tensile strength. In purified form, lithium carbonate is used in the chemotherapeutic treatment of bipolar disorder.

Competitive Conditions

The lithium exploration and mining business is a competitive business. Rodinia competes with numerous companies that have resources significantly in excess of those of the Company, in the search for (i) attractive mineral properties; (ii) qualified service providers and labour; (iii) available financing; and (iv) equipment and suppliers. The ability of the Company to acquire additional mineral properties in the future will depend on its ability to develop its present properties and on its ability to select and acquire suitable producing properties or prospects for development or exploration in the future.

Environmental Protection

The Company's exploration, development and mining activities are subject to laws and regulations governing environmental protection, employee health and safety, wastes disposal, remediation of environmental sites, reclamation, mine safety, toxic substances and other matters. Compliance with the laws and regulations requires forethought and diligence in the conduct of the Company's activities, and may impact the Company's operations and financial results in any given year.

Employees

The Company currently has approximately twelve employees, contract service providers and consultants.

7. RISK FACTORS

Risk Factors

Investing in the Company involves risks that should be carefully considered. Investors should be aware that there are various risks, including those discussed below, that could have a material adverse effect on, among other things, the operating results, earnings, properties, business and condition (financial or otherwise) of the Company.

Nature of Mining, Mineral Exploration and Development Projects

Mining operations generally involve a high degree of risk. Rodinia's current projects are extremely speculative. The Company's operations are subject to the hazards and risks normally encountered in mineral exploration and development, and if achieved in the future, production, including incorrect geological analysis, differences between modeled and actual outcomes, environmental hazards, unusual or unexpected geological formations or pressures and periodic interruptions in both operation and transportation due to inclement or hazardous weather conditions. Such risks could result in damage to, or destruction of, mineral properties or producing facilities, personal injury, environmental damage, delays in exploring, developing and mining, monetary losses and possible legal liability.

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Substantial expenditures are required to define or extend mineral reserve and mineral resource estimates. Because of these uncertainties, no assurance can be given that exploration programs will result in the estimation or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

At present, none of our properties have a known body of commercial ore. Resource estimates and estimates of cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques and feasibility studies, which derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, ground conditions, the configuration of the ore body, expected recovery rates of minerals from the ore, estimated operating costs, anticipated climatic conditions and other factors. For example, cut-off grades for the Company's deposit estimates are based on certain assumptions of plant recovery, mineral value, mining dilution and recovery, along with operating and capital cost projections. As

a result, actual production, cash operating costs and economic returns could differ significantly from those estimated. In such case, estimated resources may have to be recalculated.

Title to Properties

The acquisition of title to resource properties is a very detailed and time-consuming process. Title to the mining claims may be disputed. In particular, certain claims on the Clayton Valley Property have not been registered and no legal opinion has been obtained by the Company with respect to the claims comprising the Clayton Valley Property. There is no guarantee that such title will not be challenged, impugned, revoked or impaired. There may be challenges to the title of the properties in which Rodinia may have an interest, which, if successful, could result in the loss or reduction of the Company's interest in the properties and/or potential litigation with respect to title disputes and/or leasehold disputes. The Company's rights and interest in and to its properties may be subject to prior unregistered agreements or transfers or indigenous land claims and title may be affected by undetected defects. In addition, the Company may be unable to operate its properties as permitted or enforce its rights with respect to its properties, and the title to its mineral properties may also be impacted by government or state action.

Mineral Resource and Mineral Reserve Estimates May be Inaccurate

At present, none of the properties of the Company have a known body of commercial ore. In the event the Company defines mineral resources and mineral reserves on its properties, the reader should be cautioned that there are numerous uncertainties inherent in estimating mineral resources and mineral reserves, including many factors beyond the Company's control. Such estimates are a subjective process, and the accuracy of any mineral resource and mineral reserve estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Estimates may require revision based on various factors such as actual production experience, market price fluctuations, results of drilling, metallurgical testing, production costs or recovery rates. These amounts are estimates only and the actual level of recovery of minerals from such deposits may be different and could have a material adverse effect on the Company's future (if any) mineral resource and reserve estimates, future cash flow, financial position and results of operations.

Mineral Prices

The Company's future sustainability is largely dependent on mineral prices, particularly lithium. Mineral prices have historically been volatile. Given the historic volatility of mineral prices, there is no assurance that the prices of lithium or any other mineral will remain at economically attractive levels. Lithium prices are affected by numerous factors beyond the Company's control, including the relative exchange rate of the U.S. dollar with other major currencies, macro trends affecting demand, political and economic conditions, and production levels and costs. If, as a result of a decline in mineral prices, projected revenues from sales were to fall below cash operating costs, the feasibility of continuing development and operations would be evaluated and, if warranted, could be discontinued. If mineral prices were to decline significantly, the Company might not be able to continue its operations, attract required financing, develop its projects or fulfill its obligations under its agreements with its partners or pursuant to its permits and licences. As a result, the Company may lose its interest in, or be forced to sell, its current properties, and its ability to continue as a going concern may be affected.

Foreign Property Interests

At present the Company has property interests in the United States and Argentina which exposes the Company to various levels of political, economic and other risks and uncertainties associated with operating in foreign jurisdictions. These risks and uncertainties include, but are not limited to, currency exchange rates, environmental regulation and other permitting issues, price controls, import or export controls, currency remittance, potential labour unrest; renegotiation or nullification of existing concessions, licences, permits and contracts; changes in taxation policies; changing political conditions; naturalization, protectionism and governmental regulations that may require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. Changes, if any, in mining or investment policies or shifts in political attitudes in Argentina or other countries in which Rodinia conducts business may adversely affect the operations or profitability of the Company. The Company may become subject to local political unrest that could have a debilitating impact on operations, and at its extreme, could result in damage and injury to personnel and site infrastructure.

Failure to comply with applicable laws and regulations may result in enforcement actions and include corrective measures requiring capital expenditures, installing additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Limited Revenue and No History of Operations

Rodinia has no operating history or history of earnings and its properties are at an early stage of exploration and there are no assurances that further exploration will verify commercially viable sub-surface mineral content and quality. To date, Rodinia has not recorded revenue from operations and does not have a substantial history of operations. The Company will have to rely on its ability to attract additional financing to cover working capital expenditures and to finance any exploration work to be conducted.

Liquidity Concerns and Future Financings

The Company will require significant capital and operating expenditures in connection with the exploration and development of its properties. There can be no assurance that the Company will be successful in obtaining required financing as and when needed. Volatile markets may make it difficult or impossible for the Company to obtain debt financing or equity financing on favourable terms, if at all. Failure to obtain additional financing on a timely basis may cause Rodinia to postpone or slow down exploration and development plans, forfeit rights in some or all of the Company's properties or reduce or terminate some or all of its activities. Accordingly, the continuing development of the Company's properties may depend on its ability to obtain financing through joint venturing of projects, debt financing and equity financing and other means. There is no assurance that the Company will be successful in obtaining the required financing on terms acceptable to it, if at all.

Share Price Fluctuations

The market price of securities of many companies, particularly junior exploration companies, are often subject to wide fluctuations in price that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. Investors should expect to experience fluctuations in the trading price of the Common Shares.

Licences and Permits, Laws and Regulations

The Company's exploration, development and mining activities require permits and approvals from various government authorities, including but not limited to various federal, state or territorial and local government authorities, and are subject to extensive laws and regulations governing exploration, development, production, exports, taxes, labour standards, occupational health and safety and other matters. In particular, in connection with its planned activities, the Company may require permits to draw water and/or brines from its properties. Further, in the event that it conducts brine extraction operations, the Company expects that it will be required to apply for and obtain permits to appropriate water. Obtaining such permits may prove to be costly, impossible, challenged by competitors or may be delayed significantly. Any failure or delay in the Company obtaining such permits could prevent the Company from conducting exploration and extraction operations, result in significant additional cost and lost management time, and fundamentally and negatively affect the value of the properties of the Company. Laws and regulations relating to licences and permits are subject to change, can become more stringent and compliance can therefore become more onerous and costly. In addition, the Company may be required to compensate those suffering loss or damage by reason of its activities. There can be no guarantee that the Company will be able to maintain or obtain all necessary licences, permits and approvals that may be required to explore and develop its properties or operate its mining facilities.

Actual Production from Brine-Recovery Projects may be less than in current grades or quantities

Similar to rock deposits, production from brine-recovery projects may be less than current volume/grade-based estimates. In the case of brine-recovery projects, the primary extractability limitations are related to low permeability zones, from which brine does not readily flow. This would be comparable to high grade zones of solid rock deposits for which recovery is not economically feasible due to surrounding lower grade materials.

Environmental Regulation

Rodinia's activities are subject to extensive laws and regulations governing environmental protection and employee health and safety. Environmental legislation is evolving in a manner that is creating stricter standards while enforcement, fines and penalties for non-compliance are becoming ever more stringent. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Furthermore, any failure to comply fully with all applicable laws and regulations could have significant adverse effects on Rodinia, including the suspension or cessation of operations.

Risks Associated with Exploration Activities in Argentina

The Company will conduct exploration activities in Argentina which has, from time to time, experienced political and economic instability. The Company may be materially adversely affected by risks associated with political instability and violence, war and civil disturbance, acts of terrorism, expropriation or nationalization, change in fiscal regimes, fluctuations in currency exchange rates, high rates of inflation, underdeveloped industrial and economic infrastructure; and enforceability of contractual rights. Provincial governments of Argentina have considerable authority over exploration and mining in their province and there are Argentinean provinces which have passed various laws to curtail or ban mining activities in those provinces. Argentina has and is currently enduring a period of high inflation which could increase the Company's operating costs relating to work carried out on the Argentinean properties. In addition, the Argentinean peso has been subject to large devaluations and revaluations in the past and may be subject to significant fluctuations in the future. Further, the Company may conduct a portion of its business through an Argentinean subsidiary. Any limitation on the transfer of cash or assets between the Company and the Argentinean subsidiary could have an adverse impact on the Company's valuation.

Uninsured Risks

The Company does not maintain insurance, other than directors' and officers' insurance. In the course of the Company's exploration, development and operation of mining activities, certain risks, and in particular, unexpected or unusual geological operating conditions including explosions, rock bursts, cave-ins, fire, earthquakes and terrorist attacks may occur. The Company does not have any insurance to mitigate the impact of the occurrence of any such risks. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Common Shares. The payment of any such liabilities would reduce the funds available to the Company.

Competition

Rodinia competes with many other mining companies that have substantially greater resources and technical facilities than the Company. Such competition may result in Rodinia being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund the Company's operations and develop its properties. Rodinia's inability to compete with other mining companies for these resources would have a material adverse effect on its results of operations and business.

One of the strategies of Rodinia is to grow its business by acquiring attractive, quality mining assets. Rodinia expects to selectively seek strategic acquisitions in the future. However, there can be no assurance that suitable acquisition opportunities will be identified or that the Company will acquire any additional interests in mineral resource properties that might yield reserves or results in commercial mining operations. Further, the ability of Rodinia to consummate and to integrate effectively any future acquisitions on terms that are favourable to it may be limited by the number of attractive acquisition targets, internal demands on the resources of management of the Company, competition from other mining companies and, to the extent necessary, Rodinia's ability to obtain financing on satisfactory terms, if at all.

Dependence on Outside Parties

Rodinia has relies upon consultants, engineers, mining contractors and others and intends to rely on these parties for exploration activities. Substantial expenditures are required to construct and operate mines, to establish mineral resources through drilling, to carry out environmental and social impact assessments, and, in the case of new

properties, to develop the required infrastructure at any particular site. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on Rodinia.

Qualified Personnel

Recruiting and retaining qualified personnel in the future will be critical to Rodinia's success. As Rodinia develops, its need for skilled labour will increase. The activities of the Company may be significantly delayed or otherwise adversely affected if it cannot recruit and retain qualified personnel as and when required.

Conflicts of Interest

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the such persons may have a conflict of interest in negotiating and concluding terms respecting such participation. In particular, certain of the Company's directors and officers are also the officers and directors of other mining companies.

8. DESCRIPTION OF MATERIAL PROPERTIES

Clayton Valley Property, Nevada

In April 2009, the Company entered into the Clayton Valley Agreement with GeoXplor to acquire a 100% interest in the Clayton Valley Property. Pursuant to the terms of the definitive agreement, the Company may exercise the option to acquire a 100% interest in the Clayton Valley Property by: (i) paying GeoXplor an aggregate of US\$322,000 over four years of which US\$122,000 has been paid to date; (ii) issuing to GeoXplor an aggregate of 2,500,000 Common Shares, of which 1,000,000 Common Shares have been issued and 500,000 Common Shares are scheduled to be issued each year for the next three years; and (iii) incurring expenditures on exploration of the Clayton Valley Property of not less than an aggregate of US\$2,000,000 over the following four years. The Company also granted a 3% royalty in favour of GeoXplor in respect of lithium carbonate production and all other ores or minerals mined or extracted from the Clayton Valley Property.

The royalty can be re-purchased at any time upon payment of US\$1,000,000 for each 1% of the royalty. The definitive agreement also provides that if, at any time, (i) a positive feasibility study in respect of the Clayton Valley Property is delivered, or (ii) the Company disposes of their interest in the Clayton Valley Property in any way, GeoXplor will be paid US\$2,000,000 in cash, or, at the election of GeoXplor, in that number of Common Shares as have an aggregate value of US\$2,000,000 determined on the basis of the closing market price per share of the Company's shares on the day preceding GeoXplor's election.

In addition, Rodinia has also staked an additional 284 claims (45,440 acres) in Clayton Valley.

The Company has a National Instrument 43-101 ("**NI 43-101**") compliant technical report in respect of the Clayton Valley Property entitled "Technical Report on the Clayton Valley Lithium Property, Esmerelda County, Nevada", dated March 12, 2009 which was completed by John C. Harrop, P. Geo, Senior Geologist, Coast Mountain Geological Ltd. (the "**Clayton Valley Technical Report**"). Mr. John C. Harrop, P. Geo, is a Qualified Person, as such term is defined pursuant to NI 43-101 and is independent of the Company. For the most part, the following information has been derived or, in some cases, excerpted from the Clayton Valley Technical Report.

Property Description and Location

The small settlement of Silver Peak is situated in Clayton Valley adjacent to the Silver Peak Operations lithium mine. Tonopah, the closest major support centre, is approximately 55km northeast of the property, or 95km by road. The majority of this distance is on a well paved road with only the last few kilometres on gravel or dirt roads. Goldfield, the county seat, is approximately 30km east of the property. Direct access to the property from this direction is by secondary, unpaved roads.

The property consists of 250 claims on Bureau of Land Management (“BLM”) administered land totaling 5,000 acres. Spot checks conducted in connection with the Clayton Valley Technical Report noted that the BLM database for individual claims indicate six of the claims have not yet been registered. See “Risk Factors – Title to the Properties”.

The annual claim maintenance fee is \$100 per claim, totaling \$25,000 for the subject claims

In addition to the subject claims, Rodinia has staked an additional 284 placer claims (45,440 acres). For the purposes of this AIF, these claims are included in references to the Clayton Valley Property. The combined area is now approximately 50,440 acres.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Clayton Valley is a broad, open playa valley surrounded by rolling to rugged hills and ranges. Vegetation is sparse, but with sufficient scrub to possibly support biogeochemical methods. Temperatures range from average highs of 35°C in August to average lows of -8°C in December. Precipitation averages 11.2 centimetres annually with 6.9 centimetres of snowfall. Annual evaporation exceeds 127 centimetres of which the majority occurs in a five month period. There is not sufficient snow to prevent work in the winter months.

Clayton Valley lies within the Basin and Range Province, a large geographical and geological region that covers most of Nevada and parts of adjacent states. This region is characterized by north-south oriented ridges and valleys. Clayton Valley is a topographic low with respect to adjacent valleys. Immediately to the south and west is the Silver Peak Range and Palmetto Mountains, to the east is Clayton Ridge and Montezuma Range, and to the north is Paymaster Ridge and Weepah Hills. Clayton Valley is classified as a medium sized valley with about 100 km² of playa floor which receives drainage from approximately 1,300 km².

History

The history of the Clayton Valley Property is closely tied to that of the adjacent lithium brine plant. The exploration target of Rodinia’s Clayton Valley Property is, in part, the extension of the actively mined brine field. The mine is presently called the Silver Peak Operations of the Chemetall Foote Corporation, which is a subsidiary of Rockwood Holdings. Although a number of reports have been published that describe the geology and lithium mineral deposits in Clayton Valley, little information is publicly available on the lithium exploration history of the area. One report comments on how in spite of numerous wells drilled between 1964 and 1978 by Foote Mineral Company, and in 1912 and 1977 by the US Geological Survey (“USGS”), interpretation of the basin sediments was not easy. Poor recovery, contamination and the highly faulted nature of the valley sediments contributed to the complications. An exploration and drilling program started in 1976 using reverse circulation drilling and careful logging of the cuttings was finally successful in establishing a clear understanding of the valley sediments. The Company understands that Foote Mineral Company conducted some exploration activities on the area covered by the Company’s current property. However, the result of this work remains proprietary to Chemical Foote Corp. and has not been disclosed to the Company.

Before lithium was targeted in the area there had already been a significant history of silver and gold exploration. The Silver Peak district can be divided into Mineral Ridge and Red Mountain areas, which became active in the 1860s and 1907 respectively. Salt was mined from Clayton Valley for local use and some exploration was conducted for economic quantities of borax and potash. No economic grades and quantities were found. During the 1950s Leprechaun Mining Company discovered high concentrations of lithium in sub surface brines while exploring for high-potassium brines. At least one company optioned the property from Leprechaun during early 1960s, but it was not until Foote Mineral Company acquired the property in 1964 that significant advances toward developing lithium production operations were made. Construction of a lithium plant commenced in 1964 by converting a mill site previously used for silver ore. Lithium carbonate production began in 1967 and has continued to the present.

The lithium recovery operation pumps brines from 100 to 250 metres depth. Previous reports state that brines used for production in 1970 contained approximately 300 ppm lithium, which was concentrated to approximately 5,000 ppm lithium by solar evaporation. By 2001 the concentration of the initial brine had dropped to 160 ppm lithium and the final brine was 6,000 ppm lithium. Processing of this concentrated brine was completed 4.8 kilometres away at a

plant in the town of Silver Peak. Prior to 1964 when Foote Mineral Company took it over, this plant had operated as a silver ore cyanide leach system from 1864 to 1961.

A 1982 site visit report indicated that 49 wells were active although not all were used to produce lithium brine.

Current USGS publications summarizing mineral production do not disclose the quantity of lithium produced in the United States since Clayton Valley is the only producer and this would disclose confidential corporate information. Previous published reports and estimates, state that by 1991 a cumulative total of 25,600 tonnes of lithium had been produced, which averages 1,070 tonnes lithium per year. Another report states that in 1997 the operation produced 1,072 tonnes of lithium (as 5,700 tonnes of Li_2CO_3). This suggests that production rates were held quite constant. A 2000 report stated that in 1990 the reserve was estimated to be 65,000 tonnes of lithium. Estimation of reserve is complicated by the ability of the incoming groundwater to dissolve evaporites containing lithium and to a limited extent, recharge the reserve. This estimate is historical in nature, may not apply to the Company's property in whole or in part, and does not comply with NI 43-101. This information has been provided as historical information and should not be relied upon.

Two mineral endowment estimates have been published for Clayton Valley. The first was in 1975 and estimated lithium in the order of 700,000 tonnes of lithium. This estimate has been superseded by a newer one published in 2000 that estimates 2 to 22 million tones of Li were released into the Clayton Valley water system. These estimates are historical in nature, may not apply to the Company's property in whole or in part, and does not comply with NI 43-101. This information has been provided as historical information and should not be relied upon. A mineral endowment estimate does not attempt to identify where the commodity is located, as would be the case in a resource. In the Clayton Valley Technical Report, the author stated that much of the lithium will have dissipated in forms and concentrations that are not of economic interest. In spite of this, mineral endowment estimates are useful information in determining if exploration of an area is warranted.

Geological Setting

Basin and Range Province has a complex geological history that has resulted in a substantial number of diverse mining districts, some of which include world-class deposits. In western Nevada the north oriented ridges and valleys which reflect extensional, graben structures are disrupted by the Walker Lane right lateral faulting. This results in the ridge and valley orientation turning to the northeast. Walker Lane is believed to cross to the east of Clayton Valley, near Goldfield. To the west of Clayton Valley is another dextral structure to the Death Valley – Furnace Creek Fault Zone. To the north, the sinistral Warm Springs Lineament lies on the north side of Big Smokey Playa. Within Clayton Valley there is no evidence of lateral movement or faults. Scarps identified in quaternary alluvial gravels have two trends within Clayton Valley.

Pre-tertiary rocks outcrop in the ridges surrounding Clayton Valley and include Precambrian metamorphic and sedimentary rocks, Paleozoic marine sediments and Mesozoic intrusives. The oldest rocks include the upper Precambrian Wyman Formation, Reed Dolomite and the Deep Spring Formation. The Precambrian and Lower Cambrian Andrews Mountain member of the Campito Formation is also present. Conformably overlying these rocks are approximately 2,400 metres of Cambrian and Ordovician strata of siltstone, black shale, chert, limestone and dolomite that represent deep water facies equivalents of the Paleozoic shelf carbonates of central and eastern Nevada. The units include the Lower Cambrian Montenegro member of the Campito Formation, Poleta Formation, Harkless Formation and Mule Springs Limestone; Middle and Upper Cambrian Emigrant Formation; and Ordovician Palmetto Formation.

Plutonic rocks intrude the Precambrian and Paleozoic strata at Lone Mountain, Weepah Hills, Palmetto Mountains and Mineral Ridge. These rocks are generally grey, coarse to medium grained quartz monzonites with ages ranging from Jurassic to Tertiary. There is no evidence that pre-Tertiary rocks have contributed to the lithium collected in the playa and brine at Clayton Valley.

Resting unconformably on these older rocks are younger, Tertiary and Quaternary sediments and volcanics that provide the aquifers hosting the lithium bearing brines. Some of the volcanics to the east of Clayton Valley contain significantly higher levels of lithium than normal and it is believed that as they weathered they provided the lithium in ground water that has now moved down to the low point in the drainage system, which is Clayton Valley. Other

lithium sources, such as local hot springs and other volcanics may also have contributed to the lithium accumulated in Clayton Valley.

Normal faults, steeply dipping to the west have resulted in bedrock depression into which brines have accumulated. Fault scarps form the east side of the valley and sediments dip gently toward this side. Brines are encountered at multiple levels, which vary across the basin and are controlled by the position of more porous beds.

Paleozoic rocks in Clayton Valley probably have not formed effective aquifers as they do 150 km to the southeast. Upper Cenozoic rocks do form aquifers within alluvial sediments, bedded tuffs and welded tuffs. Three types of ground water have been identified in the basin; (1) cold, dilute groundwater of the bedrock highlands characterized by low permeability and porosity of the Paleozoic basement units reduces the opportunity for deep circulation and large reservoirs; (2) thermal groundwater, which probably obtains its heat from shallow magma chambers with the presence of a Quaternary cinder cone and Pliocene volcanics near the playa providing evidence of heat sources for higher than normal geothermal gradients; and (3) cold, saline brines, which are found in the central playa with focused by gently dipping sediments that abut fault scarps or equivalent blocks.

Brines used for lithium production are sodium chloride brines with salinities of about 20%. Elsewhere in the playa more dilute brines with 1% salinity have similar proportions of major components. Lithium appears to correlate well with concentrations in these waters, but correlates poorly with temperature suggesting that thermal waters do not play a significant role in the dissolution of lithium from sediments. Thermal water has a similar major ion composition to that of cold ground water with comparable concentrations.

Groundwater in the vicinity of the playa are supersaturated with respect to calcite, hectorite (lithium clay), phillipsite (a zeolite), cristobalite and analcime. Some more dilute brines are saturated with respect to sepiolite. No brines are reported to be saturated with respect to gypsum or halite. Consequently, modern brines are capable of dissolving additional halite and any contained lithium.

The lithium mineralization in Clayton Valley is best described as a combination of a continental brine deposit model and a continental evaporite deposit model. The former model describes what has been mined in the valley since 1964, but the latter is also considered important since its formation was critical to the development of the modern brine.

Mineralization

Lithium exists in Clayton Valley, in two modes: in solution within brine, and in solid minerals. There are probably multiple solid mineral phases in which the lithium occurs including hectorite, a clay mineral and trapped within evaporite salts such as halite.

A 1986 report indicated that the deuterium content measured in brine samples at Clayton Valley is similar to that of spring water from which the modern groundwater recharge of area takes place. The report concluded that brines in the area are not a solution in which concentration has taken place by ongoing evaporation over an extended time period. If this was the case, then the deuterium component should not match the recharge water. This process of solar concentration of a solution and the resulting fractional change in deuterium has been studied and well documented at Owens Lake, California where there is a substantial difference between deuterium in brines and recharge waters. The report further concluded that modern brines at Clayton Valley are the result of dissolving salts in the playa sediments, and that these salt beds were probably formed by the desiccation of a small saline lake. Drilling indicates that several episodes of this salt deposition took place between wetter or pluvial periods when less saline muds were deposited.

Additional compelling evidence for the source of modern brines at Clayton Valley comes from a near unity molar Na:Cl ratio for brines regardless of concentration. Inflow waters have molar Sodium to Chloride ratios ranging from 0.6 to 1.4.

The Company does not believe that pre-tertiary rocks in the area do not appear to be a significant source of lithium. Tertiary rocks do include several lithium sources, and Quaternary clays may provide some lithium sinks.

Several sources of lithium have been considered at Clayton Valley. A hydrothermal source related to the shallow magma sources evidenced in Clayton Valley has been postulated. Inflow of lithium brines or saline waters from adjacent valleys has been suggested. This multistage collection of lithium from across multiple valleys would significantly increase the catchment from which lithium is accumulated. Subsequent work has proposed lithium released by weathering of volcanics as the source and that the two previous models are less likely or have little direct evidence. Most recently, the case for weathering of volcanics has been developed using the model to estimate the potential lithium endowment of Clayton Valley. Obsidian in the Montezuma Peak area has been found to contain 125 to 228 ppm Li - making it one of the most lithium rich obsidians in the world. Rhyolites and perlites in the area have also demonstrated high lithium values.

Once lithium has been liberated into the water system it remains highly mobile. Movement of lithium with surface and groundwater will follow basic hydrological principles. Further compilation or analysis of hydrology data for the Clayton Valley catchment will be useful in determining the route travelled by the lithium and therefore where traps may be effective.

Within the valley some of the Quaternary sediments act as aquifers. Drilling has found that tuff layers tend to be better aquifers than mud layers. Identification of tuff layers will assist in identifying conduits in the immediate vicinity of potential traps.

Drilling

In February 2010, Rodinia completed a drilling program to explore the aquifers within the Clayton Valley property. The initial program consisted of three holes designed and implemented by previous management. This program encountered technical difficulties resulting in poor data acquisition and inconclusive assessment of the lithium potential of the property. Current management initiated a second program, consisting of eight reverse circulation drill holes operated by different drill contractors and supervised by a geological team led by lithium-brine specialists.

Results from the second drill program were positive, discovering an aquifer containing brines that returned lithium values of up to 400 mg/L and favourable Mg:Li ratios. The drilling program is believed to have intersected the main ash aquifer consisting of sand, ash, tufa and clay layers, and exhibited flow rates exceeding 80 gallons per minute (approximately 303 litres per minute). Two drill holes, SPD-08 and SPD-09, intersected this mineralized aquifer, which were spaced over 2.3 km apart and both located south of Chemetall Foote's patented claims. The drill holes follow a gravity low, identified during a survey conducted in 2009/2010, which has a strike length of approx 15 km within the Clayton Valley Property.

Drill hole SPD-09 returned samples of 370 mg/L Li, 6,800 mg/L potassium ("K"), and Mg:Li of 1.2 over 30 metres, and 270 mg/L Li and Mg:Li of 1.3 over 50 metres. The results from SPD-09 are summarized below. ⁽¹⁾

Sample	Depth		milligrams per litre				
	From	To	Li	Mg	B	K	Mg:Li
SPD-09	145.2	151.2	100	150	21	1800	1.50
SPD-09	151.2	157.2	190	240	29	3300	1.26
SPD-09	157.2	163.3	180	230	28	3100	1.28
SPD-09	163.3	169.3	110	160	18	1900	1.45
SPD-09	169.3	175.4	390	440	37	6800	1.13
SPD-09	175.4	181.4	380	420	31	6800	1.11
SPD-09	181.4	187.5	400	460	23	7000	1.15
SPD-09	187.5	193.5	360	430	27	6400	1.19
SPD-09	193.5	199.6	320	510	26	5700	1.59

⁽¹⁾ William Randall, P. Geo, the President and Chief Executive Officer of Rodinia and a “qualified person” as defined by NI 43-101, has reviewed and approved these drilling results.

Previous to Rodinia’s drill campaigns, the only public record of drilling on the property is of that done by the US Geological Survey in October and November 1977. The drill holes were located along the northeastern edge of the playa, with the exception of holes CV-4 and CV-5a which fall within the playa proper.

The purpose of the drilling was to collect data from a known lithium rich area. This could then be compared with data from other drilling that was testing potentially lithium rich playas. Sites were chosen with input from Foote Mineral Company and the results kept confidential until publication in 1982. The location of the drill sites is poorly located in USGS publications with the coordinates only accurate to the nearest minute latitude and longitude (approximately 1.9 km). Regardless of their imprecise location, the seven holes drilled by the US Geological Survey may be described as on or adjacent to Rodinia's Clayton Valley property. Those that are adjacent, still provide some data relevant to exploration on Rodinia property.

The table below presents the average, minimum and maximum values for lithium values in sediment and water samples taken from the seven drill holes. Note that brine with 160 ppm lithium has been reported to be used for evaporation pond feed.

Hole ID	Depth (m)	Li in Seds Avg	Min	(ppm) Max	Li in Brine Avg	Min	(ppm) Max
CV-1	120.4	100.7	33	310	37.7	32	60
CV-2	120.4	209.4	34	930	28.0	55	39
CV-2a	83.8	248.5	130	390	67.3	44	100
CV-3	187.4	168.4	16	780	52.9	41	91
CV-4	242.3	455.7	39	1840	109.2	44	190
CV-5	146.0	295.20	62	770	69.3	24	110
CV-5a	225.6	397.5	160	960	292.6	100	390

Sampling Method and Approach

During its recent drilling program, the Company enforced a sampling procedure to ensure sample integrity. Where possible brine and sediments samples were air lifted and injection of water restricted to the upper part of the hole before the water table was intercepted. Once the drill pipe penetrated the water table, only air was used, where possible, to avoid dilution or contamination of the brines. Once brine bearing horizons were intercepted drilling was halted and the drilling pipe lifted 2 feet or more to allow the total flushing of the internal pipe by means of air pressure for approximately ten minutes or until the brine appeared reasonably clean of sediment. After sufficient air lifting of the brine a sample, the brine was collected in 300 ml sample bottles that had been washed three times with the brine. Liquid was also collected in five gallon buckets and the time of filling of the bucket recorded so as to aid in quantifying the formational flow.

Sampling conducted by the USGS does not describe their analytical methods for either field or lab methods. Since the organization performing the laboratory work is highly professional and well regarded, there is no reason to have concern about the published results. It was not possible for the author of the Clayton Valley Technical Report to comment on possible limitations of the methods used. Further, the author commented that it would be useful to know if the digestion used in the analytical procedures was strong enough to extract lithium in all sites. Weakly bound lithium would more likely be available to groundwater leaching. Future work should use select digestions that will provide data about leachable lithium in addition to total lithium.

Recommendations

The author of the Clayton Valley Technical Report recommended further exploration of Clayton Valley to determine; (i) if there are extensions to the actively mined brine field on Rodinia property; (ii) if there are additional trapped brines and; (iii) if lithium trapped in solid phases can be extracted. In particular, the author recommended:

Hydrologic study: further compilation and analysis of Clayton Valley hydrology. The study should identify and determine flow patterns of the catchment area for the valley. Part of this study would be analysis of DEM data, which may be of assistance in identifying potential sites of normal faulting needed for second stage traps.

Geochemistry and Geophysics: biogeochemistry has been used to detect lithium at depth. Other options for deep looking geochemistry for lithium or proxies should be investigated since geochemical and geophysical methods, particularly when used together, can be critical for subsequent drill targeting. The relatively low cost of geochemical surveys should allow it to be used in conjunction with other preliminary work. An orientation survey should be conducted before any final decision on survey design and methods are made. This orientation survey should also evaluate what vegetation in Clayton Valley might be sufficiently deep rooted to be amenable to biogeochemical methods. Seismic surveys with either 3D or 2D methods have been used in the past to help understand the stratigraphy of Clayton Valley. Identification of the sediment-bedrock contact, and identifying when this is a high angle fault scarp would be valuable in identifying potential trap locations. It is unlikely that geophysical methods alone will be able to directly locate evaporites or brine. Other geophysical methods used in sand and gravel exploration may also be appropriate for Clayton Valley. If possible, an orientation survey should be included in the survey. Some of the geophysical budget should be held back to follow-up any targets generated by the geochemical survey.

Drilling options: Drilling is ultimately required to test for lithium brine or mineralized sediments. Due to the cost of drilling it is recommended that this stage occur after hydrology, geophysics and geochemistry have been used to optimize target selection. A few holes to confirm previous work and collect samples from depth for geochemical analysis could be used in the early stages as orientation for the main drilling phase. Reverse circulation drilling has traditionally been employed for these targets.

Solution mining evaluation: part of the goal of drilling will be to collect samples to evaluate solution mining potential of lithium trapped in solid phases. Successful solution mining evaluation would assist in determining what parts of the lithium endowment in Clayton Valley can be extracted with current technology.

Planned Exploration and Development

Management is considering adequate follow-up exploration work based on the success of the last round of drilling and the targets identified with geophysics. Items to be assessed include seismic profiles and TEM of the gravity low in the southern block before further drilling in order to further optimize target selection. Targets in the Clayton Valley Property are relatively deep requiring careful planning of holes.

Diablillos Property, Salta, Argentina

Certain information below has been derived or excerpted from information in a technical report entitled “Technical Report on the Diablillos Property Salta Province, Argentina for Rodinia Minerals Inc.” dated March 22, 2010 that was prepared by Todd Keast, P. Geo. (the “**Diablillos Technical Report**”). Mr. Keast is a qualified person, as such term is defined pursuant to NI 43-101, and independent from the Company.

Property description and Location

The Diablillos Property is located approximately 145 km southwest of the city of Salta, a few kilometres north of the border between the Provinces of Salta and Catamarca, Argentina. The entire property is within the Province of Salta, and covers an area of 5,756 hectares in the Puna region of north western Argentina. Rodinia’s property covers the entirety of the Salar de Diablillos nucleus and a vast majority of the margin land with only approximately 600 hectares of land in hands of private individuals. The term salar refers to a large salt flat or salt lake.

Rodinia owns the right to explore and harvest the lithium-bearing brines within the mining leases currently owned by Borax Argentina S.A., a subsidiary of Rio Tinto Minerals, as well as the rights to an additional three mining leases and two exploration leases on the salar. The Borax Argentina mining leases cover an area of approximately 2,700 hectares representing over 80% of the Salar nucleus, while the remaining tenements comprise the remainder of the 5,786 hectare Diablillos property.

Once conditions of sale have been met, the ownership and or mining rights will be recorded at the mining office under wholly owned subsidiary of Rodinia to be incorporated.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Diablillos Property is readily accessible from the city of Salta through the town of San Antonio de los Cobres via National Highway 51. A secondary all-weather gravel road (ruta provincial 129) leads south to the pueblo of Santa Rosa de los Pastos Grandes and then to the property. It is approximately 320 km from Salta to the property. An alternate road route exists via the town of Pocitos on Provincial Route 17, which is the main road to Antofagasta, Chile and the primary road access to the Borax Minas Tincalayu borax mine, located a few kilometres southwest of the Diablillos Property on the north-eastern shore of the Salar Hombre Muerto. These secondary roads are regularly maintained as they are used daily for transportation purposes during mining and processing of borates in the region. Borax uses these secondary roads to transport concentrated borate minerals to Campo Quijano (20 km from Salta city) where their boric acid and processing plants are located.

Two local roads can be used to access the Diablillos Property. The Diablillos Property is also accessible by fixed wing aircraft at about 40 km south-west of the Diablillos Property.

The Diablillos Property is located within the Puna physiographic region of the Andes, consisting of broad valleys separating ranges of mountains, which extend southward from Peru and Bolivia into northern Chile and north-western Argentina. The Argentine Puna (Puna Austral) is characterized by large plateaus generally averaging 3500 metres-above-sea-level surrounded by mountain ranges reaching heights that exceed 6000 metres-above-sea-level. The Puna Austral is generally extremely dry and arid with very low annual rainfall.

Average elevation of the Diablillos Property is approximately 4,000 metres-above-sea-level, with surrounding volcanic mountains extending several hundred metres higher. The climate is arid with little or no precipitation throughout most of the year. At nearby Salar del Hombre Muerto rainfall is reported to average 60-80 mm per year and the evaporation rate about 1500 mm year. The majority of the precipitation occurs during the months of February and March.

During the winter season (July and August), temperatures average between 8° C to 10° C during the day and -5° C to -8° C at night, but exhibit large daily variations commonly reaching -25° C and 15° C within 24 hours. During the summer months (December to February) temperatures average between 25° C to 30° C during the day and approximately 0° C at night. Strong north-westerly and westerly winds in excess of 45 km/h are common in the area, particularly during the winter and spring seasons.

Puna vegetation is sparse, with the small shrubs and varieties of upland grasses. Locally, vegetation is limited to halophile and xerophile species, generally of poor stature and with foliage limited to thorns. Plant and shrub species that can be found on the margins or the surrounding areas of the Salar are limited to tola (*Lepidophillum phillicoeforme*), añagua (*Adermia horridiuscula*), copa copa (*Artemisia* sp.), as well as a few grasses found on alluvial plains where fresh water can be found at depth.

Fauna present in the region is scarce. Mammals inhabiting the Diablillos area are vicuña, llamas, chinchilla brevicaudata, burros and zorro colorado. A variety of rodents and birds can be observed including flamingos and native grouse. The surface of the salar nucleus can generally be found free of fauna and flora.

The city of Salta, with a population of approximately 500,000 people, is the largest centre and located 145 km northeast of the Diablillos Property. Salta is the main regional commercial centre where supplies, fuel, and equipment may be purchased and trucked to the property year-round. Salta is also serviced by regular daily commercial flights from Buenos Aires and other major South American cities.

The closest permanent communities to the Property are Santa Rosa de los Pastos Grandes (100 people) and San Antonio de los Cobres (1,500 people). Basic supplies, fuel and unskilled labour may be obtained in San Antonio de los Cobres along with suitable lodging. San Antonio de los Cobres is also host to three processing plants serviced by suitable water, natural gas, and railway services.

The narrow-gauge General Belgrano Railway line connects the city of Salta with the seaport of Antogasta, Chile. Both a high-tension electrical transmission line and a natural gas pipeline cross the Puna within Salta province on their way to Chile. Pocitos, approximately 100 km north of the property, is the closest access point to this power transmission line while the gas pipeline is approximately 140 km from the Property. Trucking routes between Diablillos, Pocitos and San Antonio de los Cobres are established and in use by local borate producers.

History

Exploration and production history on the Salar de Diablillos is believed to have been restricted to minor ulexite harvesting by local miners and exploration work by Borax Argentina SA during the last decade. Records of this work are not available to the Company. There is evidence of the past work in the form of shallow <1 m small pits. It is unlikely that lithium-bearing brines would have been exposed and/or sampled during these past activities.

The Servicio Geologico Minero Argentino has reported that a drill hole was completed in the south-eastern margin of the salar, reaching the metamorphic basement at a depth of 75 vertical metres. The reported stratigraphy consisted of a one metre layer of ulexite followed by 10 cm of caliche and more extensive, but unspecified, clays. Below the clays a sand aquifer was logged to a depth of 30 metres giving way to a basal conglomerate towards the bottom of the hole.

Geological Setting

Regional Geology

The main lithium-bearing region of South America is located in the Altiplano Puna plateau, which is approximately 2,000 kilometres long by 300 kilometres wide with an average elevation of 3,700 metres, controlling the geomorphology of the central Andes. The plateau overlies a 30° east-dipping segment of the Nazca plate; North and South of the plateau the subducted plate dips subhorizontally and internally drained plateaus have not been described. A volcanic arc forms the western margin of the Puna/Altiplano. East of the volcanic arc, local volcanic edifices are present within the plateau. The volcanic arc and eastern volcanic centers have been active from Miocene times to the present day and they are the origin of mineralized fluids. Uplift of the plateau is the combined result of late Tertiary crustal shortening and magmatic addition.

The climate of the Puna varies from semiarid on the eastern border to arid along the western volcanic arc. The volcanic arc marks the limits of the Puna hydrologic basin to the west and a tectonic highland area to the east (Eastern Cordillera). In the southern Puna, combinations of east-trending volcanic chains and north trending, reverse fault-bounded structural blocks bound several hydrologic sub-basins. Extensive salars cover the basin floors that are typically surrounded by expansive alluvial systems. Thick (up to 5 km) sections of Neogene strata are present within the modern depositional basins (Jordan and Alonso, 1987; Alonso et al., 1991) containing evaporites (mainly halite, gypsum and borates) and alluvial clastic material with minor tuffaceous horizons. Exposed Neogene strata are present in reverse fault-bounded slices along salar margins or as intrabasin uplifts within salars. Water drains towards these closed basins so that the only way of returning to the hydrological cycle is by means of evaporation, leaving behind brines enriched in various metals and salts, sometimes including anomalous levels of lithium, boron, and/or potassium.

Local and Property Geology

The Salar de Diablillos is located on the western margin of the central portion of the Puna geological province and within the Puna Austral geological sub-province. The altitude of the saline salt flat or playa is approximately 4,000 metres above sea level. The salar constitutes a typical evaporitic depositional environment emplaced within an isolated depression bound by Pre-Paleozoic, Paleozoic and Cenozoic crystalline metamorphic basement rocks.

The Salar de Diablillos saline surface covers an area of approximately 3,700 hectares. Although limited published literature is available describing the stratigraphy of the basin, there are various references to the large extent and grade of the ulexite mineralization within the surficial sandstone strata. The salar is generally described a true “boratera” referring to the extent of ulexite mineralization that covers virtually the entire salar, varying from 20 cm to several metres in thickness. The borate minerals are an example of chemical-evaporitic sedimentation in arid continental environments with periods of active volcanism.

The areal distribution of borates within the salar is irregular in that it is thought to be related to the location of the hot springs from which they are derived from. At the Salar de Diablillos, remains of ancient hot spring deposits have been identified so that the current predominant hypothesis is that their genesis is directly related to the supply of hot boron-bearing water from vents at the margins and/or interior of the depressions. These hydrothermal fluids rose through fracture planes that structurally control the depressions during periods of relaxation, or within extensional periods in the predominantly compressive regional tectonics. The Salar de Diablillos is bound to the south by the roughly E-W Ratonés faults and west by a perpendicular N-S fault.

The hydrothermal fluids that are credited with the influx of boron to the basins have been associated with correlative levels of lithium and potassium. Examples of this are the Cauchari and Ratonés salars that exhibit high concentrations and distribution of borate minerals as well as high concentrations of lithium in subsurface brines. The Salar de Diablillos is considered the richest borate deposit in the Puna Austral.

Stratigraphy below the borate layer, generally between one and five metres below surface has been poorly explored so that little information is available. Servicio Geológica Minera Argentina reports that a drill hole was completed in the south-eastern margin of the salar, reaching the metamorphic basement at a depth of 75 vertical metres. The reported stratigraphy consisted of a one metre layer of ulexite followed by 10 cm of caliche and more extensive, but unspecified, clays.

Mineralization

Mineralization of interest on the property consists of lithium and potassium rich subsurface brines. Lithium and other elements are leached from volcanic rocks primarily by hydrothermal solutions emanating from deep-seated faults. This may also involve circulation of meteoric waters within fault systems. The length, width, depth, and continuity of lithium-bearing brines are uncertain at this early stage of exploration. However, sampling described within the Diablillos Property indicates brines with elevated contents of lithium, potassium, and boron in solution, apparently distributed over a large portion of the salar.

Exploration

Exploration and production history on the Salar de Diablillos has been restricted to minor ulexite harvesting by local miners and exploration work by Borax Records of this work are not available to the Company. Work conducted in relation to mining or exploring for ulexite is restricted to the top metres of the salar where this mineral precipitates. Evidence of the past work in the form of shallow (less than one metre) small pits is present on the property.

On November 22, 2009, Rodinia completed a property visit. Two shallow pits both approximately one meter deep were excavated by shovel; neither one of the pits intersected stratigraphy below the clay layer. As a consequence a surface water sample was collected from the first pit, while the second pit did not produce enough water for a sample. The single sample was analyzed by ALS Laboratory Group Environmental Division, Fort Collins Colorado, using an ICP dissolved metals analysis. The results below, indicate elevated lithium contents of the surface water, and a favorable Mg:Li ratio indicating higher concentrations within the isolated aquifers below the clay-rich horizon.

Sample	East	North	Elev (m)	Li	Mg	B	K	Mg:Li
DIA-1	724414	7204235	4,000	620	1,600	330	6,800	2.6

2010 Rodinia Exploration Program

Based on the results of the 2009 sampling program, Rodinia proceeded with an expanded phase of sampling.

Rodinia completed eight of the twelve planned holes across the Diablillos Property. The sampling locations were selected on the basis of completing a north-south section and an east- west section across a large portion of the Salar. Specific sites were adjusted in the field due to drilling difficulties caused by local caliche layers.

The gas powered auger was effective at completing holes 2-3 meters in depth. A 6 inch diameter auger blade was used for the first two meters of drilling and then downsized to a 4 inch diameter auger blade for the final meter of drilling. A 4 inch diameter plastic casing, perforated at the lower end was inserted into the hole to minimize caving of the hole prior to the water sampling.

The unconsolidated material penetrated by the auger was recorded for each drill site, and photographed. The holes were located using a non-differential GPS unit. Drill logs were completed for each drill location.

The holes were allowed to fill with water and in cases where there was sufficient inflow, pumped out in order to rinse the hole and minimize the effect of material that may have fallen into the hole. The hole was then allowed to fill for two hours from the aquifer below.

A 500 ml sampling device was lowered into the hole to collect the brine sample. Two 500 ml samples were collected from each site. The samples were placed in plastic containers, sealed, and marked with the unique drill site number suffix, one sample with an A and one with a B.

The eight samples collected from the property were analyzed by ALS Laboratory Group Environmental Division, Fort Collins Colorado, using an ICP dissolved metals analysis. Results from the sampling of the brines returned lithium values of up to 890 milligrams per litre with relatively low magnesium to lithium ratios. The average of five of the eight samples taken from the aquifer brines is 858 mg/L Li and 2.57 Mg:Li ratio. Results from aquifer sampling and surface water sampling are summarized in the Tables below.

Brine Sample Results

	milligrams per litre					
Sample	Li	Mg	B	K	Mg:Li	
D-A-02	820	2100	570	8900	2.56	
D-A-05	890	2200	610	10000	2.47	
D-A-08	860	2700	1000	9500	3.14	
D-A-09	830	2000	700	9100	2.41	
D-A-10	890	2000	770	9900	2.25	
Average	858	2200	730	9480	2.57	

Surface Water Sample Results

	milligrams per litre					
Sample	Li	Mg	B	K	Mg:Li	
D-A-01	200	770	230	2100	3.85	
D-A-03	27	120	140	300	4.44	
D-A-04	390	1300	410	4200	3.33	
Average	206	730	260	2200	3.88	

Sampling Method, Analysis and Security

The exploration work at the Diablillos Property that has been completed thus far constitutes early stage exploration.

Each brine sample was collected by the technical report author, and stored in tamper proof containers that could not be opened without destroying the container. Sample containers and sampling equipment were rinsed prior to collecting the sample. The samples were marked with a unique sample number. One complete set of samples was retained by the technical report author and returned with the author to Sudbury, Ontario. The containers were

examined by the author of the Diablillos Technical Report and found to be in excellent condition with no signs of damage. The containers were packaged shipped by the author using UPS to the ALS Laboratory Group Environmental Division, in Fort Collins Colorado. ALS Laboratory Group is an ISO 9001:2000 certified lab. ALS sample receipt records indicate the samples arrived in good condition with no apparent damage. The B series of samples were stored at Rodinia storage facilities in Salta. The B series samples was collected as a backup sample database should the A series samples become damaged during transport.

The author of the Diablillos Technical Report stated that the sampling procedure, samples collected, methods employed, and approach were thorough and provide sufficient information. There are no drilling or recovery factors that would materially impact the accuracy and reliability of the drilling results. Further, the author of the Diablillos Tehcnical Report stated that there are no sample security factors that would materially impact the accuracy and reliability of the results.

In addition, the author of the Diablillos Technical Report has reviewed the historical data, and can verify that the information has been presented accurately as it exists in those files and reports to the best of his ability. The author has also examined all Certificates of Assay for all samples listed in the Diablillos Technical Report. Verification of the geology of the Diablillos Property, and visual verification of the mineralization was accomplished via field visits.

Planned Exploration and Development

The author of the Diablillos Technical Report recommended a two phase exploration program for the Diablillos Property.

- PHASE 1
 - A power auger drill program on a 300-500 metre grid pattern, elucidating the horizontal variability of brine chemistry and help identify higher grade areas of the aquifer. Drill hole depths of 4 metres are recommended to ensure intersection of the brines.
 - Gravity survey to assist in determining depth to bedrock and thus potential size of the aquifer.
- PHASE 2
 - A Reverse circulation or sonic drill program to evaluate the aquifer at depth across the extent of the Diablillos Property. A 1 km grid is recommended to fully evaluate the depth potential of the salar.

Proposed Budget

Phase I of the proposed exploration program would consist of an auger drill program and surface geophysics. Auger holes would be drilled at approximately 400 centres. The holes would be drilled to a depth of 4 metres, to ensure that the aquifer brines are being sampled. The estimated cost of this work is \$214,000.

Phase II of the proposed exploration program would be dependent on the Phase I results and would consist of a reverse circulation or sonic drill program to evaluate the depth potential of the salar ultimately enabling a resource calculation. The holes would be drilled to bedrock or to machine depth limit. Estimated cost of Phase II is approximately \$1,610,000

Total cost of the proposed two phase exploration program is \$1,824,000.

Proposed Phase I Budget

Auger Drilling	@ 125/hr – approx 1 hole per hour	\$ 55,000
Assays	\$100/sample	\$ 44,000
Geologist	\$500/day	\$ 22,000
Accommodation		\$ 4,000
Transportation		\$ 7,000
Consumables		\$ 4,000
Geophysics		\$ 40,000

Reports, maps, analysis		\$ 10,000
Contingency 15%		\$ 27,900
<i>Phase I Total</i>		\$ 213,900

Proposed Phase II Budget

Reverse Circulation Drilling	@ 250/m	\$ 1,250,000
Assays	\$100/sample	\$ 50,000
Geology	\$500/day	\$ 40,000
Technician	\$175/day	\$ 14,000
Accommodation		\$ 10,000
Transportation		\$ 16,000
Reports, maps		\$ 20,000
Contingency 15%		\$ 210,000
<i>Phase II Total</i>		\$ 1,610,000
<i>Total Phase I + Phase II</i>		\$ 1,823,900

9. DIVIDENDS

The Company is not limited in any way in its ability to pay dividends on its Common Shares. However, the Company has not paid any dividends since incorporation and the Company does not expect to pay dividends in the foreseeable future. Payment of dividends in the future will be made at the discretion of the board of directors of the Company.

10. DESCRIPTION OF CAPITAL STRUCTURE

The Company is authorized to issue an unlimited number of Common Shares of which 47,833,412 Common Shares are issued and outstanding as of the date hereof. As of December 31, 2009, there were 41,292,412 Common Shares issued and outstanding. Our authorized share structure consists of an unlimited number of common shares without par value.

Common Shares

Holders of our Common Shares are entitled to receive notice of any meetings of our shareholders, to attend and to cast one vote per common share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive on a pro-rata basis such dividends, if any, as and when declared by the Company's board of directors at its discretion from funds legally available for distribution and upon the liquidation, dissolution or winding up of the Company are entitled to receive on a pro-rata basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro-rata basis with the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

11. MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares are listed for trading on the TSX-V under the symbol "RM".

The following tables set forth information relating to the trading of our common shares on the TSX-V on a monthly basis for each month during the financial years ended December 31, 2009 and 2008.

Trading Summary			
Month	Average Daily Volume	Low	High
January 2009	6,600	0.05	0.09
February 2009	36,400	0.05	0.16
March 2009	35,300	0.10	0.19
April 2009	79,000	0.16	0.38
May 2009	73,500	0.25	0.50
June 2009	101,300	0.38	0.52
July 2009	74,500	0.28	0.46
August 2009	226,500	0.38	0.80
September 2009	124,800	0.48	0.70
October 2009	170,600	0.33	0.57
November 2009	336,000	0.36	0.59
December 2009	259,500	0.36	0.54

12. DIRECTORS AND OFFICERS

The names, province or state and country of residence of each of our directors and executive officers, the positions and offices held by them with us and their principal occupations for the past five years are set forth below. All directors hold office until the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed.

Directors and Executive Officers Information					
Name and Jurisdiction of Residence ⁽¹⁾	Principal Occupation	Position with the Company	Date of Appointment	Number of Common Shares Beneficially Held ⁽¹⁾	Percentage of Common Shares Beneficially Held ⁽¹⁾
Will Randall Ontario Canada	Professional Geologist	President and Chief Executive Officer ⁽³⁾	May 31, 2010	Nil	N/A
Farhad Abasov Ontario Canada	President and Chief Executive Officer of Allana Potash Corp.	Executive Chairman and Director	April 2010	826,000	1.73%
Stan Bharti Ontario Canada	Mining Engineer, Chief Executive Officer of Forbes & Manhattan, Inc., a private merchant bank operating in Canada, the United States and Western Europe	Vice Chairman and Director	September 2009	2,500,000	5.22%
Mark Eaton ⁽²⁾ Ontario Canada	Financial Consultant	Director	February 2010	Nil	N/A
Daniel Bruno ⁽²⁾ Ontario Canada	Financial Analyst	Director	June 2010	95,000	0.2%

Directors and Executive Officers Information					
Name and Jurisdiction of Residence ⁽¹⁾	Principal Occupation	Position with the Company	Date of Appointment	Number of Common Shares Beneficially Held ⁽¹⁾	Percentage of Common Shares Beneficially Held ⁽¹⁾
Anthony Wonnacott ⁽²⁾ Ontario Canada	Barrister and Solicitor	Director	October 2009	1,617,003	3.38%
David Stein Ontario Canada	Corporate Executive	Director ⁽⁴⁾	October 2009	960,000	2.0%
Ryan Ptolemy Ontario Canada	Certified General Accountant	Chief Financial Officer	October 2009	Nil	N/A
Aaron Wolfe Ontario Canada	Financial Consultant	V.P. Corporate Development	October 2009	105,000	0.21%
Jennifer Wagner Ontario Canada	Lawyer	Corporate Secretary	October 2009	Nil	N/A

(1) Information as to jurisdiction of residence, principal occupation and current shareholdings has been provided by the individual directors and executive officers. Percentage of Common Shares held is based on 47,833,412 being issued and outstanding as of the date hereof.

(2) Member of the Audit Committee.

(3) Mr. Randall was the Vice President, Exploration of the Company from September 2009 to May 31, 2010.

(4) Mr. Stein was the President and Chief Executive Officer of the Company until May 31, 2010.

The directors and executive officers of the Company, as a group, beneficially own, directly or indirectly, or exercise control over, 6,103,003 common shares, representing approximately 12.8% of the issued and outstanding common shares of the Company as of the date hereof. The term of service of each of the directors expires at the next annual and general meeting of the shareholders of the Company, subject to their prior resignation or removal.

The principal occupations of each of the Company's directors and executive officers during the past five years are set out in the brief biographies below.

Will Randall, President, Chief Executive Officer - Mr. Randall is the President, Chief Executive Officer of Rodinia and the former Vice-President, Exploration of the Company. Prior to serving in such capacity, from 2006 to 2009, he was Vice President Exploration with Liberty Mines Inc. He is a Professional Geologist with extensive experience in management of mineral exploration and production. Mr. Randall has run and supervised numerous discoveries and has taken deposits from the resource stage through to feasibility and production. Mr. Randall obtained his Master of Science degree from the University of Toronto.

Farhad Abasov, Executive Chairman and Director - Mr. Abasov currently serves as the President and CEO of Allana Potash Corp. Mr. Abasov has previously held various senior executive and director positions with leading domestic and international resource, energy and finance companies. Before Allana Potash, Mr. Abasov served as Senior Vice President at Potash One. Prior to that Mr. Abasov was Vice President, Portfolio Management and Vertical Integration for Uranium One, managing Uranium One's large asset base in the United States. He was a member of Energy Metals Corporation's senior management team, a premier uranium company sold to Uranium One for \$1.8 billion in 2007. Mr. Abasov holds an MBA in Business and Finance from the International University of Japan, a leading Japanese business school.

Stan Bharti, Director – Stan Bharti (Vice-Chairman) is the Chief Executive Officer of Forbes & Manhattan, Inc., a private merchant bank operating in Canada, the United States and Western Europe. From February 2002 to April

2006, he was Chairman and a director of Desert Sun Mining Corp., a Toronto Stock Exchange-listed mining company which was acquired by Yamana Gold Inc. Mr. Bharti has over 25 years of experience in operations, public markets and finance. Mr. Bharti is also a director of several other public and private companies.

Daniel Bruno, Director - Mr. Bruno is a Chartered Financial Analyst (CFA) and holds an MBA from the Schulich School of Business, at York University. Mr. Bruno has over 15 years of investment experience. Mr. Bruno commenced his career with the Ontario Teachers Plan Board, and then transitioned to investment banking where most of his career was with GMP Securities Ltd as a Director in the Investment Banking group. Mr. Bruno also worked as a Managing Director in Investment Banking for a US based investment bank.

Mark Eaton, Director – Mr. Eaton graduated from Hull University, England and is an experienced investment professional with over 20 years of experience in equity capital markets specializing in the resource sector. Mr. Eaton has previously held the position of Managing Director of Global Mining Sales, a division of CIBC World Markets of Toronto Canada, and Manager of U.S. Equity Sales for CIBC World Markets. Mr. Eaton's most recent position was as a Partner and Director of Loewen Ondaatje McCutcheon Ltd., a Toronto-based investment dealer.

David Stein, Director – Mr. Stein is the former President and Chief Executive Officer of Rodinia. Prior to joining the Company from 2001 to 2009 Mr. Stein was an analyst with a leading Canadian boutique investment bank with experience in equity research, corporate finance and marketing. Mr. Stein holds a Master of Science degree (Economic Geology) and a Bachelor of Applied Science (Geological Engineering) from Queen's University, and is a Chartered Financial Analyst. Mr. Stein is also President, Chief Operating Officer and director of Aberdeen International Inc., a resource merchant banking company with investments in mining, agriculture and oil & gas in more than 20 countries.

Anthony Wonnacott, Director – Mr. Wonnacott is a Toronto-based corporate lawyer, who worked with the Toronto law firm McMillan Binch, LLP from May 1999 to March 2003. Mr. Wonnacott serves as corporate secretary for a number of publicly traded companies, including several TSX Venture Exchange-listed companies. Mr. Wonnacott obtained a Bachelor of Commerce (cum laude) from St. Mary's University and a Bachelor of Laws degree from Dalhousie University. He has also completed the Canadian Securities Course. Mr. Wonnacott is a member of the Law Society of Upper Canada.

Ryan Ptolemy, Chief Financial Officer – Mr. Ptolemy is the Chief Financial Officer of Rodinia. Prior to serving in such capacity, from 2005 to 2009 he was at an independent investment dealer in Toronto, most recently as Chief Financial Officer. In that role, Mr. Ptolemy was responsible for financial reporting, auditing, budgeting and internal controls. Mr. Ptolemy is a Certified General Accountant and a CFA charter holder, and holds a Bachelor of Arts from the University of Western Ontario.

Aaron Wolfe, Vice President, Corporate Development – Mr. Wolfe is the Vice President of Corporate Development of Rodinia, he brings corporate finance and advisory experience to Rodinia. Prior to serving in such capacity, Mr. Wolfe spent four years at Macquarie Capital Markets Canada Ltd., the Canadian division of a global Investment Bank, most recently as Senior Associate, Investment Banking. Prior to this Mr. Wolfe was an Associate Consultant with an International management and human resources consulting firm. Mr. Wolfe is also Vice President, Strategy at Forbes & Manhattan Inc. Mr. Wolfe obtained his HBA from the Richard Ivey School of Business at the University of Western Ontario.

Jennifer Wagner, Corporate Secretary - Ms. Wagner is a corporate securities lawyer who works as a legal consultant to various TSX and TSX Venture listed companies in the mining industry. Ms. Wagner previously worked as a securities lawyer at a large Toronto firm. She obtained her LL.B from the University of Windsor and received a Bachelor of Arts from McGill University.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No director, executive officer of the Company, (a) is, as at the date of this AIF, or has been, within ten years before the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any company (including the Company) that (i) while that person was acting in the capacity as director, chief executive officer or chief financial officer was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days; or

(ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days that was issued after the director or executive officer 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 other than the following: (i) Mr. Stan Bharti, who was a director of William Multi-Tech Inc, which on May 29, 2001 became subject to a cease trade order for a period of more than 30 consecutive days for failing to file its financial statements, and a director of Galaxy OnLine Inc., which on May 29, 2001 became subject to a cease trade order for a period of more than 30 consecutive days for failing to file its financial statements. The cease trade orders were revoked on November 30, 2001 and August 17, 2001, respectively. Mr. Bharti is a director of Stetson Oil & Gas Ltd. which on May 7, 2008 became subject to a cease trade order for failing to file its financial statements. This cease trade order was revoked on May 30, 2008.

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, (i) is, as at the date of this Annual Information Form, or has been within ten years before the date of this Annual Information Form, 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, or (ii) has, within the ten years before the date of this Annual Information Form, 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 director, executive officer or shareholder, other than Mr. Stan Bharti, who was a director of BLM Service Group Inc., which was petitioned into receivership on May 31, 2001.

No director or executive officer of the Company or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has: (a) been subject to 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) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other reporting issuers or have significant shareholdings in other reporting issuers. For a list of the other reporting issuers in which directors of the Company also serve as directors, please see the management information circular of the Company dated May 10, 2010. To the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of resolutions. Under the laws of the province of Ontario, the directors of the Company are also required to act honestly, in good faith and in the best interests of the Company.

See "Description of the Business – Risk Factors – Risks associated with conflicts of interest".

13. AUDIT COMMITTEE

Please see the information in the Company's management information circular dated May 10, 2010 under the heading "Audit Committees".

14. PROMOTERS

To the best of the Company's knowledge, no person or company has been within the two most recently completed fiscal years, or is during the current fiscal year, a promoter of the Company.

15. LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Other than as discussed under “General Development of the Business”, to the best of the Company’s knowledge, there were no legal proceedings during the financial year ended December 31, 2009 or 2008 to which the Company was a party or of which any of the Company’s property was subject, nor are there any such legal proceedings existing or contemplated to which the Company is a party or of which any of the Company’s property is subject.

There have been no penalties or sanctions imposed against the Company by a court relating to securities legislation or by any securities regulatory authority during the fiscal years ended December 31, 2009 or 2008, or any other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor making an investment decision. The Company has not entered into any settlement agreements with a court relating to securities legislation or with a securities regulatory authority during the fiscal years ended December 31, 2009 or 2008.

16. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed in this AIF, none of our directors or executive officers, no person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of our outstanding voting shares and no associate or affiliate of any of these persons or companies, has any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect us.

Other than as otherwise disclosed herein, none of the directors, executive officers or principal shareholders of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction within the past three years or in any proposed transaction that has materially affected or will materially affect the Company or any of its subsidiaries.

17. TRANSFER AGENT AND REGISTRAR

The Company’s transfer agent is Equity Transfer & Trust Company, located in Toronto, Ontario.

18. MATERIAL CONTRACTS

The Company did not enter into any material contract during the financial year ended December 31, 2009 or subsequently, other than the Clayton Valley Agreement and the Diablillos Option Agreement.

19. INTERESTS OF EXPERTS

The Company’s auditors in respect of the audited annual financial statements as at and for the year ended December 31, 2009 were McGovern, Hurley, Cunningham LLP, Chartered Accountants, who have prepared an independent auditor’s report dated March 31, 2010 in respect of such financial statements. McGovern, Hurley, Cunningham LLP, Chartered Accountants, have advised that they are independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario.

The Clayton Valley Technical Report was authored by Mr. John C. Harrop, P.Geo, who is a qualified person and independent of the Company within the meaning of NI 43-101. He did not hold, receive or expect to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company, or any associate or affiliate of the Company, when the Clayton Valley Technical Report was prepared, or following preparation of the Clayton Valley Technical Report or in connection with the preparation of the Clayton Valley Technical Report and is not nor is expected to be elected, appointed or employed as a director, officer or employee of the Company, or of any associate or affiliate of the Company.

Certain technical information with respect to the Clayton Valley Property, subsequent to the date of the Clayton Valley Technical Report contained herein has been prepared under the supervision of William Randall, qualified person under NI 43-101. Mr. Randall is the President and Chief Executive Officer of the Company.

The Diablillos Technical Report was authored by Mr. Todd Keast, P. Geo, who is a qualified person and independent of the Company within the meaning of NI 43-101. He did not hold, receive or expect to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company, or any associate or affiliate of the Company, when the Diablillos Technical Report was prepared, or following preparation of the Diablillos Technical Report or in connection with the preparation of the Diablillos Technical Report and is not nor is expected to be elected, appointed or employed as a director, officer or employee of the Company, or of any associate or affiliate of the Company.

20. ADDITIONAL INFORMATION

Additional information relating to the Company can be found under the Company's profile on the SEDAR website at www.sedar.com. Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans is contained in the Company's Information Circular prepared in connection with the Company's 2010 Annual General Meeting of Shareholders available on SEDAR at www.sedar.com. Additional financial information is provided in the Company's audited consolidated financial statements and management's discussion and analysis for the year ended December 31, 2009, available on SEDAR at www.sedar.com.

Upon request being made by any person to Jennifer Wagner, the Corporate Secretary of the Company, the Company shall provide to that person the following:

- (1) a copy of this AIF and if specifically requested, a copy of any document or the pertinent pages of any document, incorporated by reference in this AIF;
- (2) a copy of the Company's audited consolidated financial statements for its most recently completed financial year and a copy of any interim financial statements of the Company subsequent to the financial statements for the most recently completed financial year; and
- (3) a copy of the Company's Information Circular in respect of the 2010 Annual General Meeting of Shareholders.

The Company may require the payment of a reasonable charge from persons, other than security holders of the Company, requesting copies of these documents.