

SILVER BULL RESOURCES, INC.
Form DEF 14A
February 27, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
Confidential, for Use of the Commission Only (as permitted by Rule
14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

SILVER BULL RESOURCES, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
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- (4) Proposed maximum aggregate value of transaction:
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- (1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

SILVER BULL RESOURCES, INC.
885 West Georgia Street, Suite 2200
Vancouver, British Columbia V6C 3E8

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON WEDNESDAY, APRIL 11, 2012

To the Shareholders of Silver Bull Resources, Inc.:

The Annual Meeting of Shareholders of Silver Bull Resources, Inc., a Nevada corporation (the "Company"), will be held at the Metropolitan Hotel Vancouver, the Vancouver Room, 645 Howe Street, Vancouver, British Columbia V6C 2Y9 on Wednesday, April 11, 2012 at 1:30 p.m. local time for the purpose of considering and voting upon proposals to:

1. Elect six (6) directors, each to serve until the next annual meeting of shareholders of the Company or until their successors are elected and qualified;
2. Ratify and approve the appointment of Hein & Associates LLP as our independent registered public accounting firm for the fiscal year ended October 31, 2012; and
3. Transact such other business as may lawfully come before the meeting or any adjournment(s) or postponement(s) thereof.

The board of directors has fixed the close of business on Friday, February 24, 2012 as the record date for determination of the shareholders entitled to vote at the meeting and any adjournment(s) or postponement(s) thereof.

A Proxy Statement describing the matters to be considered at the meeting is attached to this Notice. Our Form 10-K for the fiscal year ended October 31, 2011 accompanies this Notice, but it is not deemed to be part of the Proxy Statement.

Your vote is important. Whether or not you plan to attend the meeting, I hope that you will vote as soon as possible. You may vote your shares by either completing, signing and returning the accompanying proxy card or casting your vote via a toll-free telephone number at 1-800-690-6903 or over the Internet at www.proxyvote.com at least 48 hours prior to the meeting and any adjournment(s) or postponement(s) thereof (excluding Saturdays, Sundays, and holidays). Stockholders who attend the meeting may revoke their proxies and vote in person if they so desire.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on April 11, 2012:

The Proxy Statement, Annual Report on Form 10-K for the year ended October 31, 2011, and Proxy Card are available at: <http://www.silverbullresources.com/s/agm.asp>.

BY ORDER OF THE BOARD OF
DIRECTORS,

BRIAN EDGAR, CHAIRMAN

TABLE OF CONTENTS

ABOUT THE ANNUAL MEETING	1
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	5
MANAGEMENT	7
EXECUTIVE COMPENSATION	15
COMPENSATION DISCUSSION AND ANALYSIS	16
INDEPENDENT PUBLIC ACCOUNTANTS	23
REPORT OF THE AUDIT COMMITTEE	24
REPORT OF THE COMPENSATION COMMITTEE	25
PROPOSAL ONE - ELECTION OF DIRECTORS	26
PROPOSAL TWO - RATIFICATION AND APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	27
ANNUAL REPORT TO SHAREHOLDERS	28
OTHER MATTERS	28
DELIVERY OF DOCUMENTS TO SHAREHOLDERS SHARING AN ADDRESS	28
SHAREHOLDER PROPOSALS	28

SILVER BULL RESOURCES, INC.

885 West Georgia Street, Suite 2200
Vancouver, British Columbia V6C 3E8

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

WEDNESDAY, APRIL 11, 2012

This proxy statement (the "Proxy Statement") is furnished to shareholders of Silver Bull Resources, Inc. ("Silver Bull" or the "Company") in connection with the solicitation of proxies by the Board of Directors (the "Board") of Silver Bull to be voted at the Annual Meeting of Shareholders (the "Meeting"). The Meeting will be held at the Metropolitan Hotel Vancouver, the Vancouver Room, 645 Howe Street, Vancouver, British Columbia V6C 2Y9 on Wednesday, April 11, 2012 at 1:30 p.m. local time, or at any adjournment or postponement thereof. The Meeting is being held for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. This Proxy Statement, the accompanying proxy card and the Notice of Annual Meeting of Shareholders, as well as the Company's Annual Report on Form 10-K for the year ended October 31, 2011 (collectively, the "Proxy Materials"), are first being mailed to shareholders beginning on or about Thursday, March 1, 2012.

ABOUT THE ANNUAL MEETING

Why am I receiving this proxy statement and proxy card?

You have received these proxy materials because the Board is soliciting your proxy to vote your shares at the Meeting. This proxy statement describes issues on which we would like you to vote at our annual meeting of shareholders. It also provides you with information on these issues so that you may make an informed decision on the proposals to be voted on at the Meeting. The costs of the solicitation will be borne by the Company. Proxies may be solicited personally or by mail, telephone, facsimile or telegraph by directors, officers and regular employees of the Company, none of whom will receive any additional compensation for such solicitations. The Company will reimburse banks, brokers, nominees, custodians and fiduciaries for their reasonable out-of-pocket expenses incurred in sending the proxy materials to beneficial owners of the shares. The proposed corporate actions on which the shareholders are being asked to vote are not corporate actions for which shareholders of a Nevada corporation have the right to dissent under the Nevada Private Corporations Chapter of the Nevada Revised Statutes, Nev. Rev. Stat. 78.

What is the purpose of the annual meeting of shareholders?

At our annual meeting, shareholders will vote on the following items of business:

1. Elect six (6) directors, each to serve until the next annual meeting of shareholders of the Company or until their successors are elected and qualified; and
2. Ratify and approve the appointment of Hein & Associates LLP as our independent registered public accounting firm for the fiscal year ended October 31, 2012.

You will also vote on such other matters as may properly come before the meeting or any postponement(s) or adjournment(s) thereof.

1

What are the Board's recommendations?

Our Board recommends that you vote:

1. "FOR" the election of the six (6) nominated directors; and
2. "FOR" the ratification of the appointment of Hein & Associates LLP as our independent registered public accounting firm.

With respect to any other matter that properly comes before the Meeting, the proxy holders will vote as recommended by the Board or, if no recommendation is given, at their own discretion.

What shares are entitled to vote?

As of Friday, February 24, 2012, the record date for the meeting, we had 136,160,157 shares of common stock outstanding. Each share of our common stock outstanding on the record date is entitled to one vote on all items being voted on at the Meeting. You can vote all of the shares that you owned on the record date. These shares include: (1) shares held directly in your name as the shareholder of record; and (2) shares held for you as the beneficial owner through a broker, bank or other nominee.

What is required to approve each item?

1. For Proposal No. 1 (election of directors), six (6) candidates will be elected by a plurality of affirmative votes. That is, the six (6) candidates that receive the highest number of affirmative votes will be elected to serve on our board of directors.
2. For Proposal No. 2 (ratification of independent auditors), the affirmative vote of the holders of a majority of the stockholders' shares present in person or represented by proxy at the meeting and entitled to vote, is required.

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

Most shareholders hold their shares through a broker, bank or other holder of record rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Shareholder of Record. If your shares are registered directly in your name with our transfer agent, Corporate Stock Transfer, Inc., you are considered, with respect to those shares, the shareholder of record, and we are sending these proxy materials directly to you. As the shareholder of record, you have the right to grant your voting proxy directly to the named proxy holder or to vote in person at the meeting. We have enclosed a proxy card for you to use.

Beneficial Owner. If your shares are held through a broker, bank, or other holder of record you are considered the beneficial owner of shares held in "street name," and these proxy materials are being forwarded to you from that holder together with a voting instruction card. As the beneficial owner, you have the right to direct your broker, bank or other holder of record how to vote and are also invited to attend the annual meeting.

Since a beneficial owner is not the stockholder of record, you may not vote these shares in person at the meeting unless you obtain a "legal proxy" from the broker, bank or other holder of record that holds your shares, giving you the right to vote the shares at the meeting. Your broker, bank or other holder of record has enclosed or provided voting instructions for you to use in directing the broker, bank or other holder of record how to vote your shares.

Who may attend the annual meeting?

All shareholders as of the record date, or their duly appointed proxies, may attend the annual meeting. If you are not a shareholder of record but hold shares through a broker or bank (i.e., in street name), you should provide proof of beneficial ownership on the record date, such as your most recent account statement as of Friday, February 24, 2012, a copy of the voting instruction card provided by your broker, bank or other holder of record, or other similar evidence of ownership. Cameras, recording devices, and other electronic devices will not be permitted at the annual meeting.

How may I vote my shares in person at the annual meeting?

Shares held in your name as the shareholder of record may be voted in person at the annual meeting. Shares held beneficially in street name may be voted in person only if you obtain a legal proxy from the broker, bank or other holder of record that holds your shares giving you the right to vote the shares. Even if you plan to attend the annual meeting, we recommend that you also submit your proxy or voting instructions prior to the meeting as described below so that your vote will be counted if you later decide not to attend the annual meeting.

How may I vote my shares without attending the annual meeting?

Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct how your shares are voted without attending the meeting. If you are a stockholder of record, you may vote your shares by either completing, signing and returning the accompanying proxy card or casting your vote via a toll-free telephone number at 1-800-690-6903 or over the Internet at www.proxyvote.com at least 48 hours prior to the meeting and any adjournment(s) or postponement(s) thereof (excluding Saturdays, Sundays, and holidays). If you hold shares beneficially in street name, you may vote by submitting voting instructions to your broker, bank or other holder of record. For directions on how to vote, please refer to the instructions included in the Notice or, for shares held beneficially in street name, the voting instruction card provided by your broker, bank or other holder of record.

Proxies submitted properly by one of the methods discussed above will be voted in accordance with the instructions contained therein. If the proxy is submitted but voting directions are not provided, the proxy will be voted "FOR" each of the six (6) director nominees, and "FOR" the ratification of the appointment of Hein & Associates LLP as our independent registered public accounting firm, and in such manner as the proxy holders named on the proxy, in their discretion, determine upon such other business as may properly come before the annual meeting or any adjournment or postponement thereof.

If your shares are held through a broker, bank or other nominee (collectively referred to as "brokers"), the broker will vote your shares according to the specific instructions it receives from you. If the broker does not receive voting instructions from you, the broker may vote only on a proposal that is considered a "routine" matter. The election of directors is not a "routine" matter on which your broker may vote without your instructions. At this year's annual meeting, your broker may vote without your instructions only on the ratification of the appointment of Hein & Associates LLP as our independent registered public accounting. The broker's failure to vote on the election of directors because it lacks discretionary authority to do so, commonly referred to as a "broker non-vote," will not affect the outcome of the vote on the election of directors.

May I change my vote or revoke my proxy after I return my proxy card?

Yes. Even after you have submitted your proxy, you may change the votes you cast or revoke your proxy at any time before the votes are cast at the meeting by: (1) delivering a written notice of your revocation to our principal executive office, 885 West Georgia Street, Suite 2200 Vancouver, British Columbia V6C 3E8; or (2) executing and delivering a later dated proxy. In addition, the powers of the proxy holders will be suspended if you attend the meeting in person and so request, although attendance at the annual meeting will not by itself revoke a previously granted proxy.

What is a “broker non-vote”?

Brokers, banks or other holders of record are not permitted to vote in the election of directors if the broker has not received instructions from the beneficial owner. In these cases, the broker can register your shares as being present at the annual meeting for purposes of determining the presence of a quorum but will not be able to vote on those matters for which specific authorization is required. This is called a “broker non-vote.” If you are a beneficial owner whose shares are held of record by a broker, bank or other holder of record, you must instruct the broker, bank or other holder of record how to vote your shares. If you do not provide voting instructions, your shares will not be voted on any proposal on which the broker does not have discretionary authority to vote. Accordingly, it is particularly important that beneficial owners instruct their brokers how they wish to vote their shares.

3

What constitutes a quorum?

The presence, in person or by proxy, of one-third of the shares of Common Stock outstanding as of the Record Date constitutes a quorum for the transaction of business at the Meeting. In the event there are not sufficient votes for a quorum or to approve any proposals at the time of the Meeting, the Meeting may be adjourned in order to permit further solicitation of proxies. Abstentions will count towards quorum requirements.

What does it mean if I receive more than one proxy card?

If you receive more than one proxy card, it means that you hold shares registered in more than one name or brokerage account. You should sign and return all proxies for each proxy card that you receive in order to ensure that all of your shares are voted.

How may I vote on each of the proposals?

For the election of directors pursuant to Proposal One, you may vote "FOR" any nominee, or you may indicate that you wish to withhold authority to vote for one or more of the nominees being proposed. For Proposal Two, you may vote "FOR" or "AGAINST" the proposal, or you may indicate that you wish to "ABSTAIN" from voting on the proposal.

Who will count the proxy votes?

Votes will be counted by Broadridge Financial Solutions, Inc., whom we have retained to act as the inspector of election for the annual meeting.

How will voting on any other business be conducted?

We do not expect any matters to be presented for a vote at the Meeting other than the matters described in this proxy statement. If you grant a proxy, either of the officers named as proxy holder, Brian Edgar or Timothy Barry, will have the discretion to vote your shares on any additional matters that are properly presented for a vote at the meeting.

How do I submit a stockholder proposal for consideration at next year's annual meeting?

Proposals for Inclusion in Proxy Statement. For your proposal or director nomination to be considered for inclusion in our proxy statement for next year's annual meeting, your written proposal must be received by our corporate secretary at our principal executive office no later than November 1, 2012. After this date, any shareholder proposal will be considered untimely. If we change the date of next year's annual meeting by more than thirty (30) days from the date of this year's meeting, then the deadline is a reasonable time before we begin to print and mail our proxy materials. You should also be aware that your proposal must comply with SEC regulations regarding inclusion of stockholder proposals in company-sponsored proxy materials, and with any provision in our Amended and Restated Bylaws regarding the same.

SECURITY OWNERSHIP OF
CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Security Ownership of Certain Beneficial Owners

Security Ownership of Management

The number of shares outstanding of the Company's Common Stock as of the Record Date was 136,160,157. The following table sets forth as of February 27, 2012 the number of shares of the Company's Common Stock beneficially owned by each of the Company's directors, nominees, and executive officers, and the number of shares beneficially owned by all of the directors, nominees, and executive officers as a group:

Name and Address of Beneficial Owner (1)	Position	Amount and Nature of Beneficial Ownership (2)	Percent of Common Stock
Brian Edgar	Chairman and Director	6,130,436 ⁽³⁾	4.5 %
Timothy Barry	President, Chief Executive Officer and Director	1,554,667 ⁽⁴⁾	1.1 %
Nicole Adshead-Bell	Director	310,000 ⁽⁵⁾	*
Joshua Crumb	Director	100,000 ⁽⁶⁾	*
Murray Hitzman	Director	386,820 ⁽⁷⁾	*
Duncan Hsia	Director	1,129,459 ⁽⁸⁾	*
Daniel Kunz	Director	175,000 ⁽⁹⁾	*
John McClintock	Director	100,000 ⁽¹⁰⁾	*
Sean Fallis	Chief Financial Officer	336,668 ⁽¹¹⁾	*
Jason Cunliffe	Vice President - Exploration	316,667 ⁽¹²⁾	*
All directors, nominees, and executive officers as a group (10 persons)		10,539,717	7.6 %

* The percentage of Common Stock beneficially owned is less than one percent (1%).

(1) The address of these persons is c/o Silver Bull Resources, Inc., 885 W. Georgia Street, Suite 2200, Vancouver, British Columbia V6C 3E8.

(2) Calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

(3) Consists of (i) 5,430,436 shares of Common Stock held directly and (ii) 700,000 stock options, all of which are vested or will vest within 60 days.

- (4) Consists of (i) 988,000 shares of Common Stock held directly and (ii) 566,667 stock options, all of which are vested or will vest within 60 days.
- (5) Consists of (i) 60,000 shares of Common Stock held directly and (ii) 250,000 stock options, all of which are vested or will vest within 60 days. Dr. Adshead-Bell has elected not to stand for reelection but will serve until the Meeting.
- (6) Consists of 100,000 stock options, all of which are vested or will vest within 60 days.

5

- (7) Consists of (i) 36,820 shares of Common Stock held directly and (ii) 350,000 stock options, all of which are vested or will vest within 60 days.
- (8) Consists of (i) 647,550 shares of Common Stock held directly; (ii) 225,909 shares of Common Stock held in trust by Hsia's spouse; (iii) 6,000 shares of Common Stock held by Hsia's child; and (v) stock options to acquire 250,000 shares of Common Stock, all of which are vested or will vest within 60 days. Mr. Hsia has elected not to stand for reelection but will serve until the Meeting.
- (9) Consists of (i) 150,000 stock options, all of which are vested or will vest within 60 days and (ii) 25,000 shares held directly by Resource Energy Development, Inc., of which Mr. Kunz is the sole owner.
- (10) Consists of 100,000 stock options, all of which are vested or will vest within 60 days.
- (11) Consists of (i) 20,000 shares of Common Stock held directly and (ii) 316,668 stock options, all of which are vested or will vest within 60 days.
- (12) Consists of (i) 150,000 shares of Common Stock held directly and (ii) 166,667 stock options, all of which are vested or will vest within 60 days.

Security Ownership of Certain Beneficial Owners

The following table sets forth the beneficial ownership of the Company's Common Stock as of February 27, 2012 by each person (other than the director nominees and executive officers of the Company) who owned of record, or was known to own beneficially, more than 5% of the outstanding voting shares of Common Stock.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)	Percent of Common Stock
Coeur d' Alene Mines Corporation (2)	17,353,000	12.74%
Lazarus Investment Partners LLLP (3)	13,608,487	9.99%

- (1) Calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended.
- (2) This information is based on a Form 13G/A filed on December 16, 2011 by Coeur d'Alene Mines Corporation. The principal address of Coeur d'Alene Mines Corporation is P.O. Box I, 505 Front Avenue, Coeur d'Alene, Idaho, 83816.
- (3) This information is based on a Form 13G/A filed on February 14, 2012 by Lazarus Investment Partners LLLP ("Lazarus Partners"). Lazarus Management Company LLC ("Lazarus Management") is the investment advisor of Lazarus Partners and Justin B. Borus is the managing member of Lazarus Management. As such, Lazarus Management and Mr. Borus may be deemed to have the power to direct the voting or disposition of the shares. The securities reported above include 13,462,487 shares of common stock and warrants to purchase 146,000 shares of common stock. The principal address of each of Lazarus Partners, Lazarus Management and Mr. Borus is 3200 Cherry Creek South Drive, Suite 670, Denver, Colorado 80209.

MANAGEMENT

Identification of Directors and Executive Officers

The table below sets forth the names, titles, and ages of each of the nominees standing for election to the Company's Board of Directors and its executive officers as of the Record Date. Dr. Nicole Adshead-Bell and Mr. Duncan Hsia have elected not to stand for reelection but will serve until the Meeting. There are no family relationships among any of the director nominees and/or executive officers of the Company.

Except as described herein, there was no agreement or understanding between the Company and any director or executive officer pursuant to which he was selected as an officer or director, although certain of the Company's executive officers have entered into employment or independent contractor agreements with the Company.

Name	Current Position	Age	Year Initially Appointed as Officer or Director
Brian Edgar	Chairman and Director	62	2010
Timothy Barry	President, Chief Executive Officer and Director	36	2010
Joshua Crumb	Director	32	2012
Murray Hitzman	Director	58	2010
Daniel Kunz	Director	59	2011
John McClintock	Director	61	2012
Sean Fallis	Chief Financial Officer	32	2011
Jason Cunliffe	Vice President - Exploration	41	2011

Brian Edgar. Mr. Edgar was appointed Chairman of the Board of Directors in April 2010. Mr. Edgar has broad experience working in junior and mid-size level natural resource companies. He previously served as the President and Chief Executive Officer of Dome Ventures Corporation ("Dome") from February 2005 until it was acquired by Silver Bull in April 2010. He also served on the Board of Directors of Dome from 1998 to 2010. Mr. Edgar currently serves as a director of BlackPearl Resources Inc., Denison Mines Corp., Lucara Diamond Corp., Lundin Mining Corporation, and ShaMaran Petroleum Corp. Prior to establishing Rand Edgar Capital Corp. (succeeded by Rand Edgar Investment Corp.), Mr. Edgar practiced corporate/securities law in Vancouver, British Columbia, Canada for sixteen years.

Timothy Barry. Mr. Barry has served as the President and Chief Executive Officer since February 2011. From August 2010 to February 2011, he served as our Vice President - Exploration. Between 2006 and August 2010, Mr. Barry spent 5 years working as Chief Geologist in West and Central Africa for Dome. During this time, he managed all aspects of Dome's exploration programs, as well as overseeing corporate compliance for Dome's various subsidiaries. Mr. Barry also served on Dome's board of directors. In 2005 he worked as a project geologist in Mongolia for Entree Gold, a company that has a significant stake in Oyu Tolgoi. Between 1998 and 2005, Mr. Barry worked as an exploration geologist for Ross River Minerals on its El Pulpo copper/gold project in Sinaloa, Mexico, for Canabrava Diamonds on its exploration programs in the James Bay lowlands in Ontario, Canada, and for Homestake on its Plutonic Gold Mine in Western Australia. He has also worked as a mapping geologist for the Geological Survey of Canada in the Coast Mountains, and as a research assistant at the University of British Columbia, where he examined the potential of CO2 sequestration in Canada using ultramafic rocks. Mr. Barry received a bachelor of science from the University of Otago in Dunedin, New Zealand and is a registered geologist (AusIMM). He also serves on the board of directors of Acme Resources, a junior exploration company listed on the Toronto Stock Exchange, and is involved in several private technology companies that work in the data backup and insurance industry.

Joshua Crumb. Mr. Crumb is an engineer and mineral economist with a wide range of executive experience in the mining industry. Mr. Crumb is a co-founder of LEC Minerals Inc, a private investment corporation that also provides advisory services for mining/exploration companies. Mr. Crumb was formerly the Senior Metals Strategist at Goldman Sachs, working in the commodity research division in London, has held various positions within the Lundin group of companies, and is currently serving as an independent director of Astur Gold Corp, Zazu Metals Corp, and Natural Resource Holdings, Ltd. Mr. Crumb holds a Bachelor of Science degree in Engineering and Master of Science in Mineral Economics from the Colorado School of Mines.

7

Murray Hitzman. Dr. Hitzman was elected to the Board of Directors in April 2010. Dr. Hitzman has extensive experience in the mining sector and began work in the mining industry with Anaconda Copper Mining Company. From 1982 through 1993, Dr. Hitzman worked throughout the world for Chevron Resources Company and initiated and managed base and precious metal exploration projects throughout the world. In 1993, Dr. Hitzman was named Geological Society of America Congressional Fellow and served from September 1993 to August 1994 on the staff of U.S. Senator Joseph Lieberman (CT) working on natural resource and environmental issues. Dr. Hitzman was named Executive Branch Fellow by the American Association for the Advancement for Science/Sloan Foundation during 1994. As the Executive Branch Fellow he served as a senior policy analyst in the White House Office of Science and Technology Policy from September 1994 through March 1996 specializing in natural resource, environmental, and geoscience issues. In June 1996, Dr. Hitzman became a professor at the Colorado School of Mines, and in 2000 was named Head of the Department of Geology and Geological Engineering (he stepped down as such in August 2007). Dr. Hitzman serves as a director of several publicly held companies including Cardero Resources Corp. (NYSE Amex: CDY), Mansfield Minerals Inc. (TSX Venture: MDR.V), and Teal Exploration and Mining Inc. (publicly traded in Germany). Dr. Hitzman has a Bachelor of Arts in Geology from Dartmouth College, a Bachelor of Arts in Anthropology from Dartmouth College, a Master of Science in Geology from the University of Washington and a Ph.D. in Geology from Stanford University.

Daniel J. Kunz: Mr. Kunz has more than 30 years of experience in international mining, engineering and construction, including, marketing, business development, management, accounting, finance and operations. Mr. Kunz is currently the CEO of U.S. Geothermal, Inc. (NYSE Amex: HTM and TSX: GTM), a company focused on renewable energy that is developing geothermal power projects in Oregon, Nevada, and Guatemala. Mr. Kunz served as Chairman of the Board of U.S. Cobalt Inc. until December 2004. He was senior vice president and Chief Operating Officer of Ivanhoe Mines Ltd. from 1997 until October 31, 2000, and served as its President, Chief Executive Officer and Director from November 1, 2000 until March 1, 2003. From March 2, 2003 until March 8, 2004, Mr. Kunz served as President and CEO of Jinshan Gold Mines Inc. Mr. Kunz was a founder of and directed the 1993 initial public offering of the NASDAQ listed MK Gold Company (President, Director & CEO) and for 17 years held executive positions with NYSE listed Morrison Knudsen Corporation (including Vice President & Controller). Mr. Kunz holds a Masters of Business Administration and a Bachelor of Science in Engineering Science. He is currently a director of three companies publicly traded on the TSX Venture Exchange, including Kenai Resources Ltd., Chesapeake Gold Corp., and Gunpoint Exploration.

John McClintock. Mr. McClintock has a significant amount of experience in all facets of the mineral exploration business, which has come from managing large exploration organizations. He currently serves as the President of McClintock Geological Management, which provides ongoing management services to Northisle Copper, Gold Inc. and Savant Exploration Ltd. From February 2007 to November 2008, Mr. McClintock served as President and CEO of Savant Explorations Ltd., a publicly-traded company on the TSX Venture Exchange. From January 2006 to February 2007, he served as President and COO of Canarc Resources Corp., where he negotiated, among other things, a large land purchase in Mexico. From November 2004 to December 2005, Mr. McClintock served as an Exploration Manager for BHP Billiton, where he ensured that the \$80 million exploration budget focused on areas and commodities with maximum potential for corporate growth. Mr. McClintock holds an MBA from Simon Fraser University and an undergraduate degree in geology, with honors, from the University of British Columbia. He is a member of the Professional Engineers of British Columbia, the Prospectors and Developers Association of British Columbia, and the Association of Mineral Exploration of British Columbia.

Sean Fallis. Mr. Fallis was appointed Chief Financial Officer in April 2011. From February 2011 to April 2011, he served as our Vice President - Finance. From July 2008 to February 2011, Mr. Fallis served as the Corporate Controller for Rusoro Mining Ltd (TSX Venture: "RML"). Prior to working at Rusoro Mining Ltd, he worked at PricewaterhouseCoopers as an Audit Senior Associate from January 2007 to June 2008, where he worked with both Canadian and U.S. publicly listed companies in the audit and assurance practice. At PricewaterhouseCoopers, Mr. Fallis focused on clients in the mining industry. Further, he worked at SmytheRatcliffe Chartered Accountants as a

staff accountant from September 2004 to December 2006. Mr. Fallis received a bachelor of science from Simon Fraser University in 2002 and is a Chartered Accountant.

8

Jason Cunliffe. Mr. Cunliffe was appointed Vice President - Exploration in August 2011. Mr. Cunliffe has over seventeen years of experience working for natural resource companies in South and Central America. Prior to joining us, he served as the Exploration Manager of ECI Exploration & Mining, a company engaged in the exploration and development of gold, silver, and base metal ores. Mr. Cunliffe also served as the Exploration Manager South America for Underworld Resources Inc. from January 2008 to October 2008. From January 2002 to December 2007, he served in various capacities for Hochschild Mining plc, a precious metals producer operating in the Americas with a primary focus on silver and gold, including as Exploration Manager South America and Exploration Manager Argentina and Chile. From August 2000 until December 2001, Mr. Cunliffe served as a senior geologist for IAMGOLD. Mr. Cunliffe is a Professional Geologist and has a master's degree in Geology from Leicester University in the United Kingdom.

Board of Directors Composition

The Company's Board of Directors seeks to ensure that it is composed of members whose particular experience, qualifications, attributes, and skills, when taken together, will allow the Board to satisfy its oversight obligations effectively. The Company's Corporate Governance and Nominating Committee is charged with identifying, screening, and/or appointing persons to serve on the Board. In identifying Board candidates it is the Company's goal to identify persons who it believes have appropriate expertise and experience to contribute to the oversight of a company of the Company's nature while also reviewing other appropriate factors.

The Company believes that each of the persons standing for election to the Board of Directors at the Meeting has the experience, qualifications, attributes and skills when taken as a whole will enable the Board to satisfy its oversight responsibilities effectively. With regard to the Board nominees the following factors were among those considered that led to the Board's conclusion that each would make valuable contributions to the Board:

- **Brian Edgar:** The Board believes that Mr. Edgar is qualified to serve as a director of the Company because of his extensive executive level experience working with junior and mid-size level natural resource companies, as well as his experience with and general knowledge of the capital markets.
- **Timothy Barry:** The Board believes that Mr. Barry is qualified to serve as a director of the Company because of his geological education and background, and his significant experience with junior and mid level natural resources companies.
- **Joshua Crumb:** The Board believes that Mr. Crumb is qualified to serve as a director of the Company because of his extensive experience in the mining industry, including valuation and analysis of mineral projects and analysis of commodity prices, as well as his education and general knowledge of the mining industry.
- **Murray Hitzman:** The Board believes that Mr. Hitzman is qualified to serve as a director of the Company because of his extensive experience in the mining sector and his experience as serving as a director of public companies with international projects.
- **Daniel Kunz:** The Board believes that Mr. Kunz is qualified to serve as a director of the Company because of his significant experience in international mining, engineering and construction projects, and his many years of senior management and director experience.
- **John McClintock:** The Board believes that Mr. McClintock is qualified to serve as a director of the Company because of his significant experience in all facets of the mineral exploration business, which includes managing large exploration organizations, as well as his education and general knowledge of the exploration industry.

Involvement in Certain Legal Proceedings

During the past ten years none of the persons currently serving as executive officers and/or directors of the Company has been the subject matter of any of the following legal proceedings that are required to be disclosed pursuant to Item 401(f) of Regulation S-K including: (a) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (b) any criminal convictions; (c) any order, judgment, or decree permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; (d) any finding by a court, the SEC or the CFTC to have violated a federal or state securities or commodities law, any law or regulation respecting financial institutions or insurance companies, or any law or regulation prohibiting mail or wire fraud; or (e) any sanction or order of any self-regulatory organization or registered entity or equivalent exchange, association or entity. Further, no such legal proceedings are believed to be contemplated by governmental authorities against any director or executive officer.

9

Transactions with Related Persons

Pursuant to its charter our Audit Committee reviews and approves all related party transactions on an ongoing basis. The following sets out information regarding transactions between the Company and its officers, directors and significant shareholders since November 1, 2010.

Employment and Independent Contractor Agreements

Each of our current executive officers has entered into an employment or independent contractor agreement with the Company. The terms of the employment and independent contractor agreements between Messrs. Edgar, Barry, Fallis, and Cunliffe are described below under the heading Executive Compensation.

Office Space and Services

Our corporate offices are located at 885 West Georgia Street, Suite 2200, Vancouver, British Columbia V6C 3E8. We lease our corporate office space and obtain certain services from a company owned by our Chairman, Brian Edgar, and the current agreement is on a month-to-month basis at the basic rate of \$10,000 per month. The Company paid \$121,000 under this agreement during the year ended October 31, 2011.

Severance Agreement

On April 6, 2011, the Company entered into a severance agreement with Robert Devers, the Company's former Chief Financial Officer. The Company and Mr. Devers agreed that the termination of his employment agreement would be effective April 15, 2011, and that Mr. Devers would cease serving as the Company's Chief Financial Officer as of that date. Mr. Devers remained an employee of the Company through August 31, 2011 to assist with certain on-going projects. Pursuant to the severance agreement, Mr. Devers agreed to waive any and all legal claims (known or unknown) he may have against the Company in exchange for a lump sum severance payment in the amount of \$165,000 (less taxes). This lump sum severance amount was determined based on the termination provisions in Mr. Devers' employment agreement.

Registered Direct Offering

Certain officers and directors of the Company participated in a registered direct offering that closed on December 12 and 13, 2011. Each of these affiliates of the Company purchased shares of the Company's Common Stock at \$0.50 per share, the same price paid by other purchasers in the offering. The affiliates of the Company that participated in this offering included Brian Edgar, Timothy Barry, Nicole Adshead-Bell, Jason Cunliffe, Sean Fallis, and Daniel Kunz.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's officers and directors and persons who own more than 10% of the Company's outstanding Common Stock to file reports of ownership with the Securities and Exchange Commission ("SEC"). Directors, officers, and greater than 10% shareholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on a review of Forms 3, 4, and 5 and amendments thereto furnished to the Company during and for the Company's year ended October 31, 2011, and as of February 27, 2012, there were no directors, officers or more than 10% stockholders of the Company who failed to timely file a Form 3, 4 or 5, other than (a) Daniel Kunz and (b) Lazarus Investment Partners LLLP, each of whom filed one late report.

Independence of the Board of Directors

As of February 27, 2012, the Company's Board of Directors consisted of Nicole Adshead-Bell, Joshua Crumb, Timothy Barry, Brian Edgar, Murray Hitzman, Duncan Hsia, Daniel Kunz, and John McClintock. Each of Dr. Adshead-Bell, Mr. Crumb, Mr. Hitzman, Mr. Hsia, Mr. Kunz, and Mr. McClintock is considered "independent" as that term is defined in Section 803A of the NYSE Amex Company Guide.

With respect to the slate of directors being presented for election at the Meeting, the Board has determined that the following persons qualify as "independent" under Section 803A of the NYSE Amex Company Guide and Section 311 of the TSX Company Manual: Joshua Crumb, Murray Hitzman, Daniel Kunz, and John McClintock. Dr. Adshead-Bell and Mr. Hsia have elected not to stand for reelection but will serve until the Meeting. Immediately upon the conclusion of the Annual Meeting, the Board of Directors will reduce the number of directors of the Company from eight (8) to six (6) in accordance with the Company's Amended and Restated Bylaws.

Board Leadership Structure

The Board does not have an express policy regarding the separation of the roles of Chief Executive Officer and Board Chairman as the Board believes it is in the best interests of the Company to make that determination based on the position and direction of the Company and the membership of the Board. Until April 2010, Merlin Bingham served as the Company's Chief Executive Officer and Chairman; however, since April 16, 2010 different persons have served in those positions. Currently, Brian Edgar is the Company's Chairman, while Timothy Barry serves as the Company's Chief Executive Officer. The Board believes that this leadership structure is appropriate as Mr. Edgar and Mr. Barry bring complimenting attributes to the Company's business operations and strategic plans, and generally are focused on somewhat different aspects of the Company's operations. Mr. Barry with his geological background and experience has a greater depth of knowledge regarding the Company's exploration activities, while Mr. Edgar has a significant amount of experience with mid-sized and junior level exploration /mining companies and the Canadian capital markets. Also, the Board does not have a formal policy with respect to the consideration of diversity when assessing directors and directorial candidates, but considers diversity as part of its overall assessment of the Board's functioning and needs.

Board's Role in Risk Oversight

Company management is charged with the day-to-day management of risks the Company faces. However, the Board of Directors, directly and through its committees, is actively involved in the oversight of the Company's risk management policies. The Audit Committee is charged with overseeing enterprise risk management, generally, and with reviewing and discussing with management the Company's major risk exposures (whether financial, operating or otherwise) and the steps management has taken to monitor, control and manage these exposures, including the Company's risk assessment and risk management guidelines and policies. The Audit Committee reports to the Board of Directors regarding the foregoing matters, and the Board of Directors ultimately approves any changes in corporate policies, including those pertaining to risk management. Additionally, the Compensation Committee oversees the Company's compensation policies generally in part to determine whether they create risks that are reasonably likely to have a material adverse effect on the Company. The Audit Committee and the Compensation Committee correspond with, and report to, management and to the Board.

Meetings of the Board and Committees

Board of Directors

The Company's Board of Directors held 18 meetings during the year ended October 31, 2011, and 6 additional meetings through February 27, 2012. Such meetings consisted of both actions taken by the unanimous written consent

of the directors and live meetings at which the directors were present in person or by telephone. All of the Company's directors attended at least 75% of the Board meetings conducted during the fiscal year ended October 31, 2011, except for Mr. Hitzman who attended 72% of the Board meetings. The Company does not have a formal policy with regard to board members' attendance at annual meetings, but encourages them to attend shareholder meetings. Messrs. Edgar and Barry attended last year's annual meeting of shareholders.

11

Audit Committee

The Company has a separately designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The following persons serve on our Audit Committee, each of whom is considered “independent” under Section 803A of the NYSE Amex Company Guide and Rule 10A-3 of the Exchange Act: Nicole Adshead-Bell, Duncan Hsia, and Daniel Kunz. Mr. Kunz is the “financial expert” for the Audit Committee.

The Audit Committee held 4 meetings during the year ended October 31, 2011, and has held two telephonic meetings during the current fiscal year. All of the members attended the meetings in person or by telephone. The Board of Directors has adopted a written charter for the Audit Committee. The Audit Committee charter is available on our website at www.silverbullresources.com.

Compensation Committee

The Company’s Compensation Committee consists of Nicole Adshead-Bell, Duncan Hsia, and Daniel Kunz, each of whom is considered “independent” under Section 803A of the NYSE Amex Company Guide. The Compensation Committee held 4 meetings during the year ended October 31, 2011, some of which were held by unanimous written consent, and has held one telephonic meeting and one meeting by unanimous written consent during the current fiscal year. All of the members attended the meetings in person or by telephone.

Duties of the Compensation Committee include reviewing and making recommendations regarding compensation of executive officers and determining the need for and the appropriateness of employment or independent contractor agreements for senior executives. This includes the responsibility: (1) to determine, review and approve on an annual basis the corporate goals and objectives with respect to compensation for the senior executives; and (2) to evaluate at least once a year the performance of the senior executives in light of the established goals and objectives and, based upon these evaluations, to determine the annual compensation for each, including salary, bonus, incentive and equity compensation. The Compensation Committee has authority to retain such compensation consultants, outside counsel and other advisors as the Committee in its sole discretion deems appropriate. The Committee may also invite the executive officers and other members of management to participate in their deliberations, or to provide information to the Committee for its consideration with respect to such deliberations, except that the chief executive officer may not be present for the deliberation of or the voting on compensation for the chief executive officer. The chief executive officer may, however, be present for the deliberation of or the voting on compensation for any other officer.

The Compensation Committee also has the authority and responsibility: (1) to review the fees paid to independent directors for service on the board of directors and its committees, and make recommendations to the board with respect thereto (however disinterested members of the board ultimately determine the fees paid to the independent directors); and (2) to review the Company’s incentive compensation and other stock-based plans and recommend changes in such plans to the board as needed.

Our Compensation Committee’s charter was adopted by the Board of Directors on May 1, 2006 and amended on December 5, 2006. The charter is available on our web site at www.silverbullresources.com.

Compensation Committee Interlocks and Insider Participation

None of the members of our Compensation Committee served as an employee of the Company during the year ended October 31, 2011 (or subsequently). No current member of Compensation Committee formerly served as an officer of the Company, and none of the current members of the Compensation Committee members have entered into a transaction with the Company in which they had a direct or indirect interest that is required to be disclosed pursuant to Item 404 of Regulation S-K.

Corporate Governance and Nominating Committee

The Company's Corporate Governance and Nominating Committee consists of Daniel Kunz, Murray Hitzman, and Duncan Hsia, each of whom is considered "independent" under Section 803A of the NYSE Amex Company Guide. Duties of the Corporate Governance and Nominating Committee include oversight of the process by which individuals may be nominated to our Board of Directors. Our Corporate Governance and Nominating Committee's charter was adopted by the Board of Directors on May 1, 2006 and amended on July 7, 2006, and is available on our web site at www.silverbullresources.com.

12

The functions performed by the Corporate Governance and Nominating Committee include identifying potential directors and making recommendations as to the size, functions and composition of the Board and its committees. In making nominations, our Corporate Governance and Nominating Committee is required to submit candidates who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the board, in collectively serving the long-term interests of the shareholders.

The Corporate Governance and Nominating Committee will consider nominees proposed by our shareholders. To recommend a prospective nominee for the Corporate Governance and Nominating Committee's consideration, you may submit the candidate's name by delivering notice in writing to Silver Bull Resources, Inc., Attention: Corporate Governance and Nominating Committee, 885 W. Georgia Street, Suite 2200, Vancouver, British Columbia V6C 3E8.

A shareholder nomination submitted to the Corporate Governance and Nominating Committee must include at least the following information (and can include such other information the person submitting the recommendation desires to include), and must be submitted to the Company by the date mentioned in the most recent proxy statement under the heading Shareholder Proposals as such date may be amended in cases where the annual meeting has been changed as contemplated in SEC Rule 14a-8(e), Question 5:

- (i) The name, address, telephone number, fax number and e-mail address of the person submitting the recommendation.
- (ii) The number of shares and description of the Company voting securities held by the person submitting the nomination and whether such person is holding the shares through a brokerage account (and if so, the name of the broker-dealer) or directly.
- (iii) The name, address, telephone number, fax number and e-mail address of the person being recommended to the nominating committee to stand for election at the next annual meeting (the "proposed nominee") together with information regarding such person's education (including degrees obtained and dates), business experience during the past ten years, professional affiliations during the past ten years, and other relevant information.
- (iv) Information regarding any family relationships of the proposed nominee as required by Item 401(d) of SEC Regulation S-K.
- (v) Information whether the proposed nominee or the person submitting the recommendation has (within the ten years prior to the recommendation) been involved in legal proceedings of the type described in Item 401(f) of SEC Regulation S-K (and if so, provide the information regarding those legal proceedings required by Item 401(f) of Regulation S-K).
- (vi) Information regarding the share ownership of the proposed nominee required by Item 403 of Regulation S-K.
- (vii) Information regarding certain relationships and related party transactions of the proposed nominee as required by Item 404 of Regulation S-K.
- (viii) The signed consent of the proposed nominee in which he or she: (a) consents to being nominated as a director of the Company if selected by the nominating committee; (b) states his or her willingness to serve as a director if elected for compensation not greater than that described in the most recent proxy statement; (c) states whether the proposed nominee is "independent" as defined by Section 803A of the NYSE Amex Company Guide; and (d) attests to the accuracy of the information submitted pursuant to paragraphs (i) through (vii), above.

Although the information may be submitted by fax, e-mail, mail, or courier, the Corporate Governance and Nominating Committee must receive the proposed nominee's signed consent, in original form, within ten days of making the nomination.

When the information required above has been received, the Corporate Governance and Nominating Committee will evaluate the proposed nominee based on the criteria described below, with the principal criteria being the needs of the Company and the qualifications of such proposed nominee to fulfill those needs.

The process for evaluating a director nominee is the same whether a nominee is recommended by a shareholder or by an existing officer or director. The Corporate Governance and Nominating Committee will:

- (1) Establish criteria for selection of potential directors, taking into consideration the following attributes which are desirable for a member of our Board: leadership; independence; interpersonal skills; financial acumen; business experiences; industry knowledge; and diversity of viewpoints. The Corporate Governance and Nominating Committee will periodically assess the criteria to ensure it is consistent with best practices and the goals of the Company.
- (2) Identify individuals who satisfy the criteria for selection to the Board and, after consultation with the Chairman of the Board, make recommendations to the Board on new candidates for Board membership.
- (3) Receive and evaluate nominations for Board membership which are recommended by existing directors, corporate officers, or shareholders in accordance with policies set by the Corporate Governance and Nominating Committee and applicable laws.

The Corporate Governance and Nominating Committee held 2 telephonic meetings during the year ended October 31, 2011, and has held one telephonic meeting during the current fiscal year. The Corporate Governance and Nominating Committee has nominated Brian Edgar, Timothy Barry, Joshua Crumb, John McClintock, Daniel Kunz, and Murray Hitzman to stand for election at the Meeting. The Company has not engaged the services of or paid a fee to any third party or parties to identify or evaluate or assist in identifying or evaluating potential nominees.

Environmental Health and Safety Committee:

The Company's Environmental Health and Safety Committee consists of Nicole Adshead-Bell, Murray Hitzman, and Duncan Hsia. The Environmental Health and Safety Committee is a new committee and has not yet held any meetings.

Shareholder Communication with the Board of Directors

The Company values the views of its shareholders (current and future shareholders, employees and others). Accordingly, the Board of Directors established a system through its Audit Committee to receive, track and respond to communications from shareholders addressed to the Company's Board of Directors or to its Non-Management Directors. Any shareholder who wishes to communicate with the Board of Directors or the Non-Management Directors may write to:

Silver Bull Resources, Inc.
Attention: Audit Committee Chair
885 West Georgia Street, Suite 2200
Vancouver, B.C. V6C 3E8

The chair of the Audit Committee is the Board Communications Designee. He will review all communications and report on the communications to the chair of the Corporate Governance and Nominating Committee, the full Board or the Non-Management Directors as appropriate. The Board Communications Designee will take additional action or respond to letters in accordance with instructions from the relevant Board source.

14

EXECUTIVE COMPENSATION

Compensation and Other Benefits of Executive Officers

The following table sets out the compensation received for the years ended October 31, 2011, 2010, and 2009 in respect to each of named executive officers.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Fiscal Year	Salary (\$)(11)	Non-Equity Incentive Plan Compensation (\$)(11)	Stock Awards (\$)	Option Awards (\$)(1)	All Other Compensation (\$)	Total (\$)
Current Named Executive Officers							
Brian Edgar (2) Chairman and Director	2011	\$ 89,934	-	-	-	-	89,934
	2010	-	-	-	-	-	-
Timothy Barry (3)	2011	\$					