Suite 200, 610 6th Street,
New Westminster, British Columbia Canada V3L 3C2
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INFORMATION CIRCULAR

as at November 10, 2009

This Information Circular is furnished in connection with the solicitation of proxies by the management of UNISERVE COMMUNICATIONS CORPORATION (the "Company") for use at the annual general meeting (the "Meeting") of its shareholders to be held on Thursday, December 17, 2009 at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

In this Information Circular, references to "the Company", "we" and "our" refer to **Uniserve Communications Corporation**. "Common Shares" means common shares without par value in the capital of the Company. "Beneficial Shareholders" means shareholders who do not hold Common Shares in their own name and "intermediaries" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the Meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individual named in the accompanying form of proxy (the "Proxy") is Michael Schmidt, President and Chief Executive Officer of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than the person designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The person named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the person named therein with respect to:

(a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,

(b) any amendment to or variation of any matter identified therein, and

(c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the person named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders who choose to submit a proxy may do so in one of three ways:

(a) complete, date and sign the enclosed form of proxy and return it to the Company's transfer agent, Computershare Investor Services Inc. ("Computershare"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1;

(b) use a touch-tone phone to transmit voting choices to a toll free number. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the proxy access number; or

(c) log on to Computershare's website at www.computershare.com/proxy. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number;

In all cases Registered Shareholders must ensure that the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

Advice to Non-Registered Shareholders

Only shareholders whose names appear on our records or validly appointed proxy holders are permitted to vote at the Meeting. Most of our shareholders are "non-registered" shareholders because their shares are registered in the name of a nominee, such as a brokerage firm, bank, trust company, trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan or a clearing agency such as The Canadian Depository for Securities Limited (a "Nominee"). If you purchased your shares through a broker, you are likely a non-registered shareholder.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to us are referred to as "NOBOs". Those non-registered holders who have objected to their Nominee disclosing ownership information about themselves to us are referred to as "OBOs".

This information circular and related material is being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions.

Nominees are required to forward the Meeting materials to each OBO unless the OBO has waived the right to receive them. Common Shares held by Nominees can only be voted in accordance with the instructions of the non-registered shareholder. Meeting materials sent to non-registered holders who have not waived the right to receive Meeting materials are accompanied by a request for voting instructions (a "VIF"), instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered shareholder is able to instruct the registered shareholder (or Nominee) how to vote on behalf of the non-registered shareholder. VIFs, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted on the VIF.

You should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge

Financial Solutions Inc. ("Broadridge") in the United States and in Canada. Broadridge mails a voting instruction form in lieu of a Proxy provided by the Company. The voting instruction form will name the same person as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than the person designated in the voting instruction form, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the voting instruction form. The completed voting instruction form must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a voting instruction form from Broadridge, you cannot use it to vote Common Shares directly at the Meeting - the voting instruction form must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Common Shares voted.**

The purpose of this procedure is to permit non-registered holders to direct the voting of the Common Shares which they beneficially own. Should a non-registered holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the non-registered holder may request a legal proxy as set forth in the VIF, which will grant the non-registered holder or his/her nominee the right to attend and vote at the Meeting. Non-registered holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

(a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare or at the address of the registered office of the Company at Suite 1500, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or

(b) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "Board") of the Company has fixed November 10, 2009 as the record date (the "Record Date") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Company is authorized to issue both Common Shares and Preferred Shares. As of November 10, 2009, there were 24,630,865 Common Shares issued and outstanding, each carrying the right to one vote, and there were 428,500 Series A Preferred Shares issued and outstanding, each of which are non-voting shares. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

To the knowledge of the directors and executive officers of the Company, the only persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at November 10, 2009 are:

Shareholder Name	Number of Common Shares Held	Percentage of Issued Common Shares
Michael Scholz	5,325,713[(1)]	21.62%

(1) The above information was supplied to the Company by the shareholders and from insider reports available at www.sedi.ca.

The following documents filed with the securities commissions or similar regulatory authority in the Provinces of Alberta, British Columbia and Ontario, Canada, are specifically incorporated by reference into, and form an integral part of, this information circular:

(a) the Company's audited financial statements, with report of the auditor and management discussion and analysis for the year ended May 31, 2009, filed on Sedar.

Copies of documents incorporated herein by reference may be obtained by a Shareholder upon request without charge from the Company at Suite 200, 610 6th Street, New Westminster, British Columbia, V3L 3C2, tel: (604) 395-3900 or fax: (604) 524-9932. This documentation can also be accessed on the Internet at www.Sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The size of the Board of the Company is currently determined at six. The Board has determined that as of the date of the Meeting, the number of directors required on the Board will remain at six and that six directors will be elected at the Meeting.

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

The following table sets out the names of management's nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment (for the five preceding years for new director nominees), the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at November 10, 2009:

Name of Nominee, Current Position with Company, Country of Residence	Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years(1)	Previous Service as a Director	Common Shares Beneficially Owned, directly or indirectly, or Controlled
Michael Schmidt(3)(5) British Columbia, Canada President, Chief Executive Officer and Director	President of the Company since June 25, 2009; Chief Executive Officer of the Company since October 22, 2009. VP Sales and Marketing of Parasun Technologies Inc., from 2000 to 2009.	Since October 22, 2009	55,000
Maurice Lees(2)(3)(4) British Columbia, Canada Director	Director of Company.	Since October 16, 2002	25,000(6)
Michael C. Scholz(2)(4)(5) British Columbia, Canada Director	Independent Businessman, Chairman of the Board and Director, Acero-Martin Exploration Inc.; Director, CMC Metals Ltd.; Director, Fibre-Crown Manufacturing Inc.	Since November 5, 2004	5,325,713(7)
James Southcott(2)(3)(4) British Columbia, Canada Director	Chief Strategic Officer for the advertising agency, TBWA/Vancouver.	Since February 8, 2005	Nil(8)
James Jang(5) British Columbia, Canada Director	Director, President and Chief Executive Officer of Varion Capital Corp. since Dec. 2005; Director, Vice President Operations and Treasurer of Lease Link Canada Corp. since Dec. 2003.	Since December 17, 2008	1,567,699(9)
Aziz Pirani British Columbia, Canada Director	Principal, Pirani Consulting Services, since 2007; Vice President, Americas of TELUS International from 2004 to 2007.	Since June 16, 2009	Nil

(1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years.

(2) Director Nominee histories:

(a) No director or proposed director of the Company is, or within the ten years prior to the date of this Information Circular, has been, a director or executive officer of any company, other than the Company (see (b) below), that while that person was acting in that capacity:

(i) was the subject of a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days;

(ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being 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

(iii) 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

(iv) has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

(b) A Cease Trade Order was issued by the British Columbia Securities Commission against the Company on October 7, 2008 and by the Ontario Securities Commission on October 20, 2008, in both cases, for failure to file its annual financial statements and management discussion and analysis for the financial period ending May 31, 2008. The Company filed its annual financial statements and management discussion and analysis for the financial year ended May 31, 2008 on November 3, 2008 and a Revocation Order was issued by the British Columbia Securities Commission on November 5, 2008 and by the Ontario Securities Commission on November 19, 2008. Trading on the TSX Venture Exchange recommenced on November 25, 2008.

(3) Member, Audit Committee.

(4) Member, Compensation Committee.

(5) Member, Executive Committee.

(6) Maurice Lees holds options to purchase 100,000 Common Shares, which were granted on January 19, 2007 with an exercise price of $0.50 each, expiring November 8, 2011.

(7) Includes 783,000 Common Shares under the control or direction of Mr. Scholz. He also holds options to purchase 100,000 Common Shares, which were granted on January 19, 2007 with an exercise price of $0.50 each, expiring November 8, 2011.

(8) James Southcott holds options to purchase 100,000 Common Shares, which were granted on January 19, 2007 with an exercise price of $0.50 each, expiring November 8, 2011.

(9) Includes 1,216,699 Common Shares under the control or direction of Mr. Jang. There are 5,000 Series A Preferred Shares of the Company held by a private company controlled by Mr. Jang.

New Director Biographies

Michael Schmidt: Mr. Schmidt rejoined the Company in June 2009 as President, and brings with him over 20 years of sales and marketing experience. Prior to joining the Company, Mike was Vice President of Sales and Marketing for Parasun Technologies Inc., from 2000 to 2009, where he successfully built a sales and marketing team that progressively made Parasun an industry leader.

Aziz Pirani: Mr. Pirani brings to the Company over 30 years of experience in the IT Services and Telecommunications industry. He is currently a consultant in the IT Services and Telecommunications industry with Pirani Consulting Services. He was Vice-President of Americas, TELUS International, a wholly owned subsidiary of TELUS from 2004 to 2007. Prior to that, he held various management positions with TELUS from 2001 to 2004 and with TELUS Enterprise Services (formerly ISM-BC) from 1996 to 2001.

APPOINTMENT OF AUDITOR

Deloitte & Touche LLP, Chartered Accountants, 1055 Dunsmuir Street, Vancouver, British Columbia, (“Deloitte”), will be nominated at the Meeting for re-appointment as auditor of the Company at remuneration to be fixed by the directors. Deloitte & Touche LLP, Chartered Accountants has been auditor for the Company since July 31, 2008. Prior to Deloitte & Touche LLP being appointed Auditor, KPMG LLP, Chartered Accountants were auditors for the Company since June 21, 2001.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators (“NI52-110”) requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as follows:

The Audit Committee’s Charter

The audit committee has a charter. The audit committee’s charter is attached as Schedule “A” to the Company’s Information Circular prepared for the 2005 annual general meeting, which can be accessed at www.Sedar.com.

Composition of the Audit Committee

The current members of the audit committee are: Maurice Lees (Chairman), James Southcott and Michael Schmidt.

The members of the Audit Committee are considered to be financially literate commensurate with the size of the Company’s financial disclosure issues. The charter contemplates that a majority of the audit committee be comprised of directors who are independent.

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

A member of the audit committee is considered *financially literate* if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company.

All current members of the Audit Committee are financially literate and two of the current members of the Audit Committee are independent. Michael Schmidt is not independent as he is an officer of the Company.

Relevant Education and Experience

Each member of the audit committee has:

- an understanding of the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising individuals engaged in such activities; and
- an understanding of internal controls and procedures for financial reporting.

Maurice Lees: Mr. Lees has 39 years experience as a senior manager with the Royal Bank of Canada, Senior Manager, Risk Management, Commercial and Personal Markets for British Columbia and Yukon Districts, Director.

James Southcott: Mr. Southcott has a 20 year history in the advertising industry as a senior marketing strategist and passionate brand builder.

Michael Schmidt: Mr. Schmidt rejoined the Company in June 2009 as President, and brings with him over 20 years of sales and marketing experience. Prior to joining the Company, Mike was Vice President of Sales and Marketing for Parasun Technologies Inc., from 2000 to 2009, where he successfully built a sales and marketing team that progressively made Parasun an industry leader.

Audit Committee Oversight

The audit committee has not made any specific recommendations to the board of directors to nominate or compensate any external auditor.

Reliance on Certain Exemptions

The Company's auditor, Deloitte & Touche LLP, have not provided any material non-audit services.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audit services provided its auditor, Deloitte & Touche LLP, to the Company to ensure auditor independence. Fees incurred with the Company's former auditor KPMG LLP, Chartered Accountants, for audit and non-audit services in the fiscal years ended May 31, 2008 and 2009 are outlined in the following table. Fees incurred with the Company's current auditor, Deloitte & Touche LLP, Chartered Accountants, for audit and non-audit services in the fiscal year ended May 31, 2009 are also outlined in the following table:

Nature of Services	Fees Paid to Auditor (Deloitte & Touche LLP) in Fiscal Year Ended May 31, 2009.	Fees Paid to Auditor (KPMG LLP) in Fiscal Year Ended May 31, 2009.	Fees Paid to Auditor (KPMG LLP) in Fiscal Year Ended May 31, 2008.
Audit Fees(1)	$139,750	$35,000	$102,000
Audit-Related Fees(2)	Nil	Nil	Nil
Tax Fees(3)	Nil	Nil	Nil
All Other Fees(4)	Nil	Nil	Nil
Total	**$139,750**	**$35,000**	**$102,000**

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all other non-audit services.

CORPORATE GOVERNANCE

General

Effective June 30, 2005, National Instrument 58-101 Disclosure of Corporate Governance Practices ("NI 58-101") and National Policy 58-201 Corporate Governance Guidelines ("NP 58-201") were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices. In addition, the Company is subject to National Instrument 52-110 Audit Committees, which has been adopted in various Canadian provinces and territories and which prescribes certain requirements in relation to audit committees.

This section sets out the Company's approach to corporate governance and addresses the Company's compliance with NI 58-101.

Constitution and Independence of the Board

A majority of the members of the Board of Directors are independent directors and thus the Board is able to act independently from management. The Board of Directors is currently comprised of six persons, of whom four are independent directors.

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Company's Board of Directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

The following table outlines the Company's independent and non-independent directors, and the basis for a determination that a director is non-independent:

Name	Independent/Non-Independent
Michael Schmidt	Non-Independent **Basis for determination:** Serves as Company's President and Chief Executive Officer
Maurice Lees	Independent
Michael Scholz	Non-Independent **Basis for determination:** Controlling Shareholder
James Southcott	Independent
James Jang	Independent
Aziz Pirani	Independent
Kurt Bauman	Independent (former director until December 17, 2008)

The Board continues to focus on developing its independence from management. Furthermore, individual directors may engage an outside advisor at the expense of the Company in appropriate circumstances, and the independent directors have retained independent advice on occasion.

The only director of the Company who holds directorships in other reporting issuers is Michael Scholz who is also a director of Acero-Martin Exploration Inc., CMC Metals Ltd. and Fibre-Crown Manufacturing Inc.

The following table sets forth the Directors' record of attendance of board and committee meetings for the 12 months ended May 31, 2009.

Director(1)	Board Meetings	Audit Committee	Compensation Committee	Executive Committee
Maurice Lees	9 of 10	2 of 2	2 of 2	N/A
Michael C. Scholz	10 of 10	N/A	2 of 2	2 of 2
James Southcott	10 of 10	2 of 2	N/A	N/A
James Jang	3 of 3	N/A	N/A	2 of 2
William Spratt(2)	10 of 10	2 of 2	N/A	2 of 2
Kurt Baumann(2)	7 of 7	N/A	2 of 2	N/A

(1) All current directors were elected by the shareholders, except Aziz Pirani who was appointed by the Board of Directors on June 17, 2009 and Michael Schmidt who was appointed by the Board on October 22, 2009.

(2) William Spratt was a director until he resigned on October 22, 2009 and Kurt Bauman was a director until he resigned on December 17, 2008.

Board Mandate

The text of the board's written mandate was attached as Appendix "B" to the Company's Information Circular prepared for its December 17, 2008 annual shareholders meeting, filed on SEDAR on November 26, 2008.

Position Descriptions - Stewardship of the Company

The Company's Board of Directors is empowered by governing corporate law, the Company's Articles and the Corporate Governance Policy (which was approved by the Board of Directors on August 15, 2006) to manage, or supervise the management, affairs and business of the Company. The Board has adopted the formal mandate described above.

The Board of Directors performs its functions through quarterly and special meetings and has delegated certain of its responsibilities to those committees described below. In addition, the Board has established policies and procedures that limit the ability of management to carry out certain specific activities without the prior approval of the Board. The Board adopted a set of Corporate Governance Guidelines on August 15, 2006 and seeks to adhere to those guidelines in its administration of the Company.

Long-term strategies and annual operating and capital plans with respect to the Company's operations are developed by Senior Management and reviewed and approved by the Board.

The Board, through the Audit Committee, has the responsibility to identify the principal risks of the Company's business. It has worked with management to implement policies to identify the risks and to establish systems and procedures to ensure that these risks are monitored. In particular, fixed price contracts are an important element of the Company's business and, in entering into such contracts, the Company assumes certain risks in relation to its ability to deliver projects profitably. To reduce such risks, the Company's Senior Management reviews project bids, contract negotiations, ongoing project performance and to initiate and complete project audits as required.

The Board reviews and discusses succession planning for Senior Management positions as part of the Company's planning process. All appointments of Senior Management are approved by the Board.

The Board of Directors has developed written position descriptions for the Board chair and the chair of each Board committee. The Board of Directors has also, together with the Chief Executive Officer, developed a written position description for the Chief Executive Officer. As well, the Board meets at least quarterly with the Chief Executive Officer to review and approve the Chief Executive Officer's quarterly and annual objectives.

The Board of Directors has delegated responsibility for communication with the public and the Company's shareholders to its President and Chief Executive Officer and the Acting Chief Financial Officer. Procedures are in place to ensure proper dissemination of news releases, and that those shareholders who request information about the Company receive it in a timely manner. Inquiries by shareholders are directed to and dealt with by Senior Management.

The Board has delegated responsibility for the integrity of internal controls and management information systems to the Audit Committee. The Company's external auditors report directly to the Audit Committee. In its regular meetings with the external auditors, the Audit Committee discusses, among other things, the Company's financial statements and the adequacy and effectiveness of the Company's internal controls and management information systems.

Audit Committee

The Audit Committee is comprised of three directors, two of whom are independent: Maurice Lees, James Southcott and Michael Schmidt. Michael Schmidt is not independent because he is an Officer of the Company. All of the members of the Audit Committee are financially literate.

The Audit Committee's mandate and responsibilities are detailed in its Charter, and include:

(a) assisting in the identification of the principal risks of the Company's business and, with the assistance of management, establishing procedures to ensure that these risks are monitored,

(b) overseeing the work of external auditors engaged for the purpose of preparing or issuing an audit report or related work,

(c) recommending to the Board the nomination and compensation of the external auditors,

(d) approving all non-audit services to be provided by the external auditors, and

(e) reviewing the Company's financial statements, MD&A and earnings press releases before the Company publicly discloses this information and satisfying itself that all regulatory compliance matters have been considered in the preparation of the financial statements of the Company.

The Board, through the Audit Committee, is responsible for the integrity of the internal control and management information systems of the Company. The Audit Committee meets at least quarterly to review quarterly financial statements and management's discussion and analysis and meets at least twice annually with the Company's external auditor. The Audit Committee discusses, among other things, the annual audit, the adequacy and effectiveness of the Company's internal control and management information systems and management's discussion and analysis and reviews the annual financial statements with the external auditor.

See "Audit Committee" above for more information concerning the Audit Committee and its members.

Orientation and Continuing Education

When the Board has new directors, as part of their orientation, they meet with senior management to discuss the business of the Company, receive relevant corporate information, Board policies and historical and current operating and financial information.

The Board provides continuing education to its audit committee members through participation in information seminars put on by its auditors.

Ethical Business Conduct

The Company has adopted a Code of Conduct and Trading Restrictions (the "Code") that governs the behaviour of its directors, officers and employees. The Audit Committee is responsible for monitoring compliance with the Code.

The Board is satisfied that there have been no departures by any of its directors from the Code. To ensure that directors exercise independent judgement in considering transactions and agreements in which a director has a material interest the Board requires a director to disclose to the Board any financial or personal interest, direct or indirect, which the Director may have, which may conflict with the Company or which may otherwise have bearing upon any transaction or business in which the Company may have or contemplate having an involvement, whether such interest arises by reason of the personal affairs, employment, office or other association of the Director in such circumstances, refrain from participation in or voting upon such transaction or business.

The Board ascertains the suitability of new candidates for the Company's management and director positions and reviews the performance of the Company's current management and directors on a regular basis.

Nomination of Directors

Nominations of directors are currently performed by the Board as a whole. The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience. The Board identifies new candidates for the position of director by periodically evaluating its directors' skill sets against the corporate strategy of the business and, where additional expertise would be beneficial, seeks out individuals whose experience may assist the Company. The individual is then proposed to the Board as a potential director. The Board then discusses his merits and, if approved by the Board, is approached to consent to be a director.

Compensation

The Company's Compensation Committee is comprised of two directors, Maurice Lees and Michael Scholz. Mr. Lees is independent pursuant to NI51-102 and Mr. Scholz is not independent as he is a controlling shareholder of the Company.

This Committee Charter was adopted by the Board on August 15, 2006, and its mandate includes:

(a) assisting the Board in discharging the Board's responsibilities relating to executive officer and director compensation,

(b) providing oversight with respect to the evaluation of management, and

(c) providing oversight with respect to the Company's compensation strategies, practices and incentive compensation plans.

This Committee is empowered to ensure the effectiveness of the Company's executive officers and appropriate management continuity, including a succession plan for the chief executive officer and other executive officers. It is responsible for reviewing and making recommendations to the Board regarding the hiring and appointment, compensation, benefits, performance review and termination of officers and executives of the Company, and for the development and supervision of the Company's approach to compensation for directors, officers and senior management.

The Compensation Committee formally evaluates the performance of the chief executive officer and recommends to the board of directors the chief executive officer's compensation. It also ensures the reasonableness and appropriateness of the compensation arrangements and compensation level for all of the Company's executive officers. The Compensation Committee monitors the overall soundness and effectiveness of director, executive officer and employee compensation and benefit programs. The Committee reviews and makes recommendations to the Board on share incentive plans and related distributions. This Committee reports to the Board annually on compensation issues.

Other Board Committees

The only other committee of the Board besides the Audit Committee and the Compensation Committee is the Executive Committee of which Mr. Jang, Mr. Scholz and Mr. Schmidt are members.

This Executive Committee mandate includes:

(a) providing oversight with respect to the evaluation of senior management, and

(b) providing oversight with respect to the Company's strategies operations, practices and executive business development plans.

This Committee is empowered to ensure the effectiveness of the Company's executive officers and appropriate management. It is responsible for reviewing and making recommendations to the Board regarding the Company's Senior Executives, oversight to the Company's strategies operations, practices and executive business development plans.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and Audit Committee. The Board and its Audit Committee have considered self-assessment procedures and may formalize procedures to accommodate this in the future. The Board is satisfied with the overall projects and corporate achievements of the Company and believes this reflects well on the Board and its practices.

COMPENSATION OF EXECUTIVE OFFICERS

Named Executive Officers

In this section "Named Executive Officer" means the Chief Executive Officer, the Chief Financial Officer and each of the three most highly compensated executive officers, other than the Chief Executive Officer and Chief Financial Officer, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation was more than $150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Company at the end of the most recently completed financial year ("NEO").

William Spratt, Chief Executive Officer, Jas Dhanday, CA, Acting Chief Financial Officer, and Frank Lee, Creative Director of Kinzin, are each a NEO of the Company for the purposes of the following disclosure.

William Spratt resigned as President on June 25, 2009 and resigned as Chief Executive Officer effective October 22, 2009. Michael Schmidt was appointed President on June 25, 2009 and Chief Executive Officer on October 22, 2009.

Compensation Discussion and Analysis

The current members of the Compensation Committee are Maurice Lees and Michael Scholz. Mr. Lees is independent pursuant to NI51-102 and Mr. Scholz is not independent as he is a controlling shareholder of the Company. The Company's compensation policies and programs are designed to be competitive with similar technology companies and to recognize and reward executive performance consistent with the success of the Company's business. These policies and programs are intended to attract and retain capable and experienced people. The Compensation Committee's role and philosophy is to ensure that the Company's compensation goals and objectives, as applied to the actual compensation paid to the Company's CEO and other executive officers, are aligned with the Company's overall business objectives and with shareholder interests.

In addition to industry comparables, the Compensation Committee considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-range interests of the Company and its shareholders, overall financial and operating performance of the Company and the Compensation Committee's assessment of each executive's individual performance and contribution toward meeting corporate objectives.

The function of the Compensation Committee is to assist the Board of Directors in fulfilling its responsibilities relating to the compensation practices of the executive officers of the Company. The Committee has been empowered to review the compensation levels of the executive officers of the Company and to report thereon to the Board of Directors; to review the strategic objectives of the stock option and other stock-based compensation plans of the Company and to set stock based compensation; and to consider any other matters which, in the Committee's judgment, should be taken into account in reaching the recommendation to the Board of Directors concerning the compensation levels of the Company's executive officers.

Report on Executive Compensation

This report on executive compensation has been authorized by the Compensation Committee. The Board assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of the Company although the Compensation Committee guides it in this role. The Board determines the type and amount of compensation for the President and Chief Executive Officer. The Board also reviews the compensation of the Company's senior executives.

Philosophy and Objectives

The compensation program for the Company's senior management is designed to ensure the level and form of compensation achieves certain objectives, including:

(a) attracting and retaining talented, qualified and effective executives;

(b) motivating the short and long-term performance of these executives; and

(c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company has employed a combination of base salary, bonus compensation and equity participation through its stock option plan. The CEO reviews the compensation for the other executives and makes recommendations to the Board on the compensation of the other executives.

Base Salary

In the Board's view, paying base salaries which are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on comparable companies within the industry is compiled from a variety of sources, including surveys conducted by independent consultants and national and international publications. The CEO reviews the compensation for the other executives and makes recommendations to the Board on the compensation of the other executives.

Bonus Incentive Compensation

The Company's objective is to achieve certain strategic objectives and milestones. The Board will consider executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses. The Board approves executive bonus compensation dependent upon compensation levels based on recommendations of the Compensation Committee, and such recommendations are generally based on survey data provided by independent consultants.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's stock option plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the Compensation Committee.

Given the evolving nature of the Company's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

Actions, Decisions or Policies Made After May 31, 2009

On June 25, 2009 William Spratt resigned as President and Michael Schmidt was appointed to replace William Spratt as President. On October 22, 2009 Mr. Spratt resigned as Chief Executive Officer and Mr. Schmidt was appointed to replace Mr. Spratt as Chief Executive Officer.

Option-Based Awards

The Company has a stock option plan in place, which was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes stock option grants to the board of directors based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the board of directors. The stock option plan is administered by the directors of the Company and provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

Summary Compensation Table

The compensation paid to the NEOs during the Company's most recently completed financial year of May 31, 2009 is as set out below and expressed in Canadian dollars unless otherwise noted:

Name and principal position	Salary ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)		Pension value ($)	All other compensation ($)	Total compensation ($)
				Annual incentive plans	Long-term incentive plans			
William Spratt[1] President and Chief Executive Officer	162,340	Nil	Nil	Nil	Nil	Nil	515,851[2]	678,199
Jas Dhanday, CA[3] Acting Chief Financial Officer	Nil	Nil	Nil	Nil	Nil	Nil	199,900	199,900
Frank Lee Creative Director of Kinzin	154,167	Nil	Nil	Nil	Nil	Nil	Nil	154,167

(1) William Spratt resigned as President on June 25, 2009 and resigned as Chief Executive Officer on October 22, 2009. Michael Schmidt was appointed as President on June 25, 2009 and Chief Executive Officer on October 22, 2009. Mr. Spratt held options to purchase 645,000 Common Shares, which vested immediately upon grant and expire within 90 days of his resignation.

(2) Includes 500,000 severance payment as per employment agreement in conjunction with the sale of Parasun October 7, 2008 and $15,851 for paid vacation and auto allowance.

(3) Jas Dhanday, CA was appointed Acting Chief Financial Officer on October 29, 2008 and is retained by the Company as a consultant through a private company controlled by him.

Incentive Plan Awards

Outstanding Share-based Awards and Option-based Awards

The following table sets out all option-based awards and share-based awards outstanding as at May 31, 2009 for each NEO:

	Option-based Awards				Share-based Awards	
Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)
William Spratt[1] President and Chief Executive Officer	645,000	0.50	Nov. 8, 2011	Nil	Nil	Nil
Jas Dhanday, CA[2] Acting Chief Financial Officer	Nil	Nil	Nil	Nil	Nil	Nil
Frank Lee Creative Director of Kinzin	Nil	Nil	Nil	Nil	Nil	Nil

(1) William Spratt resigned as President on June 25, 2009 and resigned as Chief Executive Officer on October 22, 2009. Michael Schmidt was appointed as President on June 25, 2009 and Chief Executive Officer on October 22, 2009. Mr. Spratt held options to purchase 645,000 Common Shares, which vested immediately upon grant and expire within 90 days of his resignation.

(2) Jas Dhanday, CA was appointed Acting Chief Financial Officer on October 29, 2008 and is retained by the Company as a consultant through a private company controlled by him.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out the value vested or earned under incentive plans during the year ended May 31, 2009, for each NEO:

Name	Option-based awards – Value vested during the year ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
William Spratt, [1] President and Chief Executive Officer	Nil	Nil	Nil
Jas Dhanday, CA[2] Acting Chief Financial Officer	Nil	Nil	Nil
Frank Lee Creative Director of Kinzin	Nil	Nil	Nil

(1) William Spratt resigned as President on June 25, 2009 and resigned as Chief Executive Officer on October 22, 2009. Michael Schmidt was appointed as President on June 25, 2009 and Chief Executive Officer on October 22, 2009. Mr. Spratt held options to purchase 645,000 Common Shares, which vested immediately upon grant and expire within 90 days of his resignation.

(2) Jas Dhanday, CA was appointed Acting Chief Financial Officer on October 29, 2008 and is retained by the Company as a consultant through a private company controlled by him.

See "*Securities Authorized Under Equity Compensation Plans*" for further information on the Company's Share Option Plan.

Termination and Change of Control Benefits

The Company had a fixed term employment contract dated September 2, 2003 with William Spratt, the Company's former President and Chief Executive Officer. Under the terms of this agreement, the Company was committed to monthly payments totaling CDN$15,416.67 base salary, effective April, 2006, plus an entitlement of up to CDN$60,000.00 per annum in bonuses, subject to certain performance criteria, payable to Mr. Spratt until August 31, 2008. At completion of the initial term of the employment contract, the contract extended on a year-to-year basis until Mr. Spratt's 60th birthday. The contract contained provisions for either the Company or Mr. Spratt, pursuant to certain conditions or events, to terminate the contract that could trigger retirement allowances and/or other compensatory payments. This contract was terminated on October 7, 2008 in conjunction with the sale of Parasun. The Company paid Mr. Spratt severance in the amount of $500,000 in order to meet the severance obligations of his employment agreement during the fiscal year ended May 31, 2009. Following termination of the contract, Mr. Spratt provided his services as President and Chief Executive Officer on a monthly basis at $12,500 per month.

Director Compensation

Independent directors are paid $500 for each board meeting and audit committee meeting they attend. Each director who is a member of a committee and is not an executive officer receives $500 for each committee meeting of which the director is a member, unless that committee meeting is held immediately before or after a directors meeting.

The compensation provided to the directors, excluding a director who is included in disclosure for a NEO, for the Company's most recently completed financial year of May 31, 2009 is:

Name	Fees earned ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Michael Scholz	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Maurice Lees	11,000	Nil	Nil	Nil	Nil	Nil	11,000
James Southcott	Nil	Nil	Nil	Nil	Nil	Nil	Nil
James Jang[(1)]	2,000	Nil	Nil	Nil	Nil	Nil	2,000
Kurt Baumann[(2)] former director	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) James Jang became a director on December 17, 2008.
(2) Kurt Baumann was a director from January 31, 2006 to December 17, 2008.
(3) Following the Company's financial year end of May 31, 2009, on June 17, 2009 Aziz Pirani was appointed to the Board of Directors and Michael Schmidt was appointed to the Board on October 22, 2009.

The following table sets out all option-based awards and share-based awards outstanding as at May 31, 2009, for each director, excluding a director who is already set out in disclosure for a NEO for the Company:

	Option-based Awards				Share-based Awards	
Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)[(1)]	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)
Michael Scholz	100,000	0.50	Nov. 8, 2011	Nil	Nil	Nil
Maurice Lees	100,000	0.50	Nov. 8, 2011	Nil	Nil	Nil
James Southcott	100,000	0.50	Nov. 8, 2011	Nil	Nil	Nil
James Jang[(2)]	Nil	Nil	Nil	Nil	Nil	Nil
Kurt Baumann[(3)] former director	Nil	Nil	Nil	Nil	Nil	Nil

(1) Value of the Company's Common Shares at May 31, 2009 was $0.05 per share.
(2) James Jang became a director on December 17, 2008.
(3) Kurt Baumann was a director from January 31, 2006 to December 17, 2008.
(4) Following the Company's financial year end of May 31, 2009, on June 17, 2009 Aziz Pirani was appointed to the Board of Directors and Michael Schmidt was appointed to the Board on October 22, 2009.

The following table sets out the value vested or earned under incentive plans during the year ended May 31, 2009, for each director, excluding a director who is already set out in disclosure for a NEO for the Company:

Name	Option-based awards – Value vested during the year ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Michael Scholz	Nil	Nil	Nil
Maurice Lees	Nil	Nil	Nil
James Southcott	Nil	Nil	Nil
James Jang(1)	Nil	Nil	Nil
Kurt Baumann(2) former director	Nil	Nil	Nil

(1) James Jang became a director on December 17, 2008.
(2) Kurt Baumann was a director from January 31, 2006 to December 17, 2008.
(3) Following the Company's financial year end of May 31, 2009, on June 17, 2009 Aziz Pirani was appointed to the Board of Directors and Michael Schmidt was appointed to the Board on October 22, 2009.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan which the Company has in place is the share option plan (the "Plan") which was previously approved by shareholders at its 2005 annual general meeting. The Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the directors of the Company. The Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. The Plan provides that the number of Common Shares issuable under the Plan, together with all of the Company's other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Common Shares.

The following table sets out equity compensation plan information as at the end of the financial year ended May 31, 2009:

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	**(a)**	**(b)**	**(c)**
Share Option Plan approved by shareholders December 6, 2005	1,037,500	$0.50	1,425,587
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	1,037,500	$0.50	1,425,587

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

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

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

At the date of this Information Circular, there are a total of 4,353,251 warrants outstanding. There are 50,000 warrants outstanding to a private company controlled by James Jang, a director and shareholder of the Company.

One of the Company's subsidiaries, Knowledge Based Telephony, entered into a lease agreement commencing November 1, 2008 with a private company controlled by a director and shareholder of the Company.

To the knowledge of management of the Company, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during the year ended May 31, 2009, or has any interest in any material transaction in the current year other than as set out herein.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

A. Amendment to Share Option Plan

TSXV policy requires all of its listed companies to have a stock option plan if the company intends to grant options. On November 17, 2009 the Board approved amendment of the Company's current share option plan dated for reference October 20, 2004 (the "Plan"), which was originally approved by the shareholders of the Company on November 5, 2004. In order to comply with the new regulatory requirements of the TSXV, and further amendments that were administrative in nature. The Plan is a 10% maximum rolling plan, as described below, and was last approved by the shareholders at the Company's annual shareholders meeting held on December 17, 2008. Options granted under the current Plan are not exercisable for a period longer than five (5) years and the exercise price must be paid in full upon exercise of the option. Pursuant to TSXV policies, the Plan requires shareholder approval for continuation at every annual meeting of the Company by ordinary resolution.

In order to allow more flexibility for the Company to provide incentives to directors, officers, employees, management and others who provide services to the Company and to bring the Plan in line with the current regulatory regime, the Board approved amendments to the Plan on November 17, 2009.

The Plan, as amended (the "amended Plan"), is a 10% rolling plan, allowing a maximum of ten percent (10%) of the issued and outstanding Common Shares of the Company at the time an option is granted, less Common Shares reserved for issuance on exercise of options then outstanding under the amended Plan, to be reserved for shares to be issued upon exercise of options granted under the amended Plan. All options will be granted at the discretion of the Board to eligible optionees (an "Optionee"). At the date of this Information Circular, options to purchase an aggregate of 1,037,500 Common Shares granted under the Plan were outstanding, representing approximately 4.21% of the outstanding Common Shares in the capital of the Company.

The amended Pland, is subject to the following restrictions:

(a) The Company must not grant an option to a director, employee, consultant, or consultant company (the "Service Provider") in any twelve (12) month period that exceeds five percent (5%) of the outstanding shares, unless the Company has obtained by a majority of the votes cast by the shareholders of the Company eligible to vote at a shareholders' meeting, excluding votes attaching to shares beneficially owned by Insiders and their Associates ("Disinterested Shareholder Approval");

(b) The aggregate number of options granted to a Service Provider conducting Investor Relations Activities in any twelve (12) month period must not exceed two percent (2%) of the outstanding shares calculated at the date of grant, without the prior consent of the TSXV;

(c) The Company must not grant an option to a Consultant in any twelve (12) month period that exceeds two percent (2%) of the outstanding shares calculated at the date of the grant of the option;

(f) The aggregate number of Common Shares reserved for issuance under options granted to insiders must not exceed ten percent (10%) of the outstanding shares (in the event that the amended Plan, is further amended to reserve for issuance more than ten percent (10%) of the outstanding shares) unless the Company has obtained Disinterested Shareholder Approval to do so;

(f) The number of optioned shares issued to insiders in any twelve (12) month period must not exceed ten percent (10%) of the outstanding shares (in the event that the amended Plan is further amended to reserve for issuance more than ten percent (10%) of the outstanding shares) unless the Company has obtained Disinterested Shareholder Approval to do so;

(g) The issuance to any one Optionee within a twelve (12) month period of a number of common shares must not exceed five percent (5%) of outstanding shares unless the Company has obtained Disinterested Shareholder Approval to do so; and

(h) The exercise price of an option previously granted to an insider must not be reduced, unless the Company has obtained Disinterested Shareholder Approval to do so.

Material Terms of the Amended Plan

The following is a summary of the material terms of the amended Plan:

(a) Persons who are Service Providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the amended Plan;

(b) Options granted under the amended Plan are non-assignable and non-transferable and are issuable for a period of up to ten (10) years;

(c) For options granted to Service Providers, the Company must ensure that the proposed Optionee is a bona fide Service Provider of the Company or its affiliates;

(d) an Option granted to any Service Provider will expire within 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option), after the date the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company;

(e) if an Optionee dies, any vested options held by him or her at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such option;

(f) in the case of an Optionee being dismissed from employment or service for cause, such Optionee's options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same;

(g) the exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Discounted Market Price (as defined in the amended Plan);

(h) vesting of options shall be at the discretion of the Board, and will generally be subject to: (i) the Service Provider remaining employed by or continuing to provide services to the Company or its affiliates, as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or its affiliates during the vesting period; or (ii) the Service Provider remaining as a Director of the Company or its affiliates during the vesting period; and

(i) The Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the amended Plan with respect to all amended Plan shares in respect of options which have not yet been granted under the amended Plan.

The Board has determined that, in order to reasonably protect the rights of participants, as a matter of administration, it is necessary to clarify when amendments to the amended Plan may be made by the Board without further shareholder approval. Accordingly, the Board proposes that the amended Plan also provide the following:

(a) The Board may, without shareholder approval further amend the amended Plan to:

  (i) correct typographical, grammatical or clerical errors;

  (ii) change the vesting provisions of an option granted under the amended Plan, subject to prior written approval of the TSXV, if applicable;

  (iii) change the termination provision of an option granted under the amended Plan if it does not entail an extension beyond the original expiry date of such option;

  (iv) make such amendments to the amended Plan as are necessary or desirable to reflect changes to securities laws applicable to the Company;

  (v) make such amendments as may otherwise be permitted by TSXV Policies;

  (vi) if the Company becomes listed or quoted on a stock exchange or stock market senior to the TSXV, make such amendments as may be required by the policies of such senior stock exchange or stock market; and

  (vii) reduce the benefits that may be granted to Service Providers.

A copy of the amended Plan will be available for inspection at the Meeting.

Shareholder Approval

At the Meeting, Shareholders will be asked to consider and vote on the ordinary resolution to approve amendment of the Plan, with or without variation, as follows:

> "Resolved, that the Share Option Plan dated for reference October 20, 2004, as amended December 17, 2009 be and is hereby ratified and approved."

The Board recommends that shareholders vote in favour of the amended Plan.

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

B. Consolidation of Share Capital

Management determined that, in its opinion, a consolidation of its share capital may be required in order to provide for further equity financing to meet its working capital requirements. It is management's further opinion, that a consolidation of the Company's share capital may be required in order to attract new equity investment in the Company.

The Board proposes that shareholders approve a consolidation of its share capital on the basis of one (1) post-consolidation Common Share for every two (2) pre-consolidation Common Shares currently held. There are currently 24,630,865 Common Shares issued and outstanding in the capital of the Company. The Company will have approximately 12,315,433 Common Shares outstanding subsequent to the consolidation. The exact number of post-consolidated shares will most likely vary from this approximation to a small extent depending upon the treatment of the fractions that will most likely occur when each shareholder's holdings are consolidated on a one (1) for two (2) basis. In addition to the requisite shareholder approval being sought at the Meeting, any such consolidation also requires the approval of all applicable regulatory authorities, including the TSXV.

Pursuant to Part 9 of the Company's Articles consolidation of the Common Shares requires approval by an ordinary resolution of the shareholders. Accordingly, shareholders will be asked to approve the following ordinary resolution in order to approve consolidation of the Company's Common Shares:

Resolved that:

(1) the authorized share structure of the Company be altered by consolidating the Common Shares without par value, of which 24,630,865 Common Shares are issued, on the basis of one (1) post-consolidation Common Share for every two (2) pre-consolidation Common Shares;

(2) any fractional shares resulting from the consolidation of the Common Shares shall be converted such that each fractional Common Share remaining after conversion that is less than one-half of a Common Share be cancelled and each fractional Common Share that is at least one-half of a Common Share be changed to one whole Common Share pursuant to the provisions of Section 83 of the *Business Corporations Act* (British Columbia); and

(3) the board of directors of the Company is hereby authorized, at any time in its absolute discretion, to determine whether or not to proceed with the above consolidation without further approval, ratification or confirmation by the shareholders.

The Board of Directors recommends that shareholders vote in favour of the resolution to consolidate the Common Shares. In the absence of a contrary instruction, the persons named in the enclosed form of proxy intend to vote in favour of the resolution. The above resolution, if passed, will not become effective unless and until deposited at the Company's records office by direction of the Board.

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

ADDITIONAL INFORMATION

Financial information is provided in the Company's comparative financial statements and management's discussion and analysis for its most recently competed financial year. The audited financial statements of the Company for the year ended May 31, 2009, the report of the auditor thereon and the related management discussion and analysis will be placed before the Meeting.

Additional information relating to the Company can be accessed at www.Sedar.com and upon request from the Company, Suite 200, 610 6th Street, New Westminster, British Columbia, V3L 3C2 – Tel: (604) 395-3900 or Fax: (604) 524-9932.

OTHER MATTERS

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

The contents of this Information Circular and its distribution to shareholders have been approved by the board of directors of the Company.

DATED at Vancouver, British Columbia, November 17th, 2009.

BY ORDER OF THE BOARD OF DIRECTORS

"Michael Schmidt"

Michael Schmidt
President and Chief Executive Officer