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INFORMATION CIRCULAR

(as at May 3, 2011, except as otherwise indicated)

The Company is providing this information circular and a form of proxy in connection with management's solicitation of proxies for use at the Annual and Special Meeting (the "Meeting") of the Company to be held on Thursday, June 16, 2011, at the Crowne Plaza Hotel Toronto Airport (Algonquin Room), 33 Carlson Court, Toronto, Ontario at 10:00 AM (Toronto time) and any adjournments or postponement thereof. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

APPOINTMENT OF PROXY HOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder's behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or Directors of the Company (the "Management Proxyholders").

A shareholder has the right to appoint a person other than a Management Proxyholder, to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.

VOTING BY PROXY

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters, which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, (not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays), prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

NON-REGISTERED HOLDERS

Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, common shares owned by a person (a “non-registered holder”) are registered either (a) in the name of an intermediary (an “Intermediary”) that the non-registered holder deals with in respect of the common shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-savings plans and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Management Information Circular and the accompanying Notice of Meeting together with the form of proxy (collectively, the “Meeting Materials”) to the clearing agencies and Intermediaries for onward distribution to non-registered holders of common shares.

Intermediaries are required to forward the Meeting Materials to non-registered holders unless a non-registered holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to non-registered holders. Generally, non-registered holders who have not waived the right to receive Meeting Materials will either:

(a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as the number and class of securities beneficially owned by the non-registered holder by which is not otherwise completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the non-registered holder when submitting the proxy. In this case, the non-registered holder who wishes to vote by proxy should otherwise properly complete the form of proxy and deliver it as specified; or

(b) be given a form of proxy which is not signed by the Intermediary and which, when properly completed and signed by the non-registered holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “Voting Instruction Form”) which the Intermediary must follow. Typically the non-registered holder will also be given a page of instructions, which contains a removable label containing a bar code and other information. In order for the form of proxy to validly constitute a Voting Instruction Form, the non-registered holder must remove the label from the instructions and affix it to the Voting Instruction Form, properly complete and sign the Voting Instruction Form and submit it to the Intermediary or its services company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit non-registered holders to direct the voting of the common shares they beneficially own. Should a non-registered holder who received either form of proxy wish to vote at the Meeting in person, the non-registered holder’s name should be inserted in the blank space provided. **Non-registered holders should carefully follow the instructions of their Intermediary including those regarding when and where the form of proxy or Voting Instruction Form is to be delivered.**

REVOCABILITY OF PROXY

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a registered shareholder, his attorney authorized in writing or, if the registered shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. **Only registered shareholders have the right to revoke a proxy. Non-Registered Holders**

who wish to change their vote must, at least 7 days before the Meeting, arrange for their respective Nominees to revoke the proxy on their behalf.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue unlimited common shares without par value (the "shares"), of which 87,086,824 shares are issued and outstanding as of the date hereof (May 3, 2011). Persons who are registered shareholders at the close of business on May 3, 2011 will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held. The Company has only one class of shares.

To the knowledge of the Directors and executive officers of the Company, no person beneficially owns, directly or indirectly, or controls or directs shares carrying 10% or more of the voting rights attached to all shares of the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed herein, management is not aware of any material interest in any matter to be acted upon, direct or indirect, of any directors, senior officer, principal holder of securities, proposed nominee for election as a director or any associated or affiliate thereof of the Company.

ELECTION OF DIRECTORS

The Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

The Company is required to have an audit committee.

Management of the Company proposes to nominate each of the following persons for election as a Director. Information concerning such persons, as furnished by the individual nominees:

<i>Name, Jurisdiction of Residence and Position</i>	<i>Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years</i>	<i>Previous Service as a Director</i>	<i>Number of Common Shares beneficially owned, directly or indirectly, or Controlled or directed ②</i>
Stephen Simms Thornhill, ON Director, President / CEO	President /CEO of the Company since 2002	Director since 1993	2,251,900 ⑤
Sam Geist ① Toronto, ON Director	Business Consultant and owner	Director since 2005	1,862,480
William Bateman ①③④ Toronto, ON Director	Barrister and Solicitor in Private Practice in Toronto, Ontario	Director since 1996	994,560
Emanuel Gerard ①④⑦ New York, New York, USA Director	Private Investor and Business Consultant	Director since 1999	4,024,948
Valdis Martinsons ④ Toronto, ON Director	Business Consultant	Director since 2009	517,000

- ① Member of the audit committee (Ⓢchair).
- ② Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at May 3, 2011, based upon information furnished to the Company by individual Directors. Unless otherwise indicated, such shares are held directly.
- ③ Mr. Bateman is currently a director of the following other reporting issuers: Geo Finance Corporation.
- ④ Member of compensation committee (Ⓢchair).
- ⑤ Of these shares, 385,000 are held indirectly in the name of AKTS Investments, a private company controlled by Director.

No proposed director:

- a) is, as at the date of the information circular, or has been, within 10 years before the date of the information circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity,
 - (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
 - (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 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
- b) has, within the 10 years before the date of the information circular, 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.
- c) is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the company acting solely in such capacity.

EXECUTIVE COMPENSATION

The following table (presented in accordance with National Instrument 51-102, Form 51-102F6 effective for year-ends on or after December 31, 2008 as set out by the Securities Act of Ontario) sets forth all annual and long term compensation for services in all capacities to the Company and its subsidiaries. The table covers the three most recently completed financial years in respect of each of the individuals comprised of the Chief Executive Officer and the Chief Financial Officer as at (year end) and up to the next three executive officers of the Company as at (year end) whose total compensation for the most recently completed financial year exceeded \$150,000 and any individual who would have satisfied these criteria but for the fact that they were not serving as such an officer at the end of the most recently completed financial year (collectively the "Named Executive Officers" or "NEOs").

Executive Compensation Table

<i>Name and Principal Position</i>	<i>Year</i>	<i>Salary (\$)</i>	<i>Share-based awards (\$)</i>	<i>Option-based awards (\$)</i>	<i>Non-equity incentive plan compensation (\$)</i>		<i>Pension value (\$)</i>	<i>All other compensation (\$)</i>	<i>Total compensation (\$)</i>
					<i>Annual incentive plans</i>	<i>Long-term incentive plans</i>			
Stephen Simms CEO	2010	223,049	Nil	Nil	Nil	Nil	Nil	Nil	223,049
	2009	171,703	Nil	Nil	Nil	Nil	Nil	Nil	171,703
	2008	163,242	Nil	Nil	Nil	Nil	Nil	Nil	163,242
Michael Abrams CFO	2010	65,491	Nil	Nil	Nil	Nil	Nil	Nil	65,491
	2009	34,400	Nil	Nil	Nil	Nil	Nil	Nil	34,400
	2008	32,769	Nil	Nil	Nil	Nil	Nil	Nil	32,769

(1) All dollar values are in Canadian currency.

The following table (presented in accordance with National Instrument 51-102, Form 51-102F6 effective for year-ends on or after December 31, 2008 as set out by the Securities Act of Ontario) sets forth all share based-awards and option-based awards granted by the Company and its subsidiaries. The table covers all such share or option-based awards outstanding as of the most recently completed year-end for each of the individuals comprised of the Chief Executive Officer and the Chief Financial Officer as at (year end) and up to the next three executive officers of the Company as at (year end) whose total compensation for the most recently completed financial year exceeded \$150,000 and any individual who would have satisfied these criteria but for the fact that they were not serving as such an officer at the end of the most recently completed financial year (collectively the "Named Executive Officers" or "NEOs").

Executive Incentive Plan Awards

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised option (#)	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 (\$)
Stephen Simms CEO	300,000	0.25	June 16, 2015	40,500	0	Nil
	50,000	0.35	June 16, 2015	1,750	0	Nil
	300,000	0.20	June 25, 2014	55,500	0	Nil
	50,000	0.30	June 25, 2014	4,250	0	Nil
	300,000	0.12	June 17, 2013	79,500	0	Nil
	300,000	0.30	June 26, 2012	25,500	0	Nil
	300,000	0.15	June 26, 2012	70,500	0	Nil
	500,000	0.10	June 20, 2011	142,500	0	Nil
Michael Abrams CFO	75,000	0.25	June 16, 2015	10,125	0	Nil
	125,000	0.20	June 25, 2014	23,125	0	Nil
	35,000	0.12	June 17, 2013	9,275	0	Nil
	35,000	0.15	June 26, 2012	8,225	0	Nil

(1) The share price as of December 31, 2010 was \$0.385

(2) The options, when issued, do not vest until six months after the date of grant.

(3) The options when exercised have a six month hold period.

- (4) The exercise price of the stock options is determined by the Board of Directors but in no event is it less than the trading price of the Company's common shares on the exchange where such shares are listed at the time of the option grant and subject to approval by such exchange.

Termination of Employment, Changes in Responsibility and Employment Contracts:

The Company negotiated a two year employment agreement with Dr. Stephen Simms effective January 2010. The new agreement gives a guaranteed minimum annual remuneration for 2010 and 2011 of \$225,000 and \$240,000 respectively, and includes a minimum annual stock option allocation of 300,000 per year plus additional performance based option entitlements. The agreement contains compensatory arrangements for certain expenses incurred as part of the employment duties as well as an entitlement to receive certain salary benefits if terminated (without cause).

Board of Directors

Structure and Compensation

The Board is currently composed of five (5) directors. All the proposed nominees are current directors of the Company.

The Exchange Guidelines suggest that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "unrelated" directors. An "unrelated" director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to; materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, the Exchange Guidelines suggest that the board of directors should include a number of directors who do not have interests in either the Company or the significant shareholder. Of the proposed nominees, Messrs Bateman, Gerard, Geist and Martinsons are considered by the Board to be "unrelated" within the meaning of the Exchange Guidelines and Dr. Simms is the only "inside" or management director and accordingly is considered to be "related". In assessing the Exchange Guidelines and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors.

Mandate of the Board

The mandate of the Board, as prescribed by the Business Corporations Act (Ontario), is to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the board oversees the management of the Company's affairs directly and through its committees. In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Company's overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Company's proposed actions accord with shareholder objectives; reviewing succession planning; assessing management's performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to shareholders; ensuring the effective operation of the Board; and safeguarding shareholders' equity interests through the optimum utilization of the Company's capital resources.

Meetings of the Board

The Board meets at least quarterly to review, among other things, the performance of the Company. Results are compared and measured against a previously established plan and performance in prior years. The Board also holds a meeting each year to review and assess the Company's financial budget and business plan for the ensuing year and its overall strategic objectives. This process establishes, among other things, benchmarks against which the Board may measure the performance of management. Other meetings of the Board are called to deal with special matters, as circumstances require. The Board met 11 times during the year ended December 31, 2010.

Committee Responsibilities and Activities

Committees of the Board are an integral part of the Company's governance structure. There are two standing committees (the "Committees"), established to devote the necessary expertise and resources to particular areas, and to enhance the quality of discussion at Board meetings. The Committees facilitate effective Board decision-making by providing recommendations to the Board on matters within their respective responsibilities. The Board believes that the Committees assist in the effective functioning of the Board and that the composition of the Committees should ensure that the views of unrelated and independent directors are effectively represented. A summary of the responsibilities and activities and the membership of each of the Committees is set out below.

Code of Business Conduct and Ethics

The Company has adopted a Code of Business Conduct and Ethics that applies to all directors, officers and employees.

Compensation Committee

The Compensation Committee is responsible for reviewing all overall compensation strategy, objectives and policies; annually reviewing and assessing the performance of the executive officers; recommending to the Board the compensation of the executive officers; reviewing executive appointments; and recommending the adequacy and form of directors' compensation.

For information relating to the Compensation Committee's report on executive compensation, see "Report on Executive Compensation" above. This Committee meets at least once annually. Currently, the members are Messrs. Bateman, Gerard and Martinsons of whom all three are unrelated directors.

Nomination and Assessment

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the President and Chief Executive Officer. The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions.

Expectations of Management

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity.

The Guidelines include a recommendation that boards review the adequacy and for of compensation of directors and ensure that the compensation realistically reflects the responsibilities and risks of being an effective director. The Board is satisfied that the current director's compensation is appropriate (see also "Compensation of Directors").

The Guidelines also recommend that a board, together with the CEO, develop position descriptions for the board and for the CEO involving the definition of the limits of management's responsibilities. The Board believes that formulating position descriptions for board members is generally more appropriate for corporations of significantly larger size and complexity than the Company and which may have

significantly larger board of directors. With respect to management's responsibilities, generally, any matters of material substance to the Company are submitted of the Board for, and are subject to, its approval. Such matters include those matters which must by law be approved by the Board (such as share issuances) and other matters of material significance to the Company, including any debt or equity financings, investments, acquisitions and divestitures, and the incurring material expenditures or legal commitments. The Board and/or its audit committee also reviews and approves the Company's major communications with shareholders and the public including the annual report (and financial statements contained therein), quarterly reports to shareholders, the annual management information circular and Annual Information Form.

In addition, the Guidelines state that a board of directors should approve or develop the corporate objectives, which the CEO is responsible for meeting. The specific corporate objectives, which the CEO is responsible for meeting (aside from the overall objective of enhancing shareholder value), are, in the Company's case, typically related to the advancement, growth, management and financing of the Company and its projects and matters ancillary thereto.

The Board believes that management should speak for the Company in its communications with shareholders and others in the investment community and that the Board should ensure that appropriate investor relations programs and procedures are in place.

Compensation of Directors

The Company has no arrangements, standard or otherwise, pursuant to which Directors are compensated by the Company or its subsidiaries for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this circular.

Director Compensation Table

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
William Bateman	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Emanuel Gerard	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sam Geist	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Valdis Martinsons	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The Company has a stock option plan for the granting of incentive stock options to the officers, employees and Directors. The Company did grant an aggregate of 1,425,000 stock options to the Directors (including the Named Executive Officers) during the most recently completed financial year of which 1,425,000 remain outstanding. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the Directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

The following table (presented in accordance with National Instrument 51-102, Form 51-102F6 effective for year-ends on or after December 31, 2008 as set out by the Securities Act of Ontario) sets forth all share based-awards and option-based awards granted by the Company and its subsidiaries. The table covers all such share or option-based awards outstanding as of the most recently completed year-end for each of the individuals comprising the Board of Directors.

Director Incentive Plan Awards

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised option (#)	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 Bateman	100,000	0.25	June 16, 2015	13,500	0	Nil
	50,000	0.35	June 16, 2015	1,750	0	Nil
	100,000	0.20	June 25, 2014	18,500	0	Nil
	50,000	0.30	June 25, 2014	4,250	0	Nil
	100,000	0.12	June 17, 2013	26,500	0	Nil
	75,000	0.15	June 26, 2012	17,625	0	Nil
	100,000	0.30	June 26, 2012	8,500	0	Nil
	150,000	0.10	June 20, 2011	42,750	0	Nil
Sam Geist	100,000	0.25	June 16, 2015	13,500	0	Nil
	50,000	0.35	June 16, 2015	1,750	0	Nil
	100,000	0.20	June 25, 2014	18,500	0	Nil
	50,000	0.30	June 25, 2014	4,250	0	Nil
	100,000	0.12	June 17, 2013	26,500	0	Nil
	75,000	0.15	June 26, 2012	17,625	0	Nil
	100,000	0.30	June 26, 2012	8,500	0	Nil
	150,000	0.10	June 20, 2011	42,750	0	Nil
Emanuel Gerard	100,000	0.25	June 16, 2015	13,500	0	Nil
	150,000	0.35	June 16, 2015	5,250	0	Nil
	100,000	0.20	June 25, 2014	18,500	0	Nil
	50,000	0.30	June 25, 2014	4,250	0	Nil
	100,000	0.12	June 17, 2013	26,500	0	Nil
	75,000	0.15	June 26, 2012	17,625	0	Nil
	100,000	0.30	June 26, 2012	8,500	0	Nil
	150,000	0.10	June 20, 2011	42,750	0	Nil
Valdis Martinsons	100,000	0.25	June 16, 2015	13,500	0	Nil
	50,000	0.35	June 16, 2015	1,750	0	Nil
	300,000	0.30	Dec 7, 2014	25,500	0	Nil

- (1) The share price as of December 31, 2010 was \$0.385
- (2) The options, when issued, do not vest until six months after the date of grant.
- (3) The options have a six month hold after exercise.
- (4) The exercise price of the stock options is determined by the Board of Directors but in no event is it less than the trading price of the Company's common shares on the exchange where such shares are listed at the time of the option grant and subject to approval by such exchange.

Securities Authorized for Issuance under Equity Compensation Plans

The Company does not have any equity compensation plans specifically for its executives.

Audit Committee and Relationship with Auditor

Multilateral Instrument 52-110 of the Canadian Securities Administrators ("MI 52-110") 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.

The Audit Committee's Charter

Mandate

The primary function of the audit committee (the "Committee") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.
- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of three directors as determined by the Board of Directors, all of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee are financially literate will work towards becoming financially literate. For the purposes of the Company's Charter, the definition of "financially literate" is 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 presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

i) Documents/Reports Review

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

- (a) Review and update this Charter annually.
- (b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

ii) External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.

Composition of the Audit Committee

The following are the members of the Committee:

William Bateman	Independent ①	Financially literate ①
Emanuel Gerard	Independent ①	Financially literate ①
Sam Geist	Independent ①	Financially literate ①

① As defined by Multilateral Instrument 52-110 ("MI 52-110").

Audit Committee Oversight

The Board of Directors have accepted all recommendations since the commencement of the Company's most recently completed financial year made by the Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of MI 52-110 (*De Minimis Non-audit Services*), or an exemption from MI 52-110, in whole or in part, granted under Part 8 of Multilateral Instrument 52-110.

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors".

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

<i>Financial Year Ending</i>	<i>Audit Fees</i>	<i>Audit Related Fees</i>	<i>Tax Fees</i>	<i>All Other Fees</i>
12/31/2010	\$62,500	\$0.00	\$3,817	\$0.00
12/31/2009	\$43,500	\$0.00	\$3,270	\$0.00

INDEBTEDNESS TO COMPANY OF DIRECTORS, EXECUTIVE OFFICERS AND EXECUTIVE OFFICERS

There is no indebtedness of any Director, executive officer, proposed nominee for election as a Director or associate of them, to or guaranteed or supported by the Company or any of its subsidiaries either pursuant to an employee stock option plan or a purchase program of the Company or otherwise, during the most recently completed financial year.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision-making. The Board is of the view that the Company's general approach to corporate governance, summarized below, is appropriate and substantially consistent with objectives reflected in the guidelines for improved corporate governance in Canada adopted by The Toronto Stock Exchange (the "Exchange Guidelines").

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person or proposed director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company.

APPOINTMENT OF AUDITOR

The Board of Directors has resolved to propose to shareholders that Rich Rotstein LLP, Chartered Accountants be appointed as auditors of the Company at the Meeting. Rich Rotstein LLP Chartered Accountants was first appointed as auditors on June 27, 2007. The decision to recommend the appointment of Rich Rotstein LLP, Chartered Accountants as auditors was approved by the Audit Committee to the Company and the Board of Directors

Unless otherwise instructed, the persons named in the enclosed proxy intend to vote for the appointment of Rich Rotstein LLP, Chartered Accountants, of Toronto, Ontario as the auditors of the company to hold office for the ensuing year at a remuneration to be fixed by the directors.

AMENDMENTS TO INCENTIVE STOCK OPTION PLAN

A) INCREASE IN NUMBER OF AVAILABLE OPTIONS

The Company's Stock Option Plan currently allows for the issue of options to purchase up to 7,500,000 common shares to eligible participants. The Stock Option Plan is designed to motivate and retain directors, officers and key employees and other service providers, and to align their interests with those of the Company's shareholders. Management seeks the approval of shareholders to increase the number

of common shares available for issue under the Plan to 8,700,000 common shares, representing less than 10% of the total number of shares in issue. Options are non-transferable, are outstanding for a maximum period of 5 years, subject to earlier termination if an optionee ceases to be an eligible participant and are granted at an exercise price no lower than the closing market price on the day prior to the grant.

Approval of the increase in the number of common shares available for grant and the vesting period amendment requires the affirmative vote of a majority of the votes cast at the meeting other than votes cast at the meeting attaching to common shares beneficially owned by insiders of the company or their associates. To the best of the Company's knowledge, as at the date hereof, insiders and their associates own 9,650,888 common shares representing 11% of the issued and outstanding common shares. Insiders and their associates will refrain from voting on the resolution to increase the number of common shares available under the Stock Option Plan. Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the approval of the resolution.

B) INTRODUCTION OF CASHLESS EXERCISE FOR OPTIONS

Management seeks the approval, subject to TSXV acceptance, of the introduction of "Cashless Exercise" for options being exercised by an eligible party. The Cashless Exercise will be at the election of the Optionee (director, officer, key employees or other service providers granted an option by the Board of Directors). Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the approval of the resolution. Please refer to Appendix "A" for a detailed explanation of the Cashless Exercise method.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company at 405 Fairall St, Ajax ON, L1S 1R8 to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year, which are filed on SEDAR.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

**BY ORDER OF THE BOARD OF DIRECTORS OF
ENVIRONMENTAL WASTE INTERNATIONAL INC.**

**"Stephen Simms"
President**

Appendix "A"

1. Cashless Exercise:

- a) Subject to and notwithstanding any other provision of the existing Employee Stock Option Plan (the "Plan"), if permitted by the Board, an Optionee may elect to exercise Options held by such Optionee in whole or in part, and in lieu of making the cash payment otherwise contemplated to be made to the Corporation upon such exercise in payment of the Exercise Price, elect instead to receive upon such exercise the "Net Number" of Shares determined according to the following formula ("**Cashless Exercise**"):

$$\text{Net Number} = \frac{[A \times (B - C)]}{B}$$

Where

- A = the total number of Shares with respect to which the Options held by such Optionee are then being exercised.
- B = the volume weighted average trading price of the Shares on the Exchange on the date immediately preceding the date of exercise of the Options.
- C = the Exercise Price of the Options
- b) The election described in 1(a) may be made by an Optionee by delivery to the Corporation of a written notice of cashless exercise in such form as the Board may from time to time approve, specifying the number of Options with respect to which the Optionee has elected a Cashless Exercise.
- c) In connection with a Cashless Exercise, the number of Shares that would have been issuable pursuant to the Options in respect of which the election to Cashless Exercise was made (item (A) in the formula above) shall be considered to have been issued for the purposes of the reduction in the number of Shares which may be issued under the Plan.