



SOLIUM CAPITAL INC.

Notice of Meeting

and

Information Circular

in respect of an

ANNUAL MEETING OF SHAREHOLDERS

to be held on June 10, 2009

Dated May 11, 2009

SOLIUM CAPITAL INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting (the "**Meeting**") of the shareholders of Solium Capital Inc. (the "Corporation") will be held in the Chinook Room at the Telus Convention Centre, 120 - 9th Avenue S.E., Calgary, Alberta, at 2:00 p.m. (Calgary time) on Wednesday, June 10, 2009 for the following purposes:

1. To receive the audited financial statements of the Corporation for the year ended December 31, 2008 and the report of the auditors thereon;
2. To fix the number of directors to be elected and to elect the directors of the Corporation for the ensuing year;
3. To appoint the auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors; and
4. To transact such other business as may properly come before the Meeting or any adjournment(s) thereof.

Shareholders of the Corporation are referred to the Information Circular accompanying this Notice for more detailed information with respect to the matters to be considered at the Meeting.

If you are a *registered shareholder* of the Corporation and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to Valiant Trust Company, registrar and transfer agent of the Corporation, Attention: Proxy Department, at Suite 310, 606 – 4th Street S.W., Calgary, Alberta, T2P 1T1, or, if sent by facsimile, at (403) 233-2857, by no later than 2:00 p.m. (Calgary time) on Monday, June 8, 2009, or forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the province of Alberta) prior to the commencement of any adjournment of the Meeting.

If you are an *unregistered shareholder* of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.

The directors of the Corporation have fixed April 30, 2009 as the record date. Holders of common shares in the capital of the Corporation of record at the close of business on April 30, 2009 are entitled to notice of the Meeting and to vote thereat or at any adjournment(s) thereof. The transfer books will not be closed.

DATED at Calgary, Alberta this 11th day of May, 2009.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Jeffrey F. English"
Jeffrey F. English
President and Chief Executive Officer

SOLIUM CAPITAL INC.

INFORMATION CIRCULAR

FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, JUNE 10, 2009

SOLICITATION OF PROXIES

THIS INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE MANAGEMENT OF SOLIUM CAPITAL INC. (the "Corporation" or "Solium") for use at the annual meeting (the "Meeting") of the holders (the "Shareholders") of common shares in the capital of the Corporation (the "Common Shares") to be held in the Chinook Room at the Telus Convention Centre, 120 - 9th Avenue S.E., Calgary, Alberta, at 2:00 p.m. (Calgary time) on Wednesday, June 10, 2009 and any adjournments thereof, for the purposes set forth in the Notice of Annual Meeting of Shareholders (the "Notice") accompanying this Information Circular. Information contained herein is given as of May 11, 2009 unless otherwise specifically stated.

It is expected that the solicitation of proxies will be primarily by mail. However, proxies may also be solicited by telephone, facsimile or other means of communication or in person by directors, officers or employees of the Corporation who will not be additionally compensated therefor. Brokers, nominees or other persons holding shares in their names for others shall be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such shares. The costs of soliciting proxies will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

Enclosed herewith is a form of proxy for use at the Meeting. The persons named in the enclosed form of proxy are officers of the Corporation. **A SHAREHOLDER SUBMITTING A PROXY HAS THE RIGHT TO APPOINT A PERSON OR COMPANY OTHER THAN THE PERSONS DESIGNATED IN THE FORM OF PROXY FURNISHED HEREWITH (WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION) TO REPRESENT THE SHAREHOLDER AT THE MEETING. TO EXERCISE THIS RIGHT, THE SHAREHOLDER SHOULD INSERT THE NAME OF THE DESIRED REPRESENTATIVE IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY FURNISHED HEREWITH AND STRIKE OUT THE OTHER PRINTED NAMES OR SUBMIT ANOTHER APPROPRIATE FORM OF PROXY. THE PROXY SHALL BE IN WRITING AND SIGNED BY THE SHAREHOLDER OR HIS DULY AUTHORIZED ATTORNEY, OR, IF SUCH SHAREHOLDER IS A CORPORATION, UNDER ITS CORPORATE SEAL OR SIGNED BY AN OFFICER OR ATTORNEY THEREOF DULY AUTHORIZED. A PROXY SIGNED BY A PERSON ACTING AS ATTORNEY OR IN SOME OTHER REPRESENTATIVE CAPACITY SHOULD INDICATE THAT PERSON'S CAPACITY (FOLLOWING HIS OR HER SIGNATURE) AND SHOULD BE ACCOMPANIED BY THE APPROPRIATE INSTRUMENT EVIDENCING QUALIFICATION AND AUTHORITY TO ACT (UNLESS SUCH INSTRUMENT HAS BEEN FILED WITH THE CORPORATION).**

In order for this proxy to be effective at the Meeting or any adjournment thereof, it must be signed, dated and deposited at Valiant Trust Company, registrar and transfer agent of the Corporation, Attention: Proxy Department, at Suite 310, 606 - 4th Street S.W., Calgary, Alberta, T2P 1T1, or, if sent by facsimile, at (403) 233-2857, by no later than 2:00 p.m. (Calgary time) on Monday, June 8, 2009, or forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the province of Alberta) prior to the commencement of any adjournment of the Meeting. The Corporation may refuse to recognize any proxy received after the said time.

A Shareholder who has submitted a proxy may revoke it prior to its use, in any manner permitted by law, including by an instrument in writing executed by the Shareholder or his attorney in writing, or, if the Shareholder is a corporation, executed under its corporate seal by an officer or attorney thereof duly authorized, and deposited either at the offices of the Corporation at any time up to and including 5:00 p.m. (Calgary time) on the last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof. In addition, the proxy may be

revoked: (a) by the registered holder of shares personally attending the Meeting and voting his or her shares; or (b) in any other manner permitted by law.

ADVICE TO BENEFICIAL HOLDERS OF SHARES

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to herein as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers or their agents or nominees can only be voted upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for their clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory policy requires intermediaries and brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary or broker has its own mailing procedures and provides its own return instructions to its clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered Shareholders by the Corporation. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) on how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails a special proxy form (the "**Voting Instruction Form**") in lieu of the form of proxy provided to registered Shareholders by the Corporation. The Beneficial Holder is requested to complete and return the Voting Instruction Form to Broadridge by mail or facsimile. Alternatively, the Beneficial Holder can call a toll-free telephone number or utilize the Internet to vote the Common Shares held by the Beneficial Holder. 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. **A Beneficial Holder receiving a Voting Instruction Form cannot use that Voting Instruction Form to vote Common Shares directly at the Meeting as the Voting Instruction Form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

VOTING OF PROXIES AND EXERCISE OF DISCRETION BY PROXYHOLDER

The persons named in the enclosed form of proxy have indicated their willingness to represent, as proxyholders, the Shareholders who appoint them. Each Shareholder may instruct its proxyholder how to vote the Shareholder's Common Shares by completing the blanks in the form of proxy.

Common Shares represented by properly executed proxy forms in favour of the persons designated in the enclosed proxy form will be voted or withheld from voting on any poll in accordance with the instructions made on the proxy form and, if a Shareholder specifies a choice as to any matters to be acted on, such Shareholder's Common Shares shall be voted accordingly. In the absence of such instructions, such Common Shares **WILL BE VOTED IN FAVOUR OF ALL MATTERS IDENTIFIED IN THE NOTICE ACCOMPANYING THIS INFORMATION CIRCULAR.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments and variations to matters identified in the Notice accompanying this Information Circular and with respect to any other matters which may properly come before the Meeting. At the time of printing this Information Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The directors of the Corporation have fixed April 30, 2009 as the record date. Shareholders at the close of business on April 30, 2009, are entitled to receive notice of the Meeting and to vote thereat or at any adjournments thereof on the basis of one vote for each share held, except to the extent that: (a) the holder of Common Shares has transferred the ownership of any Common Shares after that date; and (b) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than ten days before the Meeting, that his or her name be included on the Shareholder list before the Meeting, in which case, the transferee shall be entitled to vote his or her Common Shares at the Meeting. The transfer books will not be closed.

As of April 30, 2009, there were 31,073,679 Common Shares issued and outstanding. Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting.

As of April 30, 2009, to the knowledge of the directors and senior officers of the Corporation, the only persons, firms or corporations that beneficially own, or control or direct, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation are set forth below:

Name and Municipality of Residence	Number of Voting Securities	Percentage of Outstanding Voting Securities
Michael G. Broadfoot ⁽¹⁾ Calgary, Alberta	6,045,200	19.5%
Brian N. Craig ⁽²⁾ Calgary, Alberta	4,144,206	13.3%

Notes:

- (1) Mr. Broadfoot, a director of the Corporation, also holds options to purchase an additional 50,000 Common Shares at \$2.97 per share.
- (2) Mr. Craig, a director of the Corporation, also holds options to purchase an additional 50,000 Common Shares at \$2.97 per share.

As of April 30, 2009, the directors and executive officers of the Corporation, as a group, beneficially owned, or controlled or directed, directly or indirectly, 14,708,559 Common Shares, representing 47.3% of the presently issued and outstanding voting securities.

BUSINESS OF THE MEETING

Receipt of the Financial Statements and Auditor's Report

Audited consolidated financial statements for the fiscal year ended December 31, 2008 and the report of the auditors thereon accompany this Information Circular. The presentation of such audited consolidated financial statements to the Shareholders of the Corporation at the Meeting will not constitute a request for approval or disapproval.

Under National Instrument 51-102 - *Continuous Disclosure Obligations*, a person or corporation who in the future wishes to receive interim financial statements from the Corporation must deliver a written request for such material to the Corporation, together with a signed statement that the person or corporation is the owner of securities (other than debt instruments) of the Corporation. Shareholders of the Corporation who wish to receive interim financial statements are encouraged to send the enclosed return card, together with the completed form of proxy, to Valiant Trust Company at Suite 310, 606 - 4th Street S.W., Calgary, Alberta, T2P 1T1.

Election of Directors

The affairs of the Corporation are managed by the board of directors of the Corporation (the "**Board**"). The Articles of the Corporation provide that the Board shall consist of a minimum of one and a maximum of nine directors to be elected annually. The Articles further provide that the directors may appoint additional directors until the next annual meeting of Shareholders, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of Shareholders. Each director holds office until the next annual meeting of Shareholders of the Corporation or until he or she ceases to be a director by operation of law or until his or her resignation becomes effective. The Board currently consists of seven directors. At the Meeting, a Board of six directors is to be elected.

It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote such proxies to fix the number of directors to be elected at the meeting at six and to vote FOR the election of the nominees specified below as directors of the Corporation. If, prior to the Meeting, any vacancies occur in the slate of proposed nominees herein submitted, the persons named in the enclosed form of proxy intend to vote FOR the election of any substitute nominee or nominees recommended by management of the Corporation and FOR the remaining proposed nominees. Management has been informed that each of the proposed nominees listed below is willing to serve as a director, if elected.

The following table sets out the names and municipalities of residence of all persons proposed to be nominated for election as directors, the position or office now held by them, their principal occupation or employment, the date on which they became directors of the Corporation, and the number of voting securities beneficially owned, or controlled or directed, directly or indirectly, by such directors:

Name and Province/State and Country of Residence	Position(s) Currently Held with Solium	Principal Occupation	Director Since	Number of Common Shares
Michael G. Broadfoot ⁽¹⁾⁽²⁾⁽³⁾ Alberta, Canada	Chairman of the Board & Director	Corporate Director	June 2002	6,045,200
Brian N. Craig ⁽¹⁾⁽²⁾⁽⁴⁾ Alberta, Canada	Director	Self-employed businessman at Adventure Capital LLP, a venture financing company	May 2001	4,144,206
Jeffrey F. English ⁽⁵⁾ Alberta, Canada	President & CEO & Director	President & Chief Executive Officer of Solium	November 2007	527,474
Justin E. Ferrara ⁽²⁾⁽⁶⁾ Alberta, Canada	Corporate Secretary & Director	Partner, Macleod Dixon LLP, a law firm	June 2002	291,074
Russ P. Waterhouse ⁽⁷⁾ New Jersey, United States	Director	Executive Vice President of The Clearing House, a financial services company	August 2004	408,700
Anthony A. Webb ⁽¹⁾⁽²⁾ Ontario, Canada	Director	Corporate Director	October 2003	467,951
TOTAL:				11,884,605

Notes:

- (1) Member of the Audit Committee of the Corporation.
- (2) Member of the Governance and Human Resources Committee of the Corporation.
- (3) Mr. Broadfoot also holds options to purchase an additional 50,000 Common Shares at \$2.97 per share.
- (4) Mr. Craig also holds options to purchase an additional 50,000 Common Shares at \$2.97 per share.
- (5) Mr. English also holds options to purchase an additional 200,000 Common Shares at \$1.25 per share.
- (6) Mr. Ferrara also holds options to purchase an additional 50,000 Common Shares at \$2.97 per share.
- (7) Mr. Waterhouse also holds options to purchase an additional 25,000 Common Shares at \$0.75 per share.

Michael G. Broadfoot

Mr. Broadfoot spent 19 years in various aspects of the energy business prior to his retirement from formal employment in 2002. Since that time, he has worked exclusively as a corporate director for various companies in which he has material investments. Immediately prior to his retirement, Mr. Broadfoot was Chief Executive Officer of Engage Energy Canada LP, an energy merchant subsidiary of Westcoast Energy Inc., and prior thereto he held various positions at Engage and its predecessor companies back to September 1989. Mr. Broadfoot is also the director of several private companies, including Medgate Inc., Cambrian House Inc., InnerVision Medical Technologies Inc. and Curve Dental Inc. Past directorships include the oil and gas company Peyto Exploration and Development Corp., and the Ontario gas utility Union Gas Limited. Mr. Broadfoot holds a Masters of Business Administration and a Bachelor of Science in Engineering, both from the University of Alberta.

Brian N. Craig

Mr. Craig has been a principal at Adventure Capital LLP, a Calgary-based venture capital company, since June 2006. He was the President of Solium from May 2002 to February 2006 and Chief Executive Officer from May 2002 to May 2006. From October 1999 to May 2002, he was the Chief Executive Officer of Stormworks Inc., a privately held web-services provider that was acquired by Solium. Mr. Craig is also the director of several private companies, including Evoco Inc., Curve Dental Inc., Cambrian House Inc., Medgate Inc., Nipika Developments Ltd. and Tynt Inc. Mr. Craig holds a Bachelor of Sciences degree in Chemical Engineering from the University of New Brunswick.

Jeffrey F. English

Mr. English has been the President of Solium since February 2006, Chief Executive Officer since May 2006 and a Director since November 2007. He was also Vice President, Market Development of Solium from September 2004 to February 2006. From November 2002 to March 2004 he was Vice President and Director, Energy Origination of TD Commodity and Energy Trading Inc., a unit of TD Securities. In addition, Mr. English spent 12 years in progressively senior roles with Engage Energy Canada LP, an energy merchant subsidiary of Westcoast Energy Inc., with his last position being Vice President, Commercial Analytics from January 2002 to July 2002. Mr. English is the Director of several private companies, including Pet Planet Ltd., Horizon Manufacturing Inc. and Aegis Projects Corp. Mr. English holds a Masters degree in Economics from the University of Calgary.

Justin E. Ferrara

Mr. Ferrara has been a Partner at the law firm of Macleod Dixon LLP since 2004 and, prior thereto, he was an Associate of the same law firm from 2001 to 2004. He is a member of the Law Society of Alberta and the Law Society of Upper Canada. Mr. Ferrara holds a Bachelor of Laws degree and a Masters of Business Administration degree from Dalhousie University and a Bachelor of Commerce degree from McMaster University.

Russ P. Waterhouse

Mr. Waterhouse has been Executive Vice President of The Clearing House, a financial services company, since January 2009. Prior thereto, he was the President and Chief Executive Officer of Solium Capital Ltd., a wholly-owned subsidiary of Solium, from March 2007 until January 2009. Mr. Waterhouse was an independent businessman engaged in financial services consulting from January 2004 to March 2007, President of Computershare North America from January 2002 to March 2003, and President and Chief Executive Officer of Computershare Trust Company of Canada from March 2000 to March 2003. From August 1991 to March 2000, Mr. Waterhouse held various senior level roles at Mellon Investor Services, including Group Vice President of ChaseMellon Shareholder Services, Chief Operating Officer of the R.M. Trust Company of Canada, Chief Financial Officer of Mellon Investor Services and Chief Financial Officer of the R.M. Trust Company of Canada.

Anthony A. Webb

Mr. Webb has been retired since February 1999. From September 1993 to January 1999, he was the Chief Executive Officer of the Royal Trust Company of Canada, and has worked for over 30 years for RBC Financial Group in various capacities in Canada and Europe. Mr. Webb currently serves as a director of CPAS Systems Inc. and MD Private Trust Ltd. He was an Executive-in-Residence at the Ivey Business School at the University of Western Ontario from September 2002 until December 2007 and served as Chairman of The Executive Committee (TEC), an international organization of CEOs, from February 2001 to June 2004. Mr. Webb holds a Bachelor of International Management degree from the Thunderbird Graduate School of International Management in Arizona and a Bachelor of Arts degree from the University of Colorado.

Corporate Cease Trade Orders and Bankruptcies

No proposed director of the Corporation has, within the ten years prior to the date of this Information Circular, been a director, chief executive officer or chief financial officer of any company that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity) was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days.

No proposed director has, within the ten years preceding the date of this Information Circular, been a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director has, within the ten years preceding the date of this 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 individual.

Auditors

The Shareholders of the Corporation will be asked to vote for the appointment of Deloitte & Touche LLP, Chartered Accountants, Calgary, Alberta, as auditors of the Corporation until the close of the next annual meeting, at such remuneration as may be approved by the Board. Deloitte & Touche LLP, Chartered Accountants, have been the auditors of the Corporation since December 1999.

The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the appointment of Deloitte & Touche LLP, Chartered Accountants, as auditors of the Corporation.

ADDITIONAL INFORMATION CONCERNING THE CORPORATION

CORPORATE GOVERNANCE

Corporate Governance Practices

The Corporation is committed to implementing effective and best practices in corporate governance to the extent practicable. The Governance and Human Resources Committee of the Board is responsible for reviewing the Corporation's corporate governance practices with a view to assessing and, where appropriate, updating, its current governance practices. The Governance and Human Resources Committee seeks to enhance corporate performance by ensuring that the Corporation has an effective corporate governance regime. In this regard, reference should be made to the information required by National Instrument 58-101 - *Statement of Corporate Governance Practices*, which is set out in Schedule "A" to this Information Circular.

In developing its approach to governance, the Governance and Human Resources Committee has given consideration to applicable legislation, the Corporation's by-laws, the organization, structure and ownership of the Corporation as well as to existing policies reflecting the Corporation's values.

Composition of the Governance and Human Resources Committee

Since February 12, 2009, the Governance and Human Resources Committee of the Board has been comprised of Michael G. Broadfoot (Chairman), Brian N. Craig, Justin E. Ferrara and Anthony A. Webb. James D. Aramanda retired from the Committee on February 12, 2009 and Messrs. Craig and Ferrara were appointed in his place at that time. As at the date hereof, each of the members of the Governance and Human Resources Committee, except for Mr. Craig, is independent, as defined by applicable securities legislation. Mr. Craig ceased to be an officer of the Corporation in May 2006 and, as such, will be considered independent for the purposes of securities legislation as at June 1, 2009.

EXECUTIVE COMPENSATION AND REMUNERATION OF DIRECTORS

Administration by the Governance and Human Resources Committee

The Corporation's executive compensation program is administered by the Governance and Human Resources Committee. The objective of the Committee is to enable the Corporation to recruit, retain and motivate employees and ensure conformity between compensation and other corporate objectives. With respect to compensation matters, the Governance and Human Resources Committee has been mandated, among other things, to: (a) review salary scales and overall compensation for the President and Chief Executive Officer, taking into account applicable performance objectives and satisfying itself that such compensation is linked to meaningful and measurable performance targets; (b) review and approve the corporate goals and objectives relevant to the compensation of the President and Chief Executive Officer, evaluate the President and Chief Executive Officer's performance in light of the previously established corporate goals and objectives and recommend to the Board the President and Chief Executive Officer's compensation package based on its evaluation of his performance; (c) conduct annual reviews of the salaries and overall compensation for executive officers to satisfy itself that such compensation is in accordance with the business plans of the Corporation and to make appropriate recommendations to the Board; (d) conduct periodic reviews of the incentive plans of the Corporation which may be in place from time to time, and submit recommendations with respect to any amendments to, or any proposed awards under, such plans to the Board for its consideration and decision; (e) review annually and recommend for approval to the Board the executive compensation disclosure of the Corporation in its information circular, and be satisfied that the overall compensation philosophy and policy for senior officers is adequately disclosed and describes in sufficient detail the rationale for salary levels, incentive payments, stock options, and all other components of executive compensation; and (f) conduct periodic reviews of the amount and form of directors' fees and expenses for the Board and committee service in relation to time commitment, responsibilities, risks and current norms, and recommend any adjustments thereto to the Board for its consideration and decision.

Executive Compensation, Discussion and Analysis

The following Executive Compensation Discussion and Analysis is intended to provide information about the Corporation's philosophy, objectives and processes regarding compensation for the executive officers of the Corporation and, specifically, the Named Executive Officers. The Named Executive Officers of the Corporation include: (i) the Corporation's President and Chief Executive Officer; (ii) the Corporation's acting Chief Financial Officer; and (iii) the executive officers (other than the President and Chief Executive Officer and Chief Financial Officer) whose total salary, bonus and other compensation exceeded \$150,000 in respect of the 2008 fiscal year. It explains how decisions regarding executive compensation are made and the reasoning behind these decisions.

Objectives and Philosophy of the Compensation Program

The overall compensation program of the Corporation is intended to attract and retain competent, committed individuals who will ensure the long-term success of the Corporation.

The Corporation has a compensation system which is intended to align the economic interests of key executives and the Corporation. At this point in the Corporation's life cycle, the alignment between Shareholders of the Corporation and key executives is best achieved through a philosophy of "employee partners". Pursuant to that philosophy: (a) executive salaries have been held significantly below market; (b) key executives have been awarded stock options; and (c) key executives have invested significantly in the Corporation. A cash bonus program for key executives also exists which allows for bonuses based on job performance.

Criteria for Compensation

It is the policy of the Corporation that its executives receive compensation based on the following criteria: market value of the type of job they perform, internal pay equity and their level of individual performance. The annual bonuses paid to each of the executive officers of the Corporation are based on individual performance and the overall financial performance of the Corporation, with emphasis on the latter. Individual bonus amounts are based on a percentage of annual base salary. The Corporation's focus on financial performance, which has been adopted by the Board and the Governance and Human Resources Committee, is specifically emphasized in the executive compensation program in an effort to maintain the position of the Corporation in a competitive business environment.

Elements of Compensation and Determination of Amounts for Each Element

As part of its mandate, the Governance and Human Resources Committee strives to provide a competitive compensation package, with a direct link to corporate performance, by emphasizing the variable components in the form of cash and stock options to motivate highly qualified personnel. To this end, the Corporation compensates its executive officers through base salary, bonuses and the award of stock options to acquire Common Shares ("**Options**") under the Corporation's stock option plan (the "**Option Plan**"), all at levels which the Governance and Human Resources Committee believes are reasonable in light of the performance of the Corporation under the leadership of the executive officers.

Base Salary

Base salary is intended to compensate core competencies in the executive role relative to skills, level of responsibility, industry experience, individual performance and contribution to the growth of the Corporation. Base salary provides fixed compensation determined by reference to competitive market information. Salaries of the executive officers of the Corporation have historically been kept below those of the industry and general marketplace because a greater emphasis is placed on bonuses and Options in order to better align the interests of executives with those of Shareholders.

Base salaries for executive officers of the Corporation are reviewed annually by the Governance and Human Resources Committee to ensure they are appropriate so as to protect the ability of the Corporation to hire and retain key personnel. At a meeting in February 2009, the Governance and Human Resources Committee reviewed the results of a compensation analysis that compared the executive compensation of 12 public companies with market capitalizations of under \$150 million. The results of the analysis confirmed that the cash compensation of executives of the Corporation at the more senior level appears to be below market. The base salaries of the Named Executive Officers of the Corporation for the year ended December 31, 2008 are included in the Summary Compensation Table below.

Bonus Pool

The Corporation has a bonus pool for employees, including executive officers. The target size of the bonus pool is 15% of the aggregate amount of eligible employee salaries (excluding benefits), which coincides with achieving a specified fiscal year target for earnings before taxes ("**EBT**"). The actual size of the bonus pool in any given year varies in accordance with how actual EBT results vary from the budgeted EBT. For each percentage point that the actual EBT is below the budgeted EBT, the bonus pool is reduced by 1.5 percentage points. Conversely, for each dollar that the actual EBT is higher than the budgeted EBT, the bonus pool grows by 10% of the earnings increment. Accordingly, the bonus pool will drop to zero if actual EBT is 33% of budgeted EBT but there is no ceiling on the potential value of the bonus pool. The rationale for the bonus pool being reduced to zero even when the Corporation realises a profit is because the Corporation has significant recurring revenues. On the other hand, there is no ceiling on the bonus pool in order to encourage and reward incremental financial performance.

Individual bonus awards are subjective, based on individual performance expectations and corporate financial performance. However, the more senior the employee and the greater the role and level of responsibility borne by such employee, the more important corporate financial performance will be in determining the amount of a bonus. Accordingly, executives are primarily measured on corporate financial performance and if the actual EBT is less than budgeted EBT, executive bonus awards will be reduced (and eliminated) at a faster rate than those of other employees. Conversely, if the actual EBT is greater than the budgeted EBT, the individual bonuses of executives will increase at a greater rate than those of other employees.

All individual executive bonuses are approved individually by the Board, and not as a pool. For the year ended December 31, 2008, an aggregate of \$147,970 in bonuses was paid to Named Executive Officers. The amount awarded to each of the Named Executive Officers is disclosed in the Summary Compensation Table below in the column headed "Annual Incentive Plans".

Options

Long-term equity-based incentive compensation through the granting of Options is an important element of the Corporation's compensation policy because it rewards long-term performance by allowing officers to participate in the long-term market appreciation of the Corporation's Common Shares. The Board believes that the granting of Options is required for the Corporation to be competitive with its peers from a total remuneration standpoint and to encourage executive officer retention. The granting of Options at this point in the Corporation's life cycle is especially important to best achieve the alignment of interests of the Shareholders of the Corporation and key executives.

On May 9, 2007, at a general and special meeting, Shareholders approved the establishment of a "rolling" Option Plan, which allows the Corporation to grant options to acquire such number of Common Shares as equals (together with Common Shares reserved for issuance pursuant to any other security based compensation arrangement) a maximum of 15% of the aggregate of all issued and outstanding Common Shares on the date of grant to its directors, officers and other employees.

The Governance and Human Resources Committee believes that the grant of Options to the directors and executive officers and share ownership by such directors and executive officers serves to motivate achievement of the Corporation's long-term strategic objectives and the result will benefit all shareholders of the Corporation. Pursuant to a new policy adopted by the Board, Options will be awarded annually by the Board to employees of the Corporation (including the Named Executive Officers) instead of every five years. For more information on the change of internal policy, please see "*Securities Authorized for Issuance Under Equity Compensation Plans - Option Plan - New Policy Regarding Annual Grants of Options*" below.

Prior to submission to the Board for consideration, the Governance and Human Resources Committee reviews the recommendation of the executive officers regarding proposed Option awards. The executive officers base their decisions upon the seniority, level of responsibility and the contribution of each individual toward the Corporation's goals and objectives. In some cases, Option awards are proposed as a means of enticing personnel into the employ of the Corporation.

The Governance and Human Resources Committee also considers the overall number of Options that are outstanding relative to the number of outstanding Common Shares of the Corporation in determining whether to make any new grants of Options, and the size of such grants. In determining new grants of Options, the Governance and Human Resources Committee considers prior grants as well as the terms of currently outstanding Options. The granting of these specific Options is reviewed by the Governance and Human Resources Committee for final recommendation to the Board for approval.

Options to acquire 25,000 Common Shares were granted to Rudolph Bester, Executive Vice President, Sales & Marketing, in the year ended December 31, 2008. These Options were awarded to Mr. Bester in recognition of certain sales achievements through 2007 and 2008.

Share Award Incentive Plan

The Named Executive Officers, together with the other employees, directors and consultants of the Corporation, are eligible to participate in the Share Award Incentive Plan. The principal purpose of the Share Award Incentive Plan is to promote the growth and success of the Corporation by providing an incentive to eligible participants of the Corporation and its affiliates that are dependent on the success of the Corporation; thus aligning their interests with those of the Shareholders of the Corporation. Pursuant to the Share Award Incentive Plan, awards of Common Shares ("**Restricted Share Units**") may be granted. As at the date hereof, none of the executives of the Corporation, including the Named Executive Officers, have been awarded Restricted Share Units.

Commissions

One of the Named Executive Officers of the Corporation, Mr. Bester, is paid a sales commission in addition to his base salary. Due to Mr. Bester's role being largely sales-oriented, the Governance and Human

Resources Committee has concluded that a base salary plus commission compensation structure is the best method to provide incentive to Mr. Bester. The annual amount of the commission is determined as a percentage of sales.

In the fiscal year ended December 31, 2008, Mr. Bester earned a base salary in the amount of \$130,000 and a sales commission in the amount of \$47,970.

Benefits

The Named Executive Officers are eligible to participate in the same benefits as offered to all full-time employees. The Corporation does not view these benefits as a significant element of its compensation structure but does believe that they can be used in conjunction with base salary to attract, motivate and retain individuals in a competitive environment.

Assessment of Compensation

The compensation of the President and Chief Executive Officer of the Corporation is determined by the Board upon recommendation of the Governance and Human Resources Committee, and the compensation for all other executive officers is determined by the Board upon recommendation of the Governance and Human Resources Committee after consideration of the recommendations of the President and Chief Executive Officer.

The Governance and Human Resources Committee recognizes that past and future success of the Corporation relies on its most important asset, its people and especially its executive officers, and strives to foster compensation packages that promote the attraction, retention and development of quality personnel. Compensation of all executive officers is compared against compensation paid to similarly sized technology driven companies. The Governance and Human Resources Committee utilizes compensation information that is available from compensation surveys and publicly available information contained within annual proxy circulars. In reviewing comparative data, the Governance and Human Resources Committee does not engage in benchmarking for the purposes of establishing compensation levels relative to any predetermined point. In the Governance and Human Resources Committee's view, external data provides an insight into external competitiveness, but is not an appropriate single basis for establishing compensation levels. This is primarily due to the differences in the size and operations of comparable corporations and the lack of sufficient appropriate matches to provide statistical relevance.

At the Governance and Human Resources Committee meeting of May 22, 2008, the Committee reviewed the salary scales and overall compensation of the executive officers. At its meeting of January 27, 2009, the Committee reviewed and discussed the accrued bonus pool for the 2008 fiscal year, being approximately \$661,000, and the target bonus pool, being approximately \$604,000. The Committee reviewed in detail the proposed bonus awards for 2008, including the top 10 non-executive bonuses. The Committee also reviewed and discussed the optimal measures for determining the performance of management of the Corporation and approved increases in base salaries for each executive for the 2009 fiscal year. The Governance and Human Resources Committee continually reviews the Corporation's equity and non-equity-based compensation programs throughout the year to ensure that the overall compensation program is appropriate and effective.

Compensation of the President and Chief Executive Officer

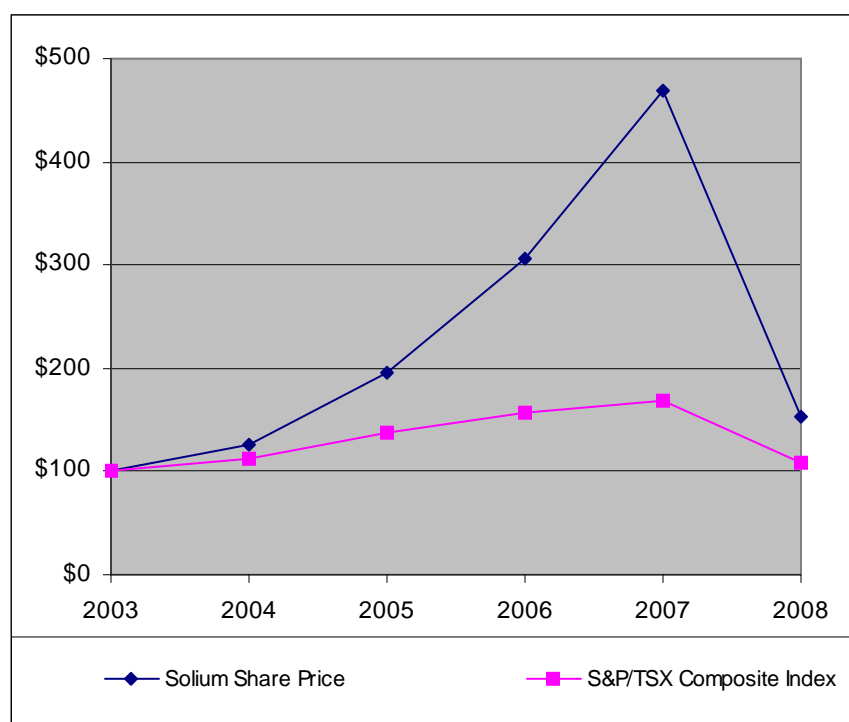
The compensation of the Corporation's President and Chief Executive Officer was determined with reference to compensation paid by competitors to their chief executives and presidents having regard to the relative size and the stage of development of the Corporation, and with the overriding philosophy outlined above in the Report on Executive Compensation.

Specifically, at the Governance and Human Resources Committee meeting of May 22, 2008, the Committee reviewed the salary scale and overall compensation of the President and Chief Executive Officer. At its meeting of January 27, 2009, the Committee reviewed the performance of Mr. English and had an in-depth discussion as to his performance. The criteria considered in evaluating Mr. English's performance in the 2008 fiscal year included his accomplishments in controlling costs, the HSBC InvestDirect transaction, the integration of Allecon Stock Associates, LLC, and the overall financial performance and stability of the Corporation. Following discussion, the Committee recommended approving a bonus of \$50,000 for Mr. English for the 2008 fiscal year.

Performance Graph

The following performance graph compares the cumulative total Shareholder return on the Common Shares of the Corporation (assuming a \$100 investment was made on December 31, 2003 at the closing price of \$0.49) with the cumulative total return of the S&P/TSX Composite Index during the period commencing on December 31, 2003 and ending on December 31, 2008.

	Solium	S&P/TSX Composite Index
December 31, 2003	\$100	\$100
December 31, 2004	\$127	\$112
December 31, 2005	\$196	\$137
December 31, 2006	\$306	\$157
December 31, 2007	\$469	\$168
December 31, 2008	\$153	\$109



Compensation of Executive Officers - Summary Compensation Table

The following table discloses, for the periods indicated, total compensation received by the Named Executive Officers.

Name and Principal Position	Fiscal Year Ended December 31	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans (\$) ⁽²⁾	Long-Term Incentive Plans (\$)			
Jeffrey F. English ⁽³⁾ President and Chief Executive Officer	2008	160,000	Nil	Nil	50,000	Nil	Nil	Nil	210,000
	2007	160,000	Nil	Nil	Nil	Nil	Nil	Nil	160,000
	2006	124,280	Nil	185,055	70,000	Nil	Nil	Nil	379,335
Russ P. Waterhouse ⁽⁴⁾ President and Chief Executive Officer, Solium Holdings USA Inc., Solium Capital Ltd. and Solium Capital LLC	2008	319,803	Nil	Nil	Nil	Nil	Nil	Nil	319,803
	2007	263,864	Nil	222,917	Nil	Nil	Nil	18,668	505,449
	2006	Nil	Nil	Nil	35,000	Nil	Nil	106,590	141,590
Lynn Leong ⁽⁵⁾ Executive Vice President, Finance and Administration	2008	130,000	Nil	Nil	15,000	Nil	Nil	Nil	145,000
	2007	130,000	Nil	70,725	Nil	Nil	Nil	Nil	200,725
	2006	100,000	Nil	29,672	40,000	Nil	Nil	Nil	169,672
Rudolph Bester Executive Vice President, Sales & Marketing	2008	130,000	Nil	13,524	47,970	Nil	Nil	Nil	191,494
	2007	115,000	Nil	56,580	51,851	Nil	Nil	Nil	223,431
	2006	47,083	Nil	51,683	1,286	Nil	Nil	Nil	100,052
Marcos Lopez Executive Vice President, Corporate Strategy and Business Development	2008	130,000	Nil	Nil	35,000	Nil	Nil	Nil	165,000
	2007	130,000	Nil	141,449	Nil	Nil	Nil	Nil	271,449
	2006	113,409	Nil	Nil	45,000	Nil	Nil	Nil	158,409

Notes:

- (1) In determining the fair value of Option awards, the Black-Scholes model, an established methodology, was used, with the following assumptions in 2008:
 - a. Risk-free interest rate: 3.5%;
 - b. Estimated hold period prior to exercise: 4 years;
 - c. Volatility in the price of Common Shares: 72.27%; and
 - d. Dividends per Common Share: \$Nil.
- (2) Includes bonus values and sales commissions. See "Executive Compensation, Discussion & Analysis- Bonus Plans" above for a discussion of how bonuses are determined.
- (3) Mr. English does not receive any compensation for his role as a director.
- (4) Mr. Waterhouse was the President and Chief Executive Officer of Solium Holdings USA Inc., Solium Capital Ltd. and Solium Capital LLC, wholly-owned U.S. subsidiaries of Solium, from March 2007 until January 2009. Mr. Waterhouse's 2008 salary was US\$300,000, and has been translated to Canadian dollars in the table above at the average exchange rate of Cdn\$1.066/US\$ for the year. Mr. Waterhouse's 2007 salary was US\$245,455, and has been translated to Canadian dollars in the table above at the average exchange rate of Cdn\$1.075/US\$ for the year. In 2007 and 2006, Mr. Waterhouse was also paid US\$17,366 and US\$95,000, respectively, for consulting services provided to the Corporation in guiding the Corporation's U.S. market strategy. These amounts have been translated to Canadian dollars in the table above at the average exchange rate of Cdn\$1.075/US\$ for 2007 and Cdn\$1.122/US\$ for 2006. The Options awarded to Mr. Waterhouse in 2007 were subsequently cancelled in 2009 when he ceased to be an officer of the subsidiaries of the Corporation. Mr. Waterhouse did not receive any compensation for his role as a director while he was also an officer of the subsidiaries of the Corporation.
- (5) Ms. Leong's title was changed from Chief Financial Officer to Executive Vice President, Finance and Administration during 2007. However, her role is unchanged and she continues to serve in the capacity of chief financial officer of the Corporation.

Outstanding Share-Based and Option-Based Awards

The Corporation adopted the Option Plan in 2007. Under the terms of the Option Plan, the Corporation may grant incentive Options to directors, officers, employees and consultants of the Corporation or any subsidiary thereof. For a description of the Option Plan, see "*Securities Authorized for Issuance Under Equity Compensation Plans - Option Plan*". The following table sets forth information with respect to the outstanding awards granted under the Option Plan to the Named Executive Officers as at December 31, 2008, which includes awards granted prior to January 1, 2008. Each Option vests as to 50% on the second anniversary of the date of grant and 25% on each of the third and fourth anniversaries of the date of grant.

Name	Option-Based Awards				Share-Based Awards	
	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 Share that Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)
Jeffrey F. English	250,000 ⁽²⁾	0.50	August 30, 2009	\$62,500	N/A	N/A
	100,000	1.25	February 7, 2011	Nil	N/A	N/A
	100,000	1.25	May 30, 2011	Nil	N/A	N/A
Russ P. Waterhouse	25,000	0.75	May 4, 2010	Nil	N/A	N/A
Lynn Leong	35,000	1.25	July 27, 2011	Nil	N/A	N/A
	75,000	2.97	August 15, 2012	Nil	N/A	N/A
Rudolph Bester	60,000	\$1.25	July 12, 2011	Nil	N/A	N/A
	60,000	\$2.97	August 15, 2012	Nil	N/A	N/A
	25,000	\$2.25	June 3, 2013	Nil	N/A	N/A
Marcos Lopez	150,000	\$2.97	August 15, 2012	Nil	N/A	N/A

Notes:

- (1) Calculated by multiplying the number of Common Shares purchasable on exercise of the Options by the difference between the market price of the Common Shares at December 31, 2008 and the exercise price of the Options. The closing price of the Corporation's Common Shares on the TSX on December 31, 2008 was \$0.75.
- (2) These Options were exercised in March 2009.

Incentive Plan Awards - Value Vested During the Year

The following table sets forth information in respect of the value of awards granted to the Named Executive Officers of the Corporation pursuant to the Option Plan vested during the year ending December 31, 2008.

NAME	OPTION-BASED AWARDS - VALUE VESTED DURING YEAR (\$) ⁽¹⁾	SHARE-BASED AWARDS - VALUE VESTED DURING YEAR (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION VALUE EARNED DURING YEAR (\$)
Jeffrey F. English	\$99,375	N/A	N/A
Russ P. Waterhouse	\$36,875	N/A	N/A
Lynn Leong	\$2,625	N/A	N/A
Rudolph Bester	\$10,500	N/A	N/A
Marcos Lopez	Nil	N/A	N/A

Notes:

- (1) Calculated by multiplying the number of Common Shares that vested during the year by the difference between the market price of the Common Shares at the date of vesting and the exercise price of the Options.

Pension Plan Benefits

The Corporation has not established a pension plan, defined benefit plan or any retirement savings program for the Named Executive Officers or other employees of the Corporation.

Deferred Compensation Plans

The Corporation has not established a deferred compensation plan for the Named Executive Officers or other employees of the Corporation.

Termination of Employment or Change of Control

The Corporation has entered into employment agreements with Jeffrey F. English as President and Chief Executive Officer of the Corporation; Lynn Leong as Executive Vice President, Finance and Administration and Rudolph Bester as Executive Vice President, Sales and Marketing. There are no compensatory plans, contracts or arrangements with any of the Corporation's Named Executive Officers with a view to compensating such officers in the event of the termination of their employment, a change of control of the Corporation or any of its subsidiaries or a change of responsibilities following such a change of control.

Director Compensation

The Board has established a formal compensation arrangement for non-management directors consisting of a one-time grant of Options and an annual fee. The one-time grant is of Options to acquire 50,000 Common Shares, with additional Options granted for the Chairman of the Board, Chairman of the Audit Committee and members of the Audit Committee in the percentages described below. If, at the time a director exercises his Options he holds less than 400,000 Common Shares, the director must, subject to certain exceptions for tax reasons, retain all of his Common Shares. In addition to the one-time grant of Options, each non-management director is entitled to receive an annual retainer of \$13,500, with additional amounts payable to directors engaged in certain roles. The Chairman of the Board is entitled to a 30% increase in base compensation, the Chairman of the Audit Committee is entitled to a 25% increase in base compensation and each member of the Audit Committee is entitled to a 15% increase in base compensation. Notwithstanding that a director may have a number of roles on the Board, each director is entitled to only one incremental fee amount. Pursuant to the director compensation policy, all cash fees paid to the directors must be used to acquire Common Shares of the Corporation. No fees are paid to directors for attendance at Board meetings. No fees are payable to directors who also serve as executive officers of the Corporation. However, all of the directors are entitled to reimbursement for miscellaneous out-of-pocket expenses incurred in carrying out their duties as directors of the Corporation.

Mr. Ferrara, a director of the Corporation, is a partner at Macleod Dixon LLP, legal counsel to the Corporation, which from time to time, receives fees for the provision of legal services to the Corporation.

In 2008, the Corporation implemented the Director Share Purchase Plan, which requires the non-management directors of the Corporation to use their annual retainer fee to acquire and retain Common Shares and, thereby, to obtain and maintain an equity interest in the Corporation for so long as they continue to be directors.

The following table sets forth information concerning compensation paid to the directors of the Corporation for the fiscal year ended December 31, 2008.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
James D. Aramanda	15,525 ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	15,525
Michael G. Broadfoot	17,550 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	17,550
Brian N. Craig	13,500	Nil	Nil	Nil	Nil	Nil	13,500
Justin E. Ferrara	13,500	Nil	Nil	Nil	Nil	Nil	13,500
Anthony A. Webb	16,875 ⁽³⁾	Nil	Nil	Nil	Nil	Nil	16,875

Notes:

- (1) Calculated as the base annual retainer of \$13,500 with a 15% premium for acting as a member of the Audit Committee.
- (2) Calculated as the base annual retainer of \$13,500 with a 30% premium for acting as the Chairman of the Board.
- (3) Calculated as the base annual retainer of \$13,500 with a 25% premium for being the Chairman of the Audit Committee.

Director Compensation - Outstanding Share-Based and Option-Based Awards

The following table sets forth information with respect to the outstanding awards granted under the Option Plan to the directors as at December 31, 2008, which includes awards granted prior to January 1, 2008. Each Option vests as to 50% on the second anniversary of the date of grant and 25% on each of the third and fourth anniversaries of the date of grant.

Name	Option-Based Awards				Share-Based Awards	
	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 Share that Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)
James D. Aramanda	50,000	\$1.50	January 4, 2012	Nil	N/A	N/A
Michael G. Broadfoot	50,000	\$2.97	August 15, 2012	Nil	N/A	N/A
Brian N. Craig	50,000	\$2.97	August 15, 2012	Nil	N/A	N/A
Justin E. Ferrara	50,000	\$2.97	August 15, 2012	Nil	N/A	N/A
Anthony A. Webb	0	N/A	N/A	N/A	N/A	N/A

Note:

- (1) Calculated by multiplying the number of Common Shares purchasable on exercise of the Options by the difference between the market price of the Common Shares at December 31, 2008 and the exercise price of the Options. The closing price of the Corporation's Common Shares on the TSX on December 31, 2008 was \$0.75.

Director Compensation - Incentive Plan Awards - Value Vested During the Year

The following table sets forth information in respect of the value of awards granted to the directors of the Corporation pursuant to the Option Plan vested during the year ending December 31, 2008.

NAME	OPTION-BASED AWARDS - VALUE VESTED DURING YEAR (\$) ⁽¹⁾	SHARE-BASED AWARDS - VALUE VESTED DURING YEAR (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION VALUE EARNED DURING YEAR (\$)
James D. Aramanda	Nil	N/A	N/A
Michael G. Broadfoot	Nil	N/A	N/A
Brian N. Craig	Nil	N/A	N/A
Justin E. Ferrara	Nil	N/A	N/A
Anthony A. Webb	Nil	N/A	N/A

Note:

- (1) Calculated by multiplying the number of Common Shares that vested during the year by the difference between the market price of the Common Shares at the date of vesting and the exercise price of the Options. None of the directors' Options vested in 2008.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**Option Plan**

On May 9, 2007, the Shareholders of the Corporation approved the establishment of the Option Plan. Pursuant to the Option Plan, Options to acquire Common Shares may be granted to officers, directors and employees of the Corporation and its subsidiaries and consultants retained by the Corporation and its subsidiaries ("**Eligible**

Participants"). The purpose of the Option Plan is to provide Eligible Participants with the opportunity to acquire an increased proprietary interest in the Corporation, align the interests of such Eligible Participants with the interests of the Shareholders of the Corporation, promote the profitability of the Corporation and to attract and retain qualified officers, directors, employees and consultants to continue the growth of the Corporation.

Maximum Percentage of Common Shares Reserved

The maximum number of Common Shares reserved for issuance pursuant to the Option Plan, together with any Common Shares reserved for issuance pursuant to any other security based compensation arrangements (as defined by the rules of the TSX), is 15% of the issued and outstanding Common Shares of the Corporation from time to time.

The Option Plan permits the "reloading" of Options as described in TSX Staff Notice #2004-0002. Any increase in the number of issued and outstanding Common Shares will result in an increase in the available number of Common Shares issuable under the Option Plan and any exercises of Options will make new grants available under the Option Plan, effectively resulting in a re-loading of the number of Options available to be granted under the Option Plan. The maximum number of Common Shares to be issued pursuant to the exercise of Options is dependent on the number of issued and outstanding Common Shares.

In addition to the limitation on the number of Common Shares reserved for issuance under the Option Plan, (a) the number of Common Shares reserved for issuance at any time to insiders pursuant to all security based compensation arrangements may not exceed 10% of the outstanding number of Common Shares; (b) no one individual can receive Options that, when combined with any other security based compensation arrangement, will entitle such individual to purchase more than 5% of the outstanding number of Common Shares; (c) there may not be issued to insiders, within a one year period, a number of Common Shares that, when combined with all security based compensation arrangements, will exceed 10% of the outstanding number of Common Shares; and (d) there may not be issued to one insider and such insiders' associates, within a one-year period, a number of Common Shares that, when combined with all security based compensation arrangements, will exceed 5% of the outstanding number of Common Shares.

Exercise Price and Expiry

As described above, the exercise price of each Option is determined by the Board at the time of the granting of the Option, provided that the exercise price cannot be lower than the "market price" if the Common Shares are listed on the TSX or the minimum exercise price permitted by any other exchange in which the Common Shares are listed if the Common Shares are not listed on the TSX. The "market price" is defined as the volume weighted average price of the listed shares on the TSX for the five trading days immediately preceding the date of grant of the Options.

Pursuant to the terms of the Option Plan, the Board has the discretion to determine the fixed term of the Option, which shall not exceed ten years, and vesting provisions of the Options at the time of granting the Options, including earlier termination provisions for such Options.

In the event: (a) of any change in the Common Shares through subdivision, consolidation, reclassification, amalgamation, merger or otherwise; (b) of any stock dividend to Shareholders (other than such stock dividends issued at the option of Shareholders in lieu of substantially equivalent cash dividends); (c) that any rights are granted to all or substantially all of the Shareholders to purchase Common Shares at prices substantially below fair market value; or (d) that as a result of any recapitalization, merger, consolidation or otherwise the Common Shares are converted into or exchangeable for any other shares, then in any such case the Board may make such adjustment in the Option Plan and in the Options granted under the Option Plan as the Board in its sole discretion (and without Shareholder approval) may deem appropriate to prevent substantial dilution or enlargement of the rights granted to, or available for, holders of Options.

Notwithstanding the terms of the Option Plan, where an Unsolicited Offer for the Common Shares is made, all unexercised and unvested outstanding Options shall vest and become immediately exercisable. An "Unsolicited Offer" is an offer in respect of which neither the Board nor management of the Corporation solicited, sought out, or otherwise arranged for the offeror party to make such offer.

Early Expiration

In the event that an Eligible Participant under the Option Plan ceases to hold the position of director, officer, employee or consultant of the Corporation for any reason other than death or permanent disability, the Option will terminate on the earlier of its expiry date and 90 days after such cessation. In the event of death or permanent disability, the Option will terminate on the earlier of its expiry date and 12 months after such death or permanent disability; provided that, if the Eligible Participant dies or becomes permanently disabled within three months of the expiry date of such Option, such Option shall continue for its original term and shall be extended for a period of six months following the expiry date so as to facilitate the exercise of such Option by the executor or legal representative of the Eligible Participant. No Options vest following cessation of employment or services or following death or permanent disability, unless otherwise determined by the Board.

Surrender of Options in Lieu of Exercise

Under the terms of the Option Plan, the Board may from time to time, in its sole discretion, permit vested Options to be surrendered unexercised, in accordance with the terms of the Option Plan, for Common Shares or cash equal to the intrinsic value of such surrendered Options as represented by the market appreciation in the surrendered Options. No financial assistance is provided by the Corporation to Eligible Participants to facilitate the purchase of Common Shares on exercise of Options.

Transferability

Under the Option Plan, the Options are not assignable or transferable by an Eligible Participant, except that: (a) there is a limited right of assignment in the event of the death or permanent disability of the Eligible Participant or (b) with the approval of the Board and the TSX, there is a right to transfer such Options to a corporation controlled by the Eligible Participant and wholly-owned by the Eligible Participant and his or her spouse or children.

Voluntary Black-Out Periods

The Corporation has adopted a policy on trading in the securities of the Corporation which results in the imposition of self-imposed black-out periods from time to time, preventing officers, directors and employees from exercising Options. For example, these black-out periods are imposed prior to the release of financial statements and when the Corporation is considering various possible transactions or is completing material operations that could, if consummated or successfully completed, have a significant effect on the trading price or value of the Corporation's securities. This policy has been adopted as part of the Corporation's approach to responsible governance. However, the imposition of voluntary black-out periods can penalize the Corporation, and its insiders and employees where their Options have not been exercised prior to the voluntary black-out period and such Options would expire during such period. As a consequence, the TSX permits listed issuers to set an expiration date that is "conditional" upon potential expiration during a black-out period.

Pursuant to the Option Plan, the expiration of the fixed term of any Options that would expire during a voluntary black-out period or within five business days after a black-out period is extended for a period of ten business days following the expiry of such black-out period. This provision applies to all Eligible Participants under the Option Plan.

Amendments to Options

Pursuant to the Option Plan and in accordance with TSX Staff Notice 2006-001, the Board is permitted to make the following amendments to the Option Plan without Shareholder approval:

- (a) any amendment for the purpose of curing any ambiguity, error or omission in the Option Plan or to correct or supplement any provision of the Option Plan that is inconsistent with any other provision of the Option Plan;
- (b) an amendment which is necessary to comply with applicable law or the requirements of any stock exchange on which the Common Shares are listed;
- (c) amendments relating to administration and eligibility for participation under the Option Plan;
- (d) changes to the terms and conditions on which Options may be or have been granted including the changes to the vesting provisions, early termination provisions, term of such Options and other terms (excluding any change in the exercise price of such Options);

- (e) any amendment which alters, extends or accelerates the terms of vesting applicable to any Option;
- (f) changes to the termination provisions of a Option or the Option Plan which does not entail an extension beyond the original fixed term; and
- (g) amendments to the Option Plan of a "housekeeping nature",

provided that in the case of any alteration, amendment or variance referred to in paragraph (a) or (b), the alteration, amendment or variance does not:

- (i) amend the number of Common Shares issuable under the Option Plan;
- (ii) add any form of financial assistance by the Corporation for the exercise of any Option;
- (iii) result in a material or unreasonable dilution in the number of outstanding Common Shares or any material benefit to an Eligible Optionee; or
- (iv) change the class of Eligible Participants which would have the potential of broadening or increasing participation by insiders of the Corporation.

Without limiting the generality of the foregoing, if the Board proposes to increase the number of Common Shares issuable under the Option Plan, reduce the exercise price for Options granted to insiders or extend the term of Options granted to insiders of the Corporation pursuant to the Option Plan (unless the extension is due to the expiry of the term of the Options occurring during a voluntary black-out period or within five business days after a black-out period or pursuant to an extension applicable in the case of death or permanent disability), such amendments will require Shareholder approval. Extensions of the term of Options granted to Eligible Participants (other than insiders) may be subject to regulatory approval of any regulatory authority or stock exchange but shall not require Shareholder approval.

New Policy Regarding Annual Grants of Options

Effective March 27, 2009, the Corporation has adopted a new internal policy for the issuance of Options whereby employees, including executive officers, and directors will be eligible for annual grants in the amount of 20% of their targeted aggregate amount of Options. This new policy is a change from the prior policy of granting 100% of the targeted aggregate amount of Options every five years. The purpose of moving from a five-year grant of Options to an annual grant of Options is to better align the exercise price of the Options and the market price of the underlying Common Shares issuable pursuant to the exercise of the Options to mitigate against short-term fluctuations in the market price of the Common Shares, thus smoothing out the exercise price of Options in relation to the market price of the Common Shares over a five-year period.

Due to current employees, including executive officers, and directors having already been granted Options at their respective target levels, in order to be eligible for annual grants under the new policy, they must agree to cancel a certain percentage of their existing Options. Each individual employee and director has been given the choice to either retain all of their existing Options or to surrender 50% of their Options for cancellation. Only those who have irrevocably surrendered 50% of their Options for no consideration and executed a corresponding Option termination agreement will be eligible to receive annual grants. Those employees and directors who retain 100% of their existing Options will only become eligible to participate in the annual grants once all of their current Options have expired, with the exception of those individuals that become eligible earlier for a new grant based on a change of role within the Corporation. In the future, the Board anticipates that eligible employees and directors will only be considered for the annual grants as opposed to the previous method of a fixed grant for multiple years. However, the Corporation may choose, on a case by case basis, to grant a larger one-time grant if it is deemed appropriate in certain circumstances.

Share Award Incentive Plan

On May 9, 2007, the Shareholders of the Corporation approved the establishment of the Share Award Incentive Plan. The principal purpose of the Share Award Incentive Plan is to promote the growth and success of the Corporation by providing an incentive to directors, officers, employees and consultants of the Corporation and its affiliates that are dependent on the success of the Corporation; thus aligning their interests with those of the shareholders of the Corporation. Pursuant to the Share Award Incentive Plan, awards of Common Shares ("**Restricted Share Units**") may only be granted to directors, officers, employees and consultants of the Corporation and its affiliates (a "**Grantee**").

Maximum Percentage of Common Shares Reserved

The number of Common Shares reserved for issuance from time to time pursuant to Restricted Share Unit Awards shall be equal to 15% of the aggregate number of issued and outstanding Common Shares, less any other Common Shares to be issued pursuant to any other security based compensation arrangements (as defined by the rules of the TSX). This limitation assures that the Corporation will not issue Common Shares pursuant to the security based compensation arrangements (as defined by the rules of the TSX) that have been adopted by the Corporation that are in excess of 15% of the issued and outstanding Common Shares.

The Share Award Incentive Plan permits the "reloading" of Restricted Share Unit Awards as described in TSX Staff Notice #2004-0002. Any increase in the number of issued and outstanding Common Shares and any vesting of Restricted Share Units in accordance with the Share Award Incentive Plan will make new grants of Restricted Share Unit Awards available under the Share Award Incentive Plan effectively resulting in a re-loading of the number of Restricted Share Unit Awards available to grant under the Share Award Incentive Plan.

Restricted Share Unit Awards and Vesting

Each director, officer, employee and consultant of the Corporation and its affiliates is eligible to receive such number of Restricted Share Units as is determined by the Governance and Human Resources Committee. It is intended that such grants of Restricted Share Units shall occur in circumstances where the granting of a Restricted Share Unit Award is a more appropriate form of compensation than the granting of Options. Each Restricted Share Unit Award shall vest in accordance with the terms determined by the Governance and Human Resources Committee, which may include performance conditions; provided, however, that in the event of a Change of Control Transaction (as defined in the Share Award Incentive Plan), subject to any performance criteria having been satisfied, all Restricted Share Units that have not yet vested as of such time shall vest on the earlier of (a) the next applicable vesting date, and (b) immediately prior to the effective time of a Change of Control Transaction.

Payment in Respect of Restricted Share Units

Payment in respect of Restricted Share Units that have vested shall be made by delivering Common Shares to the Grantee as soon as practicable after the date upon which Common Shares are to be issued pursuant to the Restricted Share Unit Award (the "**Issue Date**"), without any further action on the part of the Grantee. Such Common Shares may be acquired through the facilities of the TSX in accordance with the by-laws, regulations and policies of the TSX or, with the approval of the shareholders, issued by the Corporation from treasury. If the Common Shares are to be issued from treasury, the following limitations shall apply:

- (a) the number of Common Shares reserved for issuance from time to time pursuant to Restricted Share Unit Awards shall be equal to 15% of the aggregate number of outstanding Common Shares, less any other Common Shares to be issued pursuant to any other security based compensation arrangements (as defined by the rules of the TSX);
- (b) a Grantee may hold more than one Restricted Share Unit Award at any time; however, no one Grantee can receive Restricted Share Unit Awards that, when combined with any other security based compensation arrangement, will entitle the Grantee to receive more than 5% of the outstanding number of Common Shares;
- (c) the number of Common Shares reserved at any time for issuance to insiders pursuant to Restricted Share Unit Awards that, when combined with the number of Common Shares of the Corporation issuable pursuant to any other security based compensation arrangement, may not exceed 10% of the outstanding number of Common Shares;

- (d) there may not be issued to insiders, within a one-year period, a number of Common Shares of the Corporation that, when combined with any other security based compensation arrangement, will exceed 10% of the outstanding number of Common Shares; and
- (e) there may not be issued to any one insider and such insider's associates, within a one-year period, a number of Common Shares of the Corporation that, when combined with any other security based compensation arrangement, will exceed 5% of the outstanding number of Common Shares.

Notwithstanding the foregoing, at any time when the Common Shares are listed and posted for trading on the TSX, the Board may elect in its sole discretion, on any vesting date pertaining to a Restricted Share Unit Award, to pay on the applicable Issue Date to the Grantee of such Restricted Share Unit Award, in lieu of delivering all or any part of the Common Shares that would be otherwise deliverable on such Issue Date, a cash amount equal to the aggregate Fair Market Value of such Common Shares that would otherwise be delivered, less all amounts as may be required by law to be withheld. The Fair Market Value is defined as the five day volume weighted average trading price of the Common Shares immediately prior to the vesting date.

In the event: (a) of any change in the Common Shares through subdivision, consolidation, reclassification, amalgamation, merger or otherwise; (b) that any rights are granted to shareholders to purchase Common Shares at prices substantially below Fair Market Value; or (c) that, as a result of any recapitalization, merger, consolidation or other transaction that is not a Change of Control Transaction, the Common Shares are converted into or exchangeable for any other securities, then, in any such case, the Board shall make such adjustments to the Share Award Incentive Plan and to any Restricted Share Unit Awards outstanding under the Share Award Incentive Plan as the Board, in its sole discretion, considers appropriate in the circumstances to prevent substantial dilution or enlargement of the rights granted to Grantees.

Early Expiration

If a Grantee ceases to be an employee (full-time or part-time), officer, director or consultant of the Corporation or any affiliate thereof, depending on the circumstances, the outstanding Restricted Share Unit Award Agreements and unvested Restricted Share Units credited to a Grantee may be terminated, and all rights to receive Common Shares thereunder may be forfeited by the Grantee.

Transferability

Under the Share Award Incentive Plan, Restricted Share Units are not assignable or transferable by a Grantee, except for a limited right of assignment in the event of the death of the Grantee.

Dividends

In the event that the Corporation pays any dividends on the Common Shares subsequent to the granting of a Restricted Share Unit Award (other than a dividend payable in Common Shares), the number of Restricted Share Units relating to such Restricted Share Unit Award will be adjusted to reflect the payment of the dividend in accordance with the terms of the Share Award Incentive Plan.

Voluntary Black-Out Periods

Pursuant to the Share Award Incentive Plan, in the event that the date determined by the Board on which Restricted Share Units will vest falls within a black-out period in which certain designated persons may not trade in any securities of the Corporation or which vest within five business days after a black-out period (not including a black-out period imposed due to a cease trade order), the vesting date of the Restricted Share Units will be ten business days from the date that any black-out period ends.

Amendments

The Corporation retains the right to amend from time to time or to terminate the terms and conditions of the Share Award Incentive Plan and to amend from time to time any Restricted Share Unit Awards made pursuant to the Share Award Incentive Plan by resolution of the Board. Any amendments shall be subject to the prior consent of any applicable regulatory bodies, including the TSX. The Board has determined that certain amendments should be within the purview of the Board and as such the Board will be permitted to make the following amendments relating to the Share Award Incentive Plan or to Restricted Share Unit Awards, without shareholder approval:

- (a) any amendment for the purpose of curing any ambiguity, error or omission in the Share Award Incentive Plan or to correct or supplement any provision of the Share Award Incentive Plan that is inconsistent with any other provision of the Share Award Incentive Plan;
- (b) an amendment which is necessary to comply with applicable law or the requirements of any stock exchange on which the Common Shares are listed;
- (c) amendments to the Share Award Incentive Plan respecting administration and eligibility for participation under the Share Award Incentive Plan;
- (d) changes to the terms and conditions on which Restricted Share Unit Awards may be or have been granted pursuant to the Share Award Incentive Plan including changes to the vesting provisions and term of the Restricted Share Units;
- (e) any amendment which alters, extends or accelerates the terms of vesting applicable to any Restricted Share Units;
- (f) changes to the termination provisions of a Restricted Share Unit Award or the Share Award Incentive Plan which does not entail an extension beyond the original fixed term; and
- (g) amendments to the Share Award Incentive Plan of a "housekeeping nature",

provided that in the case of any alteration, amendment or variance referred to in paragraph (a) or (b), the alteration, amendment or variance does not:

- (i) amend the number of Common Shares issuable under the Share Award Incentive Plan;
- (ii) add any form of financial assistance by the Corporation for the exercise of any Restricted Share Units;
- (iii) result in a material or unreasonable dilution in the number of outstanding Common Shares or any material benefit to a Grantee to whom such Restricted Share Unit Awards have been made; or
- (iv) change the class of eligible participants to the Share Award Incentive Plan which would have the potential of broadening or increasing participation by insiders of the Corporation.

Without limiting the generality of the foregoing, but subject to any required regulatory approval of any regulatory authority or stock exchange, the Board may amend the vesting date(s) and the termination provisions of Restricted Share Units granted pursuant to the Share Award Incentive Plan, without shareholder approval, provided that if the Board proposes to reduce the vesting date(s) or extend the terms of Restricted Share Units granted to insiders of the Corporation pursuant to the Share Award Incentive Plan (unless such amendment is pursuant to any black-out period that may be in effect), such amendments will require shareholder approval.

Any amendment to the Share Award Incentive Plan shall take effect only with respect to Restricted Share Unit Awards granted after the effective date of such amendment, provided that it may apply to any outstanding Restricted Share Unit Awards with the mutual consent of the Corporation and the Grantees to whom such Restricted Share Unit Awards have been made.

Employee Stock Purchase Plan

On October 1, 2005, the Board approved an employee stock purchase plan. Certain employees, including executive officers of the Corporation, are entitled to contribute annually an amount up to 20% of their earnings to the employee stock purchase plan. For each dollar contributed by the employee to this plan, the Corporation will contribute ten cents. Funds contributed to this plan will be used to purchase Common Shares of the Corporation on the open market. The Board approved amendments to the employee stock purchase plan on March 27, 2009 so as to allow participating employees to elect to hold all or part of the Common Shares acquired with personal contributions in a registered retirement savings plan or in a tax free savings account.

Employee Profit Sharing Plan

On February 14, 2007, the Board approved an employee profit sharing plan. Employees of the Corporation, except those who are excluded from participation, are entitled to contribute annually an amount up to 5% of their earnings to the employee profit sharing plan. The Corporation shall contribute to each employee participant, out of the profits of the Corporation, 50% of the contribution made by such employee participant. Funds contributed to this plan will be used to purchase Common Shares of the Corporation on the open market and shall be subject to certain vesting conditions. The Board has determined that only employees who are not officers of the Corporation shall be entitled to participate in this plan. Employees may elect to hold all or part of the Common Shares acquired with personal contributions in a registered retirement savings plan. The Board approved amendments to the employee stock purchase plan on March 27, 2009 so as to allow participating employees to elect to hold all or part of the Common Shares acquired with personal contributions in a tax free savings account.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth information in respect of all equity compensation plans as of December 31, 2008:

EQUITY COMPENSATION PLAN INFORMATION			
Plan Category	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))
Equity compensation plans approved by securityholders	3,461,508 ⁽¹⁾	\$1.63	1,199,544
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	3,461,508	\$1.63	1,199,544

Note:

- (1) Includes 3,032,500 Common Shares issuable upon exercise of Options and 429,008 Common Shares issuable upon vesting of Restricted Share Units. The Restricted Share Units were granted in 2009 in respect of awards earned in the third and fourth quarters of 2008.

AUDIT COMMITTEE DISCLOSURE

As at December 31, 2008, the Audit Committee consisted of three members, Messrs. Aramanda, Broadfoot and Webb (Chairman), all of whom were independent and financially literate. On February 12, 2009, Mr. Aramanda retired from the Audit Committee and Mr. Craig was appointed in his place. Although applicable securities legislation requires that an audit committee be comprised of a minimum of three independent members, there is an exception in the legislation that, in the event of the resignation of an audit committee member, a member that is appointed to fill such vacancy may be exempt from the independence requirements until the next annual meeting of the issuer. Mr. Craig ceased to be an officer of the Corporation in May 2006 and, as such, will be considered independent for the purposes of securities legislation as at June 1, 2009, prior to the Meeting. Additional information regarding the Audit Committee is contained in the Corporation's Annual Information Form dated March 27, 2009. This document is available on SEDAR at www.sedar.com.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or officers of the Corporation, nominees for election as a director of the Corporation, or associates of such persons have been indebted to the Corporation or any of its subsidiaries at any time since the beginning of the most recently completed fiscal year. No such person has been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation or any of its subsidiaries in respect of the purchase of securities or otherwise.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or officer of the Corporation, any proposed director of the Corporation, any person or company beneficially owning, directly or indirectly, more than 10% of the Corporation's voting securities, or any associate or affiliate of such persons in any transaction within the Corporation's last fiscal year or in any proposed transaction which in either case has materially affected or will materially affect the Corporation or its subsidiaries.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Management of the Corporation is not aware of any material interest, direct or indirect, of any director or nominee for director, or officer or anyone who has held office as such since the beginning of the Corporation's last financial period or of any associate or affiliate of any of the foregoing, in any matter to be acted upon at the Meeting other than as disclosed in this Information Circular in the discussion of each such matter.

ADDITIONAL INFORMATION

Financial information for the year ended December 31, 2008 is provided in the Corporation's annual audited comparative financial statements and Management's Discussion and Analysis. Shareholders of the Corporation who wish to receive additional copies of the Corporation's annual audited financial statements or Management's Discussion and Analysis should send a request to Solium Capital Inc., Attention: Investor Relations, Suite 200, 805 – 8th Avenue S.W., Calgary, Alberta T2P 1H7, or by fax to 403-515-3919. Additional information relating to the Corporation is available on SEDAR at www.sedar.com.

SCHEDULE "A"

SOLIUM CAPITAL INC.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Disclosure Requirement	Our Corporate Governance Practices
(a) Board of Directors (the "Board")	
(i) Disclose the identity of directors who are independent.	James D. Aramanda, Michael G. Broadfoot, Justin E. Ferrara and Anthony A. Webb are independent as that term is defined in section 1.4 of National Instrument 52-110 - <i>Audit Committees</i> . Brian N. Craig will be independent as at June 1, 2009.
(ii) Disclose the identity of directors who are not independent, and describe the basis for that determination.	Jeffrey F. English and Russ P. Waterhouse are not independent. Mr. English is not independent because he is a member of management of the Corporation. Mr. Waterhouse is not independent because he was a member of management of a major subsidiary of the Corporation within the last three years.
(iii) Disclose whether or not a majority of directors is independent. If a majority of directors is not independent, describe what the Board does to facilitate its exercise of independent judgement in carrying out its responsibilities.	A majority of the directors are independent. Directors that are not independent are not entitled to vote in situations where a conflict exists. The Board considers the independence of each director on an annual basis and, in particular, with respect to Mr. Ferrara who is a partner of a law firm that provides legal services to the Corporation from time to time.
(iv) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	No director of the Corporation is currently a director of any other reporting issuer.
(v) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed fiscal year. If the independent directors do not hold such meetings, describe what the Board does to facilitate open and candid discussion among its independent directors.	The independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. However, if the independent directors determine that circumstances warrant a meeting in which non-independent directors and members of management should not be in attendance, the independent directors will hold such a meeting. In addition, the non-management members of the Board routinely hold in-camera sessions at the end of Board meetings during which time the directors who are members of management of the Corporation excuse themselves from the meeting.
(vi) Disclose whether or not the chair of the Board is an independent director. If the Board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the Board has neither a chair that is	Michael G. Broadfoot is the Chair of the Board and is an independent director. The responsibilities of the Chair are to: <ul data-bbox="824 1766 1443 1896" style="list-style-type: none">• Chair Board meetings;• work closely with the Governance and Human Resources Committee in developing strategic criteria for director recruitment and succession planning and

Disclosure Requirement

independent nor a lead director that is independent, describe what the Board does to provide leadership for its independent directors.

Our Corporate Governance Practices

- in identifying and recommending an annual slate of directors to be nominated for election to the Board;
- in conjunction with the Governance and Human Resources Committee and the CEO, recommend Board committee members and committee chair appointments to the Board for approval and assist in the review of the need for, and the performance and suitability of, those committees;
 - assist the CEO and Corporate Secretary in the coordination of the agenda, information packages and related matters for Board meetings;
 - establish a system that provides for maintaining a liaison and communication with all directors and committee chairs to co-ordinate input from directors, and optimize the effectiveness of the Board and its committees;
 - in conjunction with the relevant committees of the Board, review and assess director attendance, performance and compensation and the size and composition of the Board;
 - work with the CEO to ensure effective relations with the members of the Board, shareholders, and other stakeholders and the public;
 - act as the principal sounding board, counselor and confidant for the CEO, including helping to review strategies, define issues, maintain accountability, and build relationships;
 - provide guidance to the CEO on major issues;
 - communicate with the CEO regarding concerns of the Board, shareholders, other stakeholders and the public;
 - work closely with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board; and
 - respond to questions from officers and directors regarding the Code of Business Conduct.

Disclosure Requirement

- (vii) Disclose the attendance record of each director for all Board meetings held since the beginning of the issuer's most recently completed fiscal year.

Our Corporate Governance Practices

The attendance of each director for all Board meetings in the 2008 fiscal year was as follows:

	Audit Committee Meetings Attended Governance and Human Resources		
	Committee Meetings Attended	Board Meetings Attended	
James D. Aramanda	5/7	2/3	7/10
Michael G. Broadfoot	7/7	3/3	10/10
Brian N. Craig	N/A	N/A	10/10
Jeffrey F. English	N/A	N/A	10/10
Justin E. Ferrara	N/A	N/A	10/10
Russ P. Waterhouse	N/A	N/A	8/10
Anthony A. Webb	6/7	3/3	9/10

(b) Board Mandate

- (i) Disclose the text of the Board's written mandate. If the Board does not have a written mandate, describe how the Board delineates its role and responsibilities.

The mandate of the Board of Directors is attached as Schedule "B" to this Information Circular.

(c) Position Descriptions

- (i) Disclose whether or not the Board has developed written position descriptions for the chair and the chair of each Board committee. If the Board has not developed written position descriptions for the chair and/or the chair of each Board committee, briefly describe how the Board delineates the role and responsibilities of each such position.

Written position descriptions have been developed for the Chair and the chair of each Board committee.

- (ii) Disclose whether or not the Board and CEO have developed a written position description for the CEO. If the Board and CEO have not developed such a position description, briefly describe how the Board delineates the role and responsibilities of the CEO.

A written position description has been developed for the CEO.

(d) Orientation and Continuing Education

- (i) Briefly describe what measures the Board takes to orient new directors regarding
- (1) the role of the Board, its committees and its directors, and
 - (2) the nature and operation of the issuer's business.

The orientation for new directors of the Corporation is effected primarily through interviews with the Chair and management during which they are briefed on the Corporation and its business and operations. Annual strategic planning sessions are also held in which all of the directors are provided with a detailed overview of the Corporation's business and operations.

Disclosure Requirement

- (ii) Briefly describe what measures, if any, the Board takes to provide continuing education for its directors. If the Board does not provide continuing education, describe how the Board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.

(e) Ethical Business Conduct

- (i) Disclose whether or not the Board has adopted a written code for the directors, officers and employees. If the Board has adopted a written code:

- (1) disclose how a person or company may obtain a copy of the code;
- (2) describe how the Board monitors compliance with its code, or if the Board does not monitor compliance, explain whether and how the Board satisfies itself regarding compliance with its code; and
- (3) provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed fiscal year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.

- (ii) Describe any steps the Board takes to ensure directors exercise independent judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest.

- (iii) Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.

(f) Nomination of Directors

- (i) Describe the process by which the Board

Our Corporate Governance Practices

A formal continuing education program has not been adopted. The Governance and Human Resources Committee discusses typical issues on a regular basis and reports back to the Board.

The Board has adopted a written Code of Business Conduct for all employees and consultants. There is also a written Code of Ethics for the CEO, President, CFO and senior financial supervisors. In addition, the Board has adopted a Disclosure Policy and a Policy on Insiders Trading in Securities. The Board has also adopted a Whistleblower Policy.

The Code of Business Conduct, the Disclosure Policy, the Policy on Insiders Trading in Securities and the Whistleblower Policy are set out in the Corporation's intranet site.

Additionally, the Code of Ethics and the Code of Business Conduct are available on the Corporation's website at www.solium.com as well as on SEDAR at www.sedar.com.

Compliance is monitored by the Board receiving, annually, certificates from the officers of the Corporation confirming their compliance with the Code of Business Conduct.

No material change reports have been filed by the Corporation during the 2008 fiscal year relating to a director or executive officer's departure from either the Code of Business Conduct or the Code of Ethics.

Directors must disclose all interests and relationships of which the director is aware which may give rise to a conflict of interest. Directors are also required to disclose any actual or potential personal interest in a matter on which the Board is making a decision and withdraw from the deliberations.

All employees and consultants are provided with a copy of the Code of Business Conduct which stresses that employees and consultants are expected and required to adhere to the highest ethical standards. Employees and consultants are asked to certify their review of and compliance with the provisions of the Code of Business Conduct and, both initially and on an ongoing basis, any actual or potential conflict of interest situations in which they are involved.

The Governance and Human Resources Committee has

Disclosure Requirement

identifies new candidates for Board nomination.

- (ii) Disclose whether or not the Board has a nominating committee composed entirely of independent directors. If the Board does not have a nominating committee composed entirely of independent directors, describe what steps the Board takes to encourage an objective nomination process.
- (iii) If the Board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.

(g) Compensation

- (i) Describe the process by which the Board determines the compensation for the issuer's directors and officers.
- (ii) Disclose whether or not the Board has a compensation committee composed entirely of independent directors. If the Board does

Our Corporate Governance Practices

overall responsibility for identifying and recommending qualified individuals as nominees to become directors. The Committee reviews, from time to time, the size, composition and profile of the Board and, in conjunction with the Chair of the Board, periodically assesses the skills of current Board members to identify any additional skill sets from which the Board could benefit. In considering nominees for election as directors, the Committee reviews the qualifications of persons proposed as director nominees in light of the foregoing and submits recommendations for nominees to the Board.

The Governance and Human Resources Committee is composed entirely of independent directors, and is charged with identifying new candidates for nomination to the Board. To encourage an objective nomination process, the Committee, in consultation with the Board, will determine the competencies and skills the Board considers necessary for the Board as a whole and review from time to time appropriate criteria for potential candidates. In addition, the Committee has the authority to hire outside consultants to help identify qualified candidates.

The Governance and Human Resources Committee is responsible for considering the appropriate size of the Board, establishing the criteria for Board membership, assessing the competencies and skills of each existing director and any new nominees with a view to achieving competencies and skills that the Board as a whole should possess, proposing candidates for election or re-election and ensuring, that if appropriate, there is an orientation program in place for new Board members and a continuing education program in place for all directors.

The Governance and Human Resources Committee periodically reviews the adequacy and form of compensation of directors to ensure that the level of compensation realistically reflects the responsibilities and risks involved in being an effective director and reports and makes recommendations to the Board accordingly.

The Governance and Human Resources Committee recommends to the Board the annual salary, bonus and other benefits, direct and indirect, of the CEO and approves the compensation for all other senior officers after considering the recommendations of the CEO, all within the compensation policies and general human resources policies and guidelines concerning employee compensation and benefits approved by the Board.

The Board has a Governance and Human Resources Committee which is composed of four independent directors. To facilitate an objective process for determining

Disclosure Requirement

not have a compensation committee composed entirely of independent directors, describe what steps the Board takes to ensure an objective process for determining such compensation.

(iii) If the Board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.

(iv) If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed fiscal year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.

(h) Other Board Committees

(i) If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

Our Corporate Governance Practices

compensation, the Committee has established defined performance objectives which are linked to measurable performance targets. In addition, the Committee has the authority to hire outside consultants to assist with determining appropriate and competitive compensation.

The Governance and Human Resources Committee ensures that the Corporation has programs in place to attract and develop management of the highest calibre and to ensure orderly succession of management; implements and administers compensation and general human resources policies and guidelines concerning executive compensation, contracts, Options and other incentive plans, and proposed personnel changes involving officers reporting to the CEO; reviews the Corporation's policies and programs relating to benefits; receives the CEO's recommendations relating to annual compensation policies and budgets for all employees, reviews the Corporation's compensation policies and overall employment strategy; and makes regular reports to the Board on the Committee's activities and findings.

No compensation consultant or advisor has, at any time since the beginning of the 2008 fiscal year, been retained to assist in determining compensation for any of the Corporation's directors and officers.

None.

Disclosure Requirement

(i) Assessments

- (i) Disclose whether or not the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board satisfies itself that the Board, its committees, and its individual directors are performing effectively.

Our Corporate Governance Practices

The Board is responsible for making regular assessments of its effectiveness as well as the effectiveness and contribution of each Board committee and each individual director. The Charter of the Governance and Human Resources Committee requires the establishment and administration of a process (including a review by the full Board and discussion with management) for assessing the effectiveness of the Board as a whole and the Board committees.

SCHEDULE "B"
BOARD OF DIRECTORS MANDATE

A. Purpose and Role

The Board of Directors (the "Board") of Solium Capital Inc. (the "Corporation") has the duty to supervise the management of the business and affairs of the Corporation. In discharging these duties and responsibilities and under applicable law, the Corporation, and each member of the Board, are required to act honestly and in good faith with a view to the best interests of the Corporation. As such the Board's duties and responsibilities are framed in the context of the Board's and the Corporation's relationship with its shareholders.

The Board explicitly assumes the responsibility for the stewardship of the Corporation. The role of the Board is one of supervision, stewardship and oversight. The individual independent members of the Board as such, are not employees or consultants or advisors. The Corporation has officers and employees responsible for the day to day management and conduct of the business of the Corporation and the implementation of the strategic plan approved by the Board.

This guideline is intended to provide parameters and direction to the Board regarding its duties and responsibilities.

B. Responsibilities

The Board's responsibilities shall include:

- (a) to the extent feasible, satisfying itself as to the integrity of the Chief Executive Officer (the "CEO") and other executive officers and that the CEO and the other executive officers create a culture of integrity throughout the organization;
- (b) the adoption of a strategic planning process, the review and approval of a strategic plan which takes into account, among other things, the nature, opportunities and risks associated with the business of the Corporation, and the annual monitoring, review, and updating of the strategic plan;
- (c) the identification of the principal business risks of the Corporation's businesses and the implementation of appropriate systems to manage these risks;
- (d) the oversight of succession planning, including the appointing, training and monitoring of senior management;
- (e) the designation of nominees for appointment or re-appointment as external auditors of the Corporation having regard to the appropriate size of the Board, with a view to facilitating effective decision making;
- (f) the designation of nominees for election to the Board and the designation of the number of positions for director of the Corporation, the final decisions with respect thereto to be made by the shareholders;
- (g) the annual review of the Corporation's corporate disclosure and communications policy which, among other matters, (i) addresses how the Corporation interacts with shareholders, stakeholders, analysts and the public, and (ii) contains measures to avoid selective disclosure;
- (h) the review of, and being satisfied with, the integrity of the Corporation's internal control and management information systems including reviewing on an annual basis the controls and procedures established for the certification of financial and other disclosure made by the Corporation;
- (i) the Board shall ensure that the Corporation has an effective orientation program to orient new directors regarding (a) the role of the Board, its committees and its directors, and (b) the nature and operation of the Corporation's business.

- (j) the Board will further ensure that the Corporation has an effective continuing education program in place for all new and existing directors to ensure that all directors maintain the skill and knowledge necessary to meet their obligations as directors.
- (k) appointments or removals of the Chief Executive Officer and other senior executive officers;
- (l) the development of measures for receiving shareholder feedback;
- (m) monitoring compliance with the Corporation's Code of Business Conduct;
- (n) the final decisions with regard but not limited to:
 - (i) acquisitions and divestitures in excess of the approved budgetary amounts set forth in Section H below;
 - (ii) debt or equity financings and the payment of any commissions and fees in connection thereto;
 - (iii) submitting to the shareholders of the Corporation, any question or matter requiring approval;
 - (iv) purchasing, redeeming or otherwise acquiring shares issued by the Corporation;
 - (v) approving the annual management proxy circular of the Corporation;
 - (vi) approving the financial statements of the Corporation; and
 - (vii) adopting, amending or repealing the by-laws of the Corporation.

C. Composition of the Board

The Board shall consist of not less than three and not more than nine directors, at least one-quarter of whom are resident Canadians (as defined in the *Business Corporations Act* (Alberta)) and to the extent possible, at least a majority of whom are independent as defined under applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules. The Board shall be responsible for determining whether any particular director is independent of management.

D. Board Committees

The Board shall have the following standing committees:

- (a) Audit Committee; and
- (b) Governance and Human Resources Committee.

The composition and responsibilities of these committees shall be set forth in the Terms of Reference for these committees as prescribed from time to time by the Board. The Board may constitute additional standing committees or special committees with special mandates as may be required or appropriate from time to time.

At each meeting of the Board, committees of the Board shall report any recent developments or activities undertaken by the respective committees.

Appointment of members to standing committees shall be the responsibility of the Board, having received the recommendation of the Governance and Human Resources Committee. In this regard, consideration will be given to rotating committee members from time to time and to the competencies and skills of particular directors. Committee chairs will be selected by the Board or, in the event of its failure to do so, by the committee's members.

In discharging his or her obligations, an individual director may engage outside advisors, at the expense of the Corporation, in appropriate circumstances and subject to the approval of the Governance and Human Resources Committee. In addition, any committee of the Board has the authority to engage outside advisors without prior approval of the Governance and Human Resources Committee.

E. Chairman of the Board/Lead Director

The Board shall be responsible for the selection of a Chairman of the Board following receipt of the recommendation of the Governance and Human Resources Committee. If the Chairman of the Board is an Executive Chairman or is not independent as defined under applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules, the Board shall appoint a Lead Director who is independent of management. The Chairman of the Board shall chair Board meetings and shall, with the Lead Director, if applicable, set Board agendas and be responsible for the extent and quality of the information sent to directors. The responsibilities of the Lead Director, if applicable, shall be established by the Board following receipt of the recommendation of the Governance and Human Resources Committee. The Lead Director, if applicable, shall be the Chair of the Governance and Human Resources Committee.

F. Board Meetings and Procedure

The Board shall meet regularly and at least quarterly at such times and such locations as the Chairman shall determine. Notice of meetings shall be given to each director not less than 48 hours before the time of the meeting. Meetings of the Board may be held without formal notice if all of the directors are present and do not object to notice not having been given, or if those absent waive notice in any manner before or after the meeting. The notice of the meeting may be delivered personally, given by mail, facsimile or other electronic means of communication.

A quorum for meetings shall be a majority of the members of the Board, present in person or by telephone or by other telecommunication device that permits all persons participating in the meeting to hear each other. If the Chairman is not present at any meeting of the Board, one of the other directors who is present at the meeting shall be chosen by the Board to preside at the meeting. Every question at a Board meeting shall be decided by a majority of the votes cast. The Corporate Secretary of the Corporation, or any other person selected by the Board, shall act as secretary for the purpose of recording the minutes of each meeting.

Each member of the Board is expected to attend Board meetings and meetings of committees on which he or she is a member and to be familiar with deliberations and decisions as soon as possible after any missed meetings. Members of the Board are expected to prepare for meetings by reviewing the meeting materials distributed to members of the Board, to the extent feasible, prior to such meetings.

Information and data that is important to the Board's understanding of the business of the Corporation should be distributed to the Board on a timely basis in advance of the meetings. Management should make every attempt to see that this material is as brief as possible while still providing the information relevant to proposed Board discussions.

As a general rule, presentations on specific subjects should be sent to the Board members in advance so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the material.

Senior management should be invited to attend the Board meetings as appropriate to expose the directors to key members of management and to each other, and to provide additional insight into the items being considered by the Board.

The Board shall hold an in camera session of the directors, without management members or representatives present, as required by any independent director.

G. Strategic Planning Process

Management has the responsibility to present a strategic plan to the Board for its review. The strategic plan shall take into account, amongst other matters, the opportunities and risks of the business of the Corporation.

The strategic planning process shall be a dynamic process that changes and evolves as the risks and opportunities of the Corporation evolve. Accordingly, it will be necessary to update the strategic plan periodically.

H. Management Approval Limits

Management is authorized to incur cost and expenses within approved budgets and forecasts in accordance with the Delegation of Authority Policy adopted by the Board. The Board shall be informed of any discretionary expenditure nearing the above limit.

I. Board Membership Nomination and Evaluation

The Board has delegated the responsibility of recommending new director nominees to the Governance and Human Resources Committee. The Governance and Human Resources Committee shall, among other things, be responsible for recommending director candidates to the full Board. The Governance and Human Resources Committee will recommend new candidates according to its policies and principles in its terms of reference. As well, the Governance and Human Resources Committee will provide an orientation program for new directors.

The Governance and Human Resources Governance and Human Resources Committee shall ensure that there is a process in place for annually evaluating the effectiveness and contribution of the Board, the committees of the Board and the individual directors based on their applicable terms of reference or position description.

J. Review Guidelines

The Board shall review and assess these guidelines at least annually.