



INFORMATION CIRCULAR

PURPOSE OF SOLICITATION

THIS INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE MANAGEMENT OF EXTENWAY SOLUTIONS INC. (THE "CORPORATION") FOR USE AT THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF THE CORPORATION TO BE HELD AT THE HEAD OFFICE OF THE CORPORATION 500 MORGAN, SUITE 100, BAIE D'URFÉ, QUEBEC, CANADA H9X 3V1, ON NOVEMBER 6, 2008, AT 11:00 A.M., MONTREAL TIME, AND AT ANY ADJOURNMENTS THEREOF, FOR THE PURPOSES SET OUT IN THE ACCOMPANYING NOTICE OF MEETING. **Although it is expected that the solicitation of proxies will be primarily by mail, officers of the Corporation may also solicit proxies personally or by telephone. The cost of any such solicitation will be borne by the Corporation.**

VOTING BY PROXIES

All Common Shares represented at the meeting by properly executed proxies will be voted and where a choice with respect to any matter to be acted upon has been specified in the instrument of proxy, the Common Shares represented by the proxy will be voted in accordance with such specifications. **IN THE ABSENCE OF ANY SUCH SPECIFICATIONS, THE MANAGEMENT DESIGNEES, IF NAMED AS PROXY, WILL VOTE IN FAVOUR OF ALL THE MATTERS SET OUT HEREIN.**

THE ENCLOSED INSTRUMENT OF PROXY CONFERS DISCRETIONARY AUTHORITY UPON THE MANAGEMENT DESIGNEES, OR OTHER PERSONS NAMED AS PROXY, WITH RESPECT TO AMENDMENTS TO OR VARIATIONS OF MATTERS IDENTIFIED IN THE NOTICE OF MEETING AND ANY OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING. AT THE DATE OF THIS INFORMATION CIRCULAR, THE CORPORATION IS NOT AWARE OF ANY AMENDMENTS TO OR VARIATIONS OF OR OTHER MATTERS WHICH MAY COME BEFORE THE MEETING. IN THE EVENT THAT OTHER MATTERS COME BEFORE THE MEETING, THEN THE MANAGEMENT DESIGNEES INTEND TO VOTE IN ACCORDANCE WITH THE JUDGMENT OF MANAGEMENT OF THE CORPORATION.

Proxies, to be valid, must be deposited at the offices of the registrar and transfer agent of the Corporation, CIBC Mellon Trust Company, 2001 University Street, Suite 1600, Montreal, Quebec, H3A 2A6, or at the head office of the Corporation, 500 Morgan Boulevard, Suite 100, Baie D'Urfé, Quebec, H9X 3V1, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the meeting or any adjournments of the meeting.

APPOINTMENT OF PROXIES

A SHAREHOLDER HAS THE RIGHT TO DESIGNATE A PERSON (WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION) OTHER THAN RICHARD LAFERRIÈRE AND CAROLYNE LASSONDE, THE MANAGEMENT DESIGNEES, TO ATTEND AND ACT FOR HIM AT THE MEETING. Such right may be exercised by inserting, in the blank space provided, the name of the person to be designated and deleting therefrom the name of the management designees or by completing another proper instrument of proxy and, in either case, depositing the instrument of proxy at the offices of the registrar and transfer agent of the Corporation, CIBC Mellon Trust Company, 2001 University Street, Suite 1600, Montreal, Quebec H3A 2A6, or at the head office of the Corporation, 500 Morgan Boulevard, Suite 100, Baie D'Urfé, Quebec H9X 3V1, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the meeting or any adjournments of the meeting.

REVOCATION OF PROXIES

A shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy.

A shareholder may revoke a proxy by depositing a written instrument executed by him or his attorney duly authorized in writing:

- (1) at the offices of the registrar and transfer agent of the Corporation, CIBC Mellon Trust Company, 2001 University Street, Suite 1600, Montreal, Quebec H3A 2A6, or at the head office of the Corporation, 500 Morgan Boulevard, Suite 100, Baie D'Urfé, Quebec H9X 3V1, at any time, but not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) preceding the meeting or any adjournments of the meeting at which the proxy is to be used; or
- (2) with the Chairman of the meeting on the day of the meeting or any adjournments thereof.

In addition, a proxy may be revoked by the shareholder by executing another form of proxy bearing a later date and depositing same at the offices of the registrar and transfer agent of the Corporation within the time period set out under the heading "VOTING BY PROXIES", or by the shareholder personally attending the meeting and voting his shares.

ADVICE TO BENEFICIAL OWNERS OF COMMON SHARES ON VOTING COMMON SHARES

The information set forth in this section is of significant importance to many shareholders of the Corporation, as a substantial number of shareholders do not hold Common Shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by shareholders who are listed in 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 in the records of the Corporation. Such Common Shares will likely be registered under the name of the shareholder's broker or an agent of that broker. Common Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory rules and particularly *Regulation 54-101 Respecting Communication with Beneficial Owners of Securities of a Reporting Issuer* require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to 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 his broker (or the broker's agent) is identical to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder (the broker or the broker's agent) how to vote on behalf of the Beneficial Shareholder. **A Beneficial Shareholder receiving a proxy from an intermediary cannot use that proxy to vote Common Shares directly at the meeting. The proxy must be returned to the intermediary well in advance of the meeting for the Common Shares to be voted at the meeting.**

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 broker (or an agent of the broker), a Beneficial Shareholder may attend the meeting as proxy holder for the registered shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the meeting and indirectly vote their Common Shares as proxy holder for the registered shareholder should enter their own name in the blank space on the form 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.

PARTICULARS OF THE AGENDA

To the knowledge of the Corporation's Directors, the only matters to be placed before the meeting are those matters set forth in the accompanying notice of meeting relating to the receipt of the financial statements, the election of Directors, the appointment of auditors of the Corporation and the approval of its Stock Option Plan, as a rolling plan.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this Information Circular, management of the Corporation is not aware of any direct or indirect material interest of any Director, officer or any associate or affiliate of any of the foregoing persons, in any matter to be acted upon, other than the election of Directors and the approval of the Stock Option Plan.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares, all without nominal or par value, of which 81,643,000 Common Shares are issued and outstanding as at the date hereof and entitled to vote at the meeting on the basis of one vote for each Common Share held.

The holders of Common Shares of record at the close of business on the record date, set by the Directors of the Corporation to be October 7, 2008, are entitled to vote such Common Shares at the meeting on the basis of one vote for each Common Share held, except to the extent that:

- (1) such person transfers his shares after the record date;
- (2) the transferee of those shares produces properly endorsed share certificates or otherwise establishes his ownership to the shares; and
- (3) requests that the registrar and transfer agent of the Corporation, at least ten (10) days before the meeting date, insert their names in the shareholder list.

The by-laws of the Corporation provide that at least two (2) persons present and representing, in person or by proxy, not less than 10% of the outstanding shares entitled to vote at the meeting constitute a quorum for the meeting.

To the knowledge of the Directors and officers of the Corporation, the only persons who beneficially own, directly or indirectly, Common Shares carrying more than 10% of the voting rights of the outstanding Common Shares of the Corporation are the following:

Name	Type of Ownership	Number of Common Shares	Percentage of the Class Outstanding
Société Innovatech Québec et Chaudière Appalaches (“Innovatech”)	Direct	29,836,516	36.55%
David Brown	Direct	20,433,333	25.03%
John McAllister	Indirect ⁽¹⁾	17,618,027	21.58%

(1) 17,618,027 Common Shares are owned by John McAllister Holdings Inc., a closed company controlled by John McAllister.

ELECTION OF DIRECTORS

The Board of Directors currently consists of four (4) Directors. Management proposes that all these current four persons named hereunder, be elected at the meeting and hold office until the next annual meeting of shareholders or until his successor is duly elected or appointed. **IT IS THE INTENTION OF THE MANAGEMENT DESIGNEES, IF NAMED AS PROXY, TO VOTE FOR THE ELECTION OF THE FOLLOWING PERSONS.** Management does not contemplate that any of such nominees will be unable to serve as Director. However, if, for any reason, any of the proposed nominees do not stand for election or are unable to serve as such, proxies in favour of management designees will be voted for another nominee in their discretion unless the shareholder has specified in his proxy that his shares are to be withheld from voting for the election of Directors.

The following information relating to the nominees as Directors is based on information received by the Corporation from said nominees.

Name, Province and Country of Residence of Proposed Nominees	Principal Occupation for Previous Five (5) Years	Director Since	Common Shares Beneficially Owned ⁽¹⁾
Richard Laferrière ⁽²⁾ Quebec, Canada <i>Not independent</i>	Mr. Laferrière has been Chairman of the Board of the Corporation since September 2005 and as Executive Chairman of the Board since May 1, 2008. Mr. Laferrière was President and Chief Executive Officer of FRV Media Inc. (TSX Venture Exchange) from December 1998 to April 2008. Since May 1, 2008, Mr. Laferrière is Chairman of the Board of this	2001	16,665 ⁽³⁾

company. Mr. Laferrière is also Chairman of the Board of Warnex Inc. (Toronto Stock Exchange) since 1995.

John McAllister ⁽⁴⁾ Quebec, Canada <i>Not independent</i>	Mr. McAllister has been President and Chief Executive Officer of the Corporation since February 2005. Mr. McAllister was President and Chief Executive Officer of Primetech Electronics Inc. (Toronto Stock Exchange) from 1976 to 2001. Since 1983 he has been President of John McAllister Holdings Inc., a private investment and venture capital firm, and officer or director of various private companies.	2003	17,618,027 ⁽⁵⁾
Lorne J. Zakaib ⁽⁴⁾⁽⁶⁾ Quebec, Canada <i>Independent</i>	Mr. Zakaib has been an independent consultant since May 1995 working in manufacturing and business process improvements.	2003	105,000
Carolyne Lassonde Quebec, Canada <i>Independent</i>	Ms. Lassonde is secretary and director of the Corporation since December 19, 2005. Since July 2002, Ms. Lassonde has practiced under the name of Carolyne Lassonde, Advocate. Ms. Lassonde was, from 1998 to 2002, a lawyer with the Montreal law firm Brouillette Charpentier Fortin s.e.n.c. Ms. Lassonde had also been Vice-President Legal Affairs and Corporate Secretary of Warnex Inc. (Toronto Stock Exchange) from July 2002 to August 2004. Mrs. Lassonde is also Secretary of FRV Media Inc. (TSX Venture Exchange).	2005	125,000

Notes

- (1) Does not include Common Shares that may be acquired upon exercise of stock options.
- (2) Member of the Corporate Governance and Nominating Committee.
- (3) These 16,665 Common Shares are held by Gestion Catriaex Inc., a closed company controlled by Mr. Richard Laferrière.
- (4) Member of the Compensation and Human Resources Committee.
- (5) These 17,618,027 Common Shares are owned by John McAllister Holdings Inc., a closed company owned by Mr. John McAllister.
- (6) Member of the Audit Committee.

The Directors, officers and insiders of the Corporation as a group currently control 68,134,541 Common Shares of the Corporation, representing 83.45% of the outstanding Common shares.

The following tables set forth the attendance of the Directors at meetings of the Board of Directors and of the Committees thereof, as well as the number of meetings of the Board and of the Committees held during the fiscal year ended April 30, 2008.

Meetings	Number of meetings held	Registry of attendance in %
Board	7	100
Governance and Nominating Committee	0 ⁽¹⁾	-
Compensation and Human Resources Committee	0 ⁽²⁾	-
Audit Committee	4	100

(1) No formal meeting of this Committee was held.

(2) No formal meeting of this Committee was held. However, the members of this Committee were personally involved together with the management for various decisions with respect to the human resources of the Corporation.

Director	Number of meetings attended by the Director			
	Board	Compensation and Human Resources Committee ⁽¹⁾	Corporate Governance and Nominating Committee	Audit Committee
Richard Laferrière	7/7	N/A	0	N/A
John McAllister	7/7	0	N/A	N/A
Francine Laurent ⁽²⁾	5/5	N/A	N/A	3/3
Lorne J. Zakaib	7/7	0	N/A	4/4
Carolyne Lassonde	7/7	N/A	N/A	N/A

Notes:

- 1) No formal meeting of this Committee was held. However, the members of this Committee were personally involved together with the management for various decisions with respect to the human resources of the Corporation.
- 2) Mrs. Laurent resigned as directors on January 17, 2008.

To the knowledge of the Corporation and based on information provided to it by the nominees, none of these nominees is, as of October 7, 2008, or was, within 10 years before that date:

- i) a director, chief executive officer or chief financial officer of any company (including the Corporation) that was subject to an order that was issued while the nominee for director was acting in the capacity as director, chief executive officer or chief financial officer, or an order that was issued after the nominee for director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- ii) a director or executive officer of any company (including the Corporation) that, while the nominee for director 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, except for i) Mr. Richard Laferrière and Ms. Carolyne Lassonde who were directors of GlobeeCom International Inc., a corporation that, on May 1, 2006, announced it will make a proposal to its creditors under the *Bankruptcy and Insolvency Act* in connection with a proposed reverse take over. The proposal to the creditors was accepted by the creditors on May 23, 2006. Shares of that corporation are not traded since April 27, 2006 and the reverse take over did not take place yet. Mr. Laferrière and Ms. Carolyne Lassonde were directors of this corporation during the period of one year preceding its proposal; and except for M. John McAllister who is director of a private company whose Board of directors is currently reviewing the alternative of receivership

As at October 7, 2008, to the knowledge of management, none of the nominees for election as a director of the Corporation has, during the ten years prior to the date of this 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 nominee for director.

As at October 7, 2008, to the knowledge of management, none of the nominees for election as a director of the Corporation has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS

Compensation of Executive Officers

The following table sets forth, for the last three fiscal years, the compensation paid to the President and Chief Executive Officer, and to the Vice-President and Chief Financial Officer (the “Named Executive Officers”). There is no officer of the Corporation whose total salary and bonus exceeds \$150,000 at the end of the last fiscal year.

Summary Compensation Table

Name and Principal Position of the Named Executive Officers	Fiscal Year	Annual Compensation			Number of securities under options	Shares or units which resale is subject to restriction (\$)	Other Compensation
		Salary (\$)	Bonus (\$)	Other annual Compensation (\$)			
John McAllister President and Chief Executive Officer of the Corporation	04/30/08	0	0	0	-	-	-
	04/30/07	0	0	0	-	-	-
	04/30/06	0	0	0	200,000	-	-
David Brown Chief Financial Officer of the Corporation	04/30/08	0	0	0	-	-	-
	04/30/07	0	0	0	-	-	-
	04/30/06	0	0	0	200,000	-	-

Other than being reimbursed by the Corporation for their expenses or as otherwise disclosed herein, there is no other compensation paid to the Named Executive Officers of the Corporation for services rendered in their capacities during the fiscal year ended April 30, 2008.

Stock Option Plan

All options held by the Directors, senior management, employees and consultants of the Corporation were granted under the stock option plan of the Corporation (the “Stock Option Plan”). Under the terms of the Stock Option Plan, a total of ten per cent (10%) of the outstanding Common shares of the Corporation may be set aside for issue of stock options.

The Compensation and Human Resources Committee manages the Stock Option Plan and makes recommendations to the Board of Directors with respect to the options to be granted. The Stock Option Plan provides the terms and price for the options. Only the Directors, executive officers, employees and consultants of the Corporation or its subsidiaries may be granted options. Stock options granted under the Stock Option Plan may not be for a period longer than five (5) years and the exercise price must be paid in full on exercise of the option. No one may hold options that represent more than 5% of the issued and outstanding shares of the Corporation.

The total number of Common Shares under option, as of the date hereof, is 2,650,000 and the total number of shares that may be issued pursuant to options under the Plan is 8,164,300 Common Shares.

In accordance with Policy 4.4 of the TSX Venture Exchange, the Corporation must submit yearly its Stock Option Plan, as a rolling plan, to the approval of its shareholders.

THE MANAGEMENT DESIGNEES, IF NAMED AS PROXY, INTEND TO VOTE THE COMMON SHARES REPRESENTED BY ANY SUCH PROXY IN FAVOR OF THE APPROVAL OF THE STOCK OPTION PLAN OF THE CORPORATION, unless the shareholder has specified in his proxy that his shares are to be voted against from voting in connection with the Stock Option Plan. The text of the resolution to be adopted is attached as Schedule C hereof.

Granting of Options to Named Executive Officers During the Last Fiscal Year

No options were granted to the Named Executive Officers of the Corporation during the last fiscal year.

Number of Options Exercised During the Last Fiscal Year and the Value of the Options at that Date

No options were exercised by the Named Executive Officers of the Corporation during the last fiscal year. There are no unexercised in-the-money options as of April 30, 2008.

Benefit or Actuarial Plan Disclosure

The Corporation does not have any benefit or actuarial plan.

Employment Agreements

The Corporation is party to employment agreements with the Named Executive Officers. The Corporation is party to an employment agreement with Mr. John McAllister pursuant to which Mr. McAllister has agreed to provide his services to the Corporation as Chief Executive Officer until December 31, 2006, renewable on a year to year basis thereafter. Such agreement was renewed once (until December 31, 2007) and a second time (until December 31, 2008). There is no liability in the event of early termination without cause inasmuch as Mr. McAllister serves without compensation other than stock options.

The Corporation is party to an employment agreement with David Brown pursuant to which Mr. Brown has agreed to provide his services to the Corporation as Chief Financial Officer until December 31, 2006, renewable on a year to year basis thereafter. Such agreement was renewed once (until December 31, 2007) and a second time (until December 31, 2008). There is no liability in the event of early termination without cause inasmuch as Mr. Brown serves without compensation other than stock options.

Change of Control

Other than as set forth herein, the Corporation does not have any compensatory plan or arrangement where a Named Executive Officer can be entitled to receive compensation in the case of

termination of the Named Executive Officer's employment or a change in responsibilities of the Named Executive Officer resulting from a change in control.

REPORT ON THE COMPENSATION OF SENIOR MANAGEMENT

Composition of Compensation and Human Resources Committee

The Compensation and Human Resources Committee of the Board of Directors is made up of Mr. Lorne J. Zakaib, a director independent of management of the Corporation and of Mr. John McAllister, the President and Chief Executive Officer of the Corporation.

Setting of compensation

The Compensation and Human Resources Committee is responsible for reviewing the compensation policies, practices and programs applicable to all staff of the Corporation, including senior management. The Committee must ensure that, as a whole, the compensation is fair and equitable internally, is competitive with its reference market without being too high and offers sound short and long-term protection to employees.

The Compensation and Human Resources Committee reviews the relevance of the incentive portion of the compensation, namely the annual performance bonus program and the stock option program of the Corporation, as well as the way it is managed, which must be sufficient to encourage performance and promote the retention of qualified staff.

The philosophy of the overall compensation policy is based on offering (i) competitive compensation compared to the market and (ii) compensation based on performance.

Overall compensation includes the following:

- basic compensation based primarily on salaries competitive with positions with similar duties for companies of a similar size and industry as those of the Corporation; and
- the annual bonus related to the financial return of the Corporation according to annual pre-determined goals. The annual bonus will be paid partly in cash and partly in options if the financial goals are reached.

Except with respect to Mr. John McAllister and Mr. David Brown who, have both agreed not to receive remuneration as officers of the Corporation, until December 31, 2008, other than stock options, the Committee is of the opinion that the general practices and methods of the Corporation respecting compensation are comparable to industry.

Compensation of President and CEO and of CFO

Mr. John McAllister, the President and CEO of the Corporation, agreed to serve in that capacity with no remuneration until December 31, 2008, except for the options already granted. Mr. David Brown, Chief Financial Officer of the Corporation, agreed to serve in that capacity with no remuneration until December 2008, except for the options already granted.

The Compensation and Human Resources Committee has approved the publication of this report and its inclusion in the proxy circular.

Compensation of Directors

During the fiscal year ended April 30, 2008 no attendance fee has been paid to the directors. Except for the reimbursement of their expenses by the Corporation or otherwise disclosed in this circular,

the total amount of compensation granted to the Directors for services rendered in such capacity during the fiscal year ended April 30, 2008 is nil.

Liability Insurance for Directors and Officers

The Corporation takes out liability insurance at its expense for its Directors and Officers to cover them for negligence, error, omission, fault, failure of duty and misrepresentations done or alleged to be done in the performance of their duties. During the fiscal year ended April 30, 2008, the policy provided for a maximum coverage of \$1,000,000 for each period of the policy. The premium paid for the policy was \$16,400 for the year.

Other Compensation

Other than as set forth herein, the Corporation did not pay any additional compensation to its Directors or Named Executive Officers during the fiscal year ended April 30, 2008.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No Director, nominee Director, executive officer or any of their respective associates or affiliates is or has been indebted to the Corporation at any time since the amalgamation date (September 13, 2005).

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Corporation, there is no informed person of the Corporation, proposed Director of the Corporation, or associate or affiliate of any informed person or proposed Director who had, directly or indirectly, an interest in a transaction since the commencement of the Corporation's most recently completed fiscal year or in any proposed transaction which has materially affected or would materially affect the Corporation, except for the purchases and other expenses from Primonics (2006) Inc. and John McAllister Holdings Inc., companies, controlled directly or indirectly, by Mr. John McAllister, President and Chief Executive Officer of the Corporation. These transactions consisted in salaries, rent and information systems support and hosting which have all been concluded at cost or at a price equal to the price charged to independent third parties in similar circumstances. The amounts involved are the following:

Year ended April 30	2008	2007	2006
Expenses in Statement of Loss			
- Purchases and other expenses from a company controlled by a director	\$ 585,771	\$ 455,696	\$ 430,790
- Interest on call loans held by shareholders	\$ 0	\$ 0	\$ 11,942
- Interest on debentures issued to shareholders	\$ 0	\$ 0	\$ 91,058
Balances with related parties on the Balance Sheets			
- Accounts payable to a company controlled by a director	\$ 517,552	\$ 431,781	\$ 55,238
- Call loans issued to shareholders	\$ 250,000	\$ 800,000	\$ 0
- Debentures issued to shareholders	\$ 0	\$ 0	\$ 0

APPOINTMENT OF THE AUDITORS

At the meeting, the Shareholders will be called upon to renew the appointment of the Auditors of the Corporation to hold office until the next annual meeting of shareholders, and to authorize the Directors to establish their remuneration.

THE MANAGEMENT DESIGNEES, IF NAMED AS PROXY, INTEND TO VOTE THE COMMON SHARES REPRESENTED BY ANY SUCH PROXY FOR THE APPOINTMENT OF SAMSON BÉLAIR/DELOITTE & TOUCHE, S.E.N.C.R.L., CHARTERED ACCOUNTANTS, AS AUDITORS OF THE CORPORATION AT A REMUNERATION TO BE FIXED BY THE BOARD OF DIRECTORS, unless the shareholder has specified in his proxy that his shares are to be withheld from voting in the election of auditors. Samson Bélair/Deloitte & Touche s.e.n.c.r.l., Chartered Accountants, have been the auditors of the Corporation since April 30, 2000.

AUDIT COMMITTEE

Responsibilities of Audit Committee

The Audit Committee helps the Board carry out its oversight responsibilities vis-à-vis shareholders, potential shareholders, the financial community and other interested parties with respect to the financial statements, financial reporting, internal accounting and financial control systems and internal control systems and the annual independent audit of the financial statements of the Corporation. In doing so, it is also responsible for ensuring free and open communication between the Directors and the external auditors of the Corporation.

The full list of responsibilities of the Audit Committee is found in Schedule B of this circular.

Composition of Audit Committee

During the fiscal year ended April 30, 2008, the Audit Committee was made up of Ms. Francine Laurent until her resignation on January 17, 2008 and of Mr. Lorne J. Zakaib. Since Mrs. Laurent's resignation, the Committee is only made up of Mr. Zakaib. Therefore the Corporation is relying on the exemption of section 6.1 of *Regulation 52-110 Audit Committee* («Regulation 52-110»). During the last fiscal year, all the Committee members were independent and had the financial skills required under Regulation 52-110.

The following describes the training and experience of each member of the Audit Committee which are relevant to the exercise of his responsibilities, including any training or experience which gives a member one or more of the following skills: (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements; (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves; (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements, or experience actively supervising one or more individuals engaged in such activities; and (d) an understanding of internal controls and procedures for financial reporting.

Ms. Francine Laurent: Ms. Francine Laurent has a Master in Business Administration from the École des Hautes Études Commerciales and has ran a venture capital fund for the past nine years, during which time she acquired broad experience in financial management, including in high-tech companies.

Mr. Lorne J. Zakaib: Mr. Lorne J. Zakaib is an Engineer and had obtained extensive financial experience in managing divisions of IBM Canada, SNC-Lavalin, and Heroux-Devtek.

Recommendation of Audit Committee

At no time since the beginning of the fiscal year ended April 30, 2008, a recommendation of the Audit Committee to nominate or compensate the external auditors was not adopted by the Board of Directors of the Corporation.

Use of exemptions

As hereinbefore mentioned, the Corporation has relied on the exemption of section 6.1 of Regulation 52-110 during the last fiscal year ended April 30, 2008.

Prior approval policies and procedures

The Audit Committee charter requires that all non-audit services to be performed by the external auditors of the Corporation or its subsidiaries be pre-approved by the Audit Committee.

Fees for the services of external auditors

The following table presents, by category, the fees invoiced by Samson Bélair/Deloitte & Touche s.e.n.c.r.l., Chartered Accountants, the external auditors of the Corporation, for services rendered during the fiscal years ended April 30, 2007 and 2008.

	Fiscal years ended	
	April 30, 2007 \$	April 30, 2008 \$
Audit fees	32,500	32,500
Fees for audit-related services	11,650	11,290
Fees for tax services	-	4,640
Other fees	3,950	6,615
Disbursements and costs	-	-
Total fees	48,100	55,045

MANAGEMENT CONTRACTS

Management functions of the Corporation are performed by the Directors and executive officers of the Corporation and are not, except as noted below, substantially performed by any other person or corporation.

The Corporation utilizes employees of companies owned by the President and Chief Executive Officer for some technology development, marketing support and installation support. These include one individual, Mr. Mario Pelletier who serves as Chief Technical Officer of the Corporation, and would be considered important to the Corporation. The Corporation also uses consultants, based in the United States, for sales and business development activities in that market. These relationships have generally arisen because the Corporation has not had sufficient business volume to support these individuals as full time employees.

STATEMENTS RELATING TO GOVERNANCE PRACTICES

The Board of Directors and management of the Corporation believe that appropriate governance practices are important to effectively manage the Corporation and to create value for its shareholders. Schedule A contains a description of the practices of the Corporation regarding corporate governance.

GENERAL

Management of the Corporation is unaware of any other issue which could come before the meeting. However, if other questions are duly submitted to the meeting and are admissible, the persons named in the attached proxy form will vote on them to the best of their judgment under the discretionary power granted to them under the proxy with respect to such issues. All items on the agenda require the approval of a simple majority of the votes cast at the meeting.

Except otherwise mentioned, the information contained herein is given as of October 7, 2008.

SUPPLEMENTARY INFORMATION

The Corporation shall deliver the following documents in English or in French (or both) to any person who requests them from the Corporate Secretary at 500 Boulevard Morgan, Suite 100, Baie D'Urfé, Quebec H9X 3V1:

- (i) a copy of the comparative audited financial statements of the Corporation and the related MD&A for its last fiscal year ended April 30, 2008 and the auditors' report thereon; and
- (ii) a copy of the notice of the annual meeting of shareholders and of this circular.

These documents and other information respecting the Corporation are available on the SEDAR website at www.sedar.com.

APPROVAL OF THE DIRECTORS

The Directors of the Corporation have approved the content and mailing of this Management Proxy Circular to the shareholders, Directors and auditors of the Corporation.

By order of the Board of Directors,



Carolyn Lassonde,
Corporate Secretary

Montreal, October 7, 2008

SCHEDULE A
GOVERNANCE PRACTICES

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES	COMMENTS
<p>1. BOARD OF DIRECTORS</p> <p>a) <i>Disclose the identity of directors who are independent.</i></p>	<p>The Governance and Nominating Committee ensures compliance by the Board with the independence requirements set out in section 1.4 of Regulation 52-110. Within the meaning of that section, a director is independent if he has no direct or indirect material relationship with the Corporation. This includes a relationship which could, in the view of the Board, reasonably interfere with the exercise of the director's independent judgment. The Board believes, after assessing the roles and relationships of each Director, that the two Directors named below, namely, 50%, of the nominees put forward by management as nominee Directors, are independent of the Corporation:</p> <p>Lorne J. Zakaib Carolyne Lassonde</p>
<p>b) <i>Disclose the identity of directors who are not independent, and describe the basis for that determination.</i></p>	<p>The Board believes, after assessing the roles and relationships of each Director, that the two Directors named below who are put forward as nominee Director by management are not independent of the Corporation:</p> <p>John McAllister is not independent as he is the President and CEO of the Corporation.</p> <p>Richard Laferrière is not independent since he is the Executive Chairman of the Board and he is, as such, an employee of the Corporation.</p>
<p>2. BOARD OF DIRECTORS</p> <p><i>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.</i></p>	<p>Richard Laferrière is a member of the Board of Warnex Inc. (Toronto Stock Exchange), of FRV Media Inc. (TSX Venture Exchange) and of Fronsac capital inc. (TSX Venture Exchange).</p>
<p>3. ORIENTATION AND CONTINUING EDUCATION</p> <p><i>Describe what steps, if any, the board takes to orient new board members, and describe any measures the board takes to provide continuing education for directors.</i></p>	<p>The Governance and Nominating Committee is responsible for the orientation and training of new Board members. Each new Director receives a Directors' and Corporate Governance Manual as well as the Code of Ethics of the Corporation. The Directors' Manual sets out the responsibilities and policies of the Board, its Committees and the Directors and includes a detailed agenda of meetings of the Board and its Committees for the current year. The President and CEO meet the new Director, upon request, to give him a presentation on the Corporation, its current challenges and major ongoing</p>

	<p>projects.</p>
<p>4. ETHICAL BUSINESS CONDUCT</p> <p><i>Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.</i></p>	<p>A Code of Ethics of the Corporation was adopted by the Board of Directors. The purpose of the Code is to encourage and promote a culture of integrity and help prevent breaches.</p> <p>A copy of the Code of Ethics has been given to each employee and each Director. Only the Board is authorized to agree to derogations from the Code by Directors or executive officers.</p> <p>The Board of Directors did not allow any derogation from the Code of Ethics by a Director or executive officer during the fiscal year ended April 30, 2008.</p> <p>The Board has adopted other internal policies to encourage and promote a culture of ethical business conduct. A complaint treatment procedure relating to accounting and auditing has been set up which allows the confidential reporting of problems, concerns or complaints involving accounts, internal accounting controls or the auditing of the Corporation or any fault committed with respect to the Corporation which could be raised or made, the whole without fear of retaliation.</p> <p>In order to ensure proper operation of the public market for shares of the Corporation and to protect investors from fraud and other illegal practices, the Board has also set up a communication policy and an insider trading policy.</p>
<p>5. NOMINATION OF DIRECTORS</p> <p><i>Disclose what steps, if any, are taken to identify new candidates for board nomination, including: i) who identifies new candidates, and ii) the process of identifying new candidates.</i></p>	<p>The Governance and Nominating Committee establishes the qualifications of the Directors sought to fill vacancies on the Board and finds possible nominees who meet these criteria. The Committee then presents the candidates to the Board so that they may ultimately be proposed to the shareholders.</p>
<p>6. COMPENSATION</p> <p><i>Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including: i) who determine compensation, and ii) the process of determining compensation.</i></p>	<p>The Compensation and Human Resources Committee is responsible for recommending to the Board of Directors the compensation of the Directors and of the CEO of the Corporation. The Committee reviews the relevance of the incentive portion of the compensation, namely the annual performance bonus program and the stock option program of the Corporation, as well as the way it is managed. The goals which the CEO must reach to be entitled to a bonus are established at the beginning of the year and reviewed at the end of the year in order to determine whether the CEO is entitled to a bonus. The bonus may be paid partly in cash and partly in stock options of the Corporation.</p> <p>However, Mr. John McAllister agreed not to receive</p>

	<p>remuneration as officer up to December 2008.</p> <p>Considering the development stage of the Corporation, no remuneration has been paid to the Directors.</p>
<p>7. OTHER BOARD COMMITTEES</p> <p><i>If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.</i></p>	<p>Other than the Governance and Nominating Committee, the Compensation and Human Resources Committee and the Audit Committee, there is no other standing committee of the Board.</p>
<p>8. ASSESSMENTS</p> <p><i>Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.</i></p>	<p>The written charter of the Governance and Nominating Committee provides that the Committee must periodically review the effectiveness of the Board, its Committees and the Directors. Questionnaires are distributed annually to the Directors, completed by them and sent confidentially to the Secretary of the Corporation, who compiles them. The compiled results are given to the Governance and Nominating Committee, which analyzes them and reports on the conclusions of its analysis to the Board. However, for the fiscal year ended April 30, 2008, such Directors Questionnaires were not distributed and completed.</p>

SCHEDULE B

RESPONSIBILITIES OF THE AUDIT COMMITTEE

The Audit Committee helps the Board carry out its oversight responsibilities vis-à-vis shareholders, potential shareholders, the financial community and other interested parties with respect to the financial statements, financial reporting, internal accounting and financial control systems and internal control systems and the annual independent audit of the financial statements of the Corporation. In doing so, it is also responsible for ensuring free and open communication between the Directors and the external auditors.

In addition to the responsibilities prescribed by law which could be imposed on the Committee from time to time, it has the following duties and responsibilities:

- The main responsibility of the Audit Committee is to monitor financial reporting on behalf of the Board and report on the result of the Committee's activities. Management is responsible for preparing the financial statements of the Corporation and the external auditors are responsible for auditing them. Generally, the Committee is also responsible for improving the credibility and objectivity of the financial information of the Corporation.
- The Committee must reinforce the role of the Directors by facilitating in-depth discussions among the Directors, management and the external auditors. It must also reinforce the independence of the external auditors, particularly with respect to management of the Corporation. In performing its oversight role, the Committee has the power to conduct investigations on any subject brought to its attention. To perform its duties, it has access to all books, documents, premises and staff of the Corporation, as well as the power to retain the services of an external advisor or expert to such effect.
- The Audit Committee must be directly responsible for overseeing the work of the external auditors engaged for the purpose of preparing or issuing an auditors' report or performing other audit, review or attest services for the issuer, including the resolution of disagreements between management and the external auditors regarding financial reporting.
- The Audit Committee is also responsible for recommending to the Board of Directors each year the external auditors to be nominated for the purpose of preparing or issuing an auditors' report or performing other audit, review or attest services for the Corporation, and to recommend his compensation to the Board of Directors.
- The Committee is ultimately responsible for evaluating the external auditors and recommending his replacement as needed.
- The Audit Committee must review and approve the hiring policies of the Corporation regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.
- The Committee must receive from the external auditors the annual reports on its independence, review such reports with it, examine whether the providing of services other than auditing services is compatible with maintaining the independence of the auditors and, if the Audit Committee so decides, recommend that the Board take appropriate steps to ensure the independence of the auditors.
- The Committee should discuss with the external auditors, prior to the audit, the planning, scope of the audit, staff requirements and his remuneration. It should also discuss with management and the external auditors the sufficiency and effectiveness of internal financial controls, including the supervision and management of financial risks of the

Corporation, the ethics program and compliance with applicable laws. The Committee should also meet with the external auditors, with and without the presence of management, in order to discuss the results of their audit work. The Committee should meet quarterly with the CFO of the Corporation.

- The Audit Committee must review the financial statements, MD&A and annual and interim earnings press releases of the Corporation before it publicly discloses this information. It must be satisfied that adequate procedures are in place for the review of the issuer's public disclosure of financial information extracted or derived from the issuer's financial statements, other than the public disclosure mentioned above (i.e. the financial statements, MD&A and press releases), and must periodically assess the adequacy of those procedures. The Committee must also discuss the quarterly review and any other subject which it is essential that the external auditors of the Corporation communicate to it, the whole in accordance with generally accepted accounting principles. The Committee chair may act as representative of the Committee for the purpose of such review.

The Audit Committee must establish procedures for:

- a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
- b) the confidential, anonymous submission by employees of the Corporation and its subsidiaries of concerns regarding questionable accounting or auditing matters.

The Audit Committee must approve in advance all non-audit services which the external auditors of the Corporation must render to the Corporation or its subsidiaries. It satisfies this pre-approval requirement if:

- a) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five percent (5%) of the total amount of fees paid by the Corporation and its subsidiary entities during the fiscal year in which the services are provided;
- b) The Corporation or its subsidiary entity, as the case may be, did not recognize the services as non-audit services at the time of the engagement;
- c) The services are promptly brought to the attention of the Audit Committee of the Corporation and approved, prior to the completion of the audit, by the Audit Committee or by one or more of its members to whom authority to grant such approval has been delegated by the Audit Committee.

The Audit Committee may delegate to one or more independent members the authority to pre-approve non-audit services. However, the pre-approval thereby granted must be presented to the Audit Committee at its first scheduled meeting following such pre-approval.

The Audit Committee satisfies the pre-approval requirement if it adopts specific policies and procedures for the engagement of the non-audit services if:

- a) the pre-approval policies and procedures are detailed as to the particular service;
- b) the Audit Committee is informed of each non-audit service;
- c) the procedures do not include delegation of the Audit Committee's responsibilities to management.

Composition

The Audit Committee must be composed of a minimum of three (3) independent Directors, who must meet the independence requirements prescribed by applicable laws and the registration standards of the various stock exchanges on which securities of the Corporation are traded. All Committee members must be financially literate and at least one member must have education or experience related to finance and administration. An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the financial statements of the Corporation.

Vacancies

In the event of a vacancy on the Committee, the Board may appoint a replacement during the year.

Meetings

Committee meetings may be held at the head office of the Corporation or at any other place determined by the Committee members. A Committee meeting may be called at any time at the request of any of its members. Any meeting may be called by the chair of the Board and the CEO for the purpose of submitting any matter he considers it advisable to discuss.

Chair

The Board members appoint a chair for the Audit Committee who is responsible for, among other things, preparing the agenda for Committee meetings and reporting to the Board at the next Board meeting following the Committee meeting.

Quorum

The quorum for the Committee is the simple majority of members.

Conduct of proceedings

The conduct of proceedings followed by the Committee is similar to that followed by the Board of Directors. The minutes of Committee meetings are inserted in a minute book and made available to the Directors of the Corporation for review. An annual work plan is prepared and integrated into the corporate schedule of the Board. The Audit Committee has the power to communicate with the internal and external auditors directly.

Mandate

The mandate of the Committee is determined by the Board and its members may exercise all the prerogatives determined by the mandate. The Committee reports directly to the Board, without interference by management or the shareholders. It may call upon and pay for external advisors, including attorneys, accountants or any other expert necessary for the performance of a specific mandate or when any irregularity or negligence is suspected. Any Committee has the power to call a Board meeting if it considers it necessary, and in particular in the case of an irregularity or negligence, whether real or assumed.

Compensation

The Committee members are paid according to the policies approved by the Board of Directors of the Corporation.

SCHEDULE C

**RESOLUTION TO BE ADOPTED IN CONNECTION WITH THE STOCK OPTION
PLAN**

TO APPROVE, as required under the Policy 4.4 of the TSX Venture Exchange, as a rolling plan, the Stock Option Plan of the Corporation, as currently in force and described in the Information Circular dated October 7, 2008.