GENESIS LAND DEVELOPMENT CORP.

ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 28, 2011

NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR

TO BE HELD AT

SANDMAN HOTEL
25 HOPEWELL WAY N.E.
CALGARY, ALBERTA T3J 4V7

10:00 A.M. (MOUNTAIN DAYLIGHT TIME)

GENESIS LAND DEVELOPMENT CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS OF GENESIS LAND DEVELOPMENT CORP.

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (the "**Meeting**") of holders of common shares of Genesis Land Development Corp. (the "**Corporation**") will be held at the Sandman Hotel, 25 Hopewell Way N.E., Calgary, Alberta T3J 4V7 on Tuesday, June 28, 2011 at 10:00 a.m. (Mountain Daylight time), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2010 and the report of the auditors thereon;

2. to fix the board of directors of the Corporation to be elected at the Meeting at seven (7) members and to elect the board of directors of the Corporation for the ensuing year;

3. to appoint Meyers Norris Penny LLP, Chartered Accountants, of Calgary, Alberta, as auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix the auditors' remuneration; and

4. to transact any such other business as may properly be brought before the Meeting or any adjournment thereof.

Shareholders who are unable to attend the Meeting in person are requested to date and execute the enclosed form of instrument of proxy and return it in the envelope provided for that purpose.

DATED at the City of Calgary, in the Province of Alberta, this 30th day of May, 2010.

BY ORDER OF THE BOARD OF DIRECTORS

Gobi Singh
President and Chief Executive Officer

IMPORTANT

It is desirable that as many common shares as possible be represented at the Meeting. If you do not expect to attend and would like your common shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all instruments of proxy must be deposited at the office of the Registrar and Transfer Agent of the Corporation, Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays prior to the time of the Meeting or any adjournment thereof. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his sole discretion and the Chairman is under no obligation to accept or reject any late instruments of proxy.

GENESIS LAND DEVELOPMENT CORP.

ANNUAL GENERAL MEETING OF SHAREHOLDERS

JUNE 28, 2011

MANAGEMENT INFORMATION CIRCULAR

PERSONS MAKING THE SOLICITATION

This management information circular ("**Circular**") is furnished in connection with the solicitation of proxies by the Board of Directors (the "**Board**") and management of Genesis Land Development Corp. ("**Genesis**" or the "**Corporation**"), to be used at the Annual General Meeting (the "**Meeting**") of holders of common shares ("**Common Shares**") of the Corporation, to be held on Tuesday, June 28, 2011, at the hour of 10:00 a.m. (Mountain Daylight time), at the Sandman Hotel, 25 Hopewell Way N.E., Calgary, Alberta T3J 4V7 and at any adjournment thereof for the purposes set out in the accompanying notice of meeting (the "**Notice**").

The costs incurred in the preparation and mailing of both the instrument of proxy and this Circular will be borne by the Corporation. In addition to the use of mail, proxies may be solicited by personal interviews, personal delivery, telephone or any form of electronic communication or by directors, officers and employees of the Corporation who will not be directly compensated therefor.

In accordance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation. The record date to determine the registered shareholders entitled to receive Notice of and to vote at the Meeting is May 27, 2011 (the "Record Date").

APPOINTMENT, VOTING AND REVOCATION OF PROXIES

Appointment

The persons named (the "Management Designees") in the accompanying instrument of proxy have been selected by the Board of the Corporation and have indicated their willingness to represent as proxy the shareholder who appoints them. Any shareholder has the right to appoint a person (who need not be a shareholder) other than the Management Designees to attend and to vote and act for and on behalf of such person at the Meeting. In order to do so the shareholder may insert the name of such person in the blank space provided in the instrument of proxy, or may use another appropriate form of proxy. All instruments of proxy must be deposited with Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof. The Chairman of the Meeting may refuse to recognize any instrument of proxy received after such time.

Voting

Common Shares represented by any properly executed proxy in the accompanying form will be voted or withheld from voting on any ballot that may be called for in accordance with the instructions given by the shareholder. **In the absence of such direction, the Common Shares will be voted in favour of the matters set forth herein.**

The accompanying instrument of proxy confers discretionary authority on the Management Designees with respect to amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting. As of the date hereof, management of the Corporation is not aware of any such amendments, variations 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 judgement of management of the Corporation.

Revocation

In addition to revocation in any other manner permitted by law, a shareholder may revoke a proxy by an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing and deposited either at the registered office of the Corporation, 1900, 520 Third Avenue SW, Calgary, Alberta, T2P 0R3, at any time up to and including 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 prior to the commencement of the Meeting on the day of the Meeting or any adjournment thereof.

ADVICE TO BENEFICIAL SHAREHOLDERS

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 hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to herein as "**Beneficial Shareholders**") should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation's registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, *not* be registered in the shareholder's name. 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 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). In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co., the registration name for The Depositary Trust Company, which acts as nominee for many United States brokerage firms. Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted or withheld at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. Each Beneficial Shareholder should therefore ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their 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. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

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, a Beneficial Shareholder may attend the Meeting as proxyholder 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 proxyholder for the registered shareholder, should enter their own names 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.

All references to shareholders in this Circular and the accompanying form of proxy and Notice of Meeting are to registered shareholders unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Registered holders of Common Shares as shown on the shareholders' list prepared as of the Record Date will be entitled to vote such shares at the Meeting on the basis of one vote for each Common Share held, except to the extent that the person has transferred the ownership of any of their Common Shares after the Record Date, and the transferee of those shares produces properly endorsed share certificates, or otherwise establishes that they own the Common Shares, and demands, not later than ten (10) days before the Meeting, or shorter period before the Meeting that the by-laws of the Corporation may provide, that their name be included in the list before the Meeting, in which case the transferee is entitled to vote their Common Shares at the Meeting.

As of the Record Date, 44,468,999 of the Corporation's unlimited authorized voting Common Shares were issued and outstanding. The Corporation is also authorized to issue an unlimited number of preferred shares, none of which are issued. In addition, there are 2,024,384 Common Shares issuable upon exercise of previously granted stock options.

The By-laws of the Corporation provide that a quorum of shareholders is present at a meeting of shareholders if at least two persons are present in person, each being a shareholder entitled to vote thereat or a duly appointed proxy, and who hold or represent by proxy in the aggregate not less than five percent (5%) of the outstanding Common Shares entitled to be voted at the meeting.

To the knowledge of the Corporation's directors and executive officers, and as of the date hereof, no person beneficially owns, or controls or directs, directly or indirectly, more than 10% of the voting rights attached to all outstanding Common Shares, other than as set forth below.

Name	Number of Common Shares	Percentage of Issued Common Shares
Gobi Singh Calgary, Alberta	7,020,680[(1)]	15.8%
Bruce Mitchell Ottawa, Ontario	5,060,599	11.4%

Notes:
(1) Does not include 2,386,971 (5.4%) Common Shares beneficially owned by Mr. Singh's spouse, Meena Kular.
(2) The information as to the Common Shares beneficially owned, not being within the knowledge of the Corporation, has been provided by the insiders or is based on information filed on SEDI.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Compensation Discussion and Analysis

Overview and Objectives

The Corporation has a Compensation Committee, whose mandate includes the review and setting of executive compensation. The Compensation Committee, in arriving at its compensation decisions, considers the long-term interest of the Corporation and its stakeholders, and its historical and current stage of development. Based on these considerations, compensation is designed, reviewed and adjusted using performance enhancement as the major goal. The Compensation Committee makes specific recommendations to the Board of the Corporation with respect to compensation paid to its executive officers.

The objectives of the Corporation's executive compensation program are twofold, namely: (i) to enable the Corporation to attract and retain highly qualified and experienced individuals to serve as officers; and (ii) to align the compensation levels available to the officers to the successful implementation of the Corporation's strategic plans.

Elements of the Compensation Process

The Chief Executive Officer and management recommends to the Compensation Committee the individual annual base salaries and bonuses for each executive officer. Management compares the base salary and benefits for each employee against industry comparable positions and annually recommends adjustments to the Compensation Committee. The Compensation Committee takes these recommendations into consideration when making final decisions on compensation for those executive officers. Compensation decisions regarding the Chief Executive Officer are made entirely by the Compensation Committee.

The Compensation Committee strives to find a balance among current versus long-term compensation and cash versus equity incentive compensation. Cash payments primarily reward recent performance and equity incentive rewards encourage executive officers to continue to deliver results over a longer period of time and serve as a retention tool.

The Compensation Committee does not use formulas in determining the amount and mix of compensation. The Compensation Committee evaluates a broad range of both quantitative and qualitative factors including reliability in delivering financial and growth targets, a track record of integrity, good judgment, the vision and ability to create further growth and the ability to lead others. The evaluation of an executive officer's performance against his stated objectives will play an important role in awarding the discretionary annual cash bonus and also contribute to a determination of overall compensation. For annual long-term incentive awards, the Compensation Committee primarily considers an executive officer's potential for future successful performance and leadership as part of the executive management team, taking into account past performances as a key indicator.

The compensation of the Chief Executive Officer, executive officers and management of competitors is considered, to the extent publicly available, in determining compensation.

Components of Compensation

The Corporation's executive compensation program consists of a combination of the following significant elements, namely: base salary, the payment of bonuses where appropriate under the Bonus Plan (as hereinafter defined) and participation in the Option Plan (as hereinafter defined). Extended health care, dental and insurance benefits are provided to all employees, including the Named Executive Officers, as such term is hereinafter defined. The elements of the Corporation's compensation program are designed to attract and retain highly qualified people and to align their interest with those of the shareholders of the Corporation and the Corporation chooses to pay these elements to maintain a competitive position in the marketplace. The maximization of shareholder value is encouraged by making long-term equity incentives a major component of the compensation regime, particularly for the Chief Executive Officer.

Bonus Plan

All regular full-time employees of the Corporation, including the Named Executive Officers, are eligible to participate in the bonus plan of the Corporation (the "**Bonus Plan**") designed to provide an increased incentive to create value. The combined salary and incentive bonus under the Bonus Plan are intended to bring the compensation level of the employee to an above median salary level for companies that operate in the same regions. All incentive bonuses are discretionary; such bonuses reward individuals for creating value that may not be realized for several years (which is characteristic of real estate companies which have longer earnings cycles and tailor payment amounts based on individual performance).

Option Plan

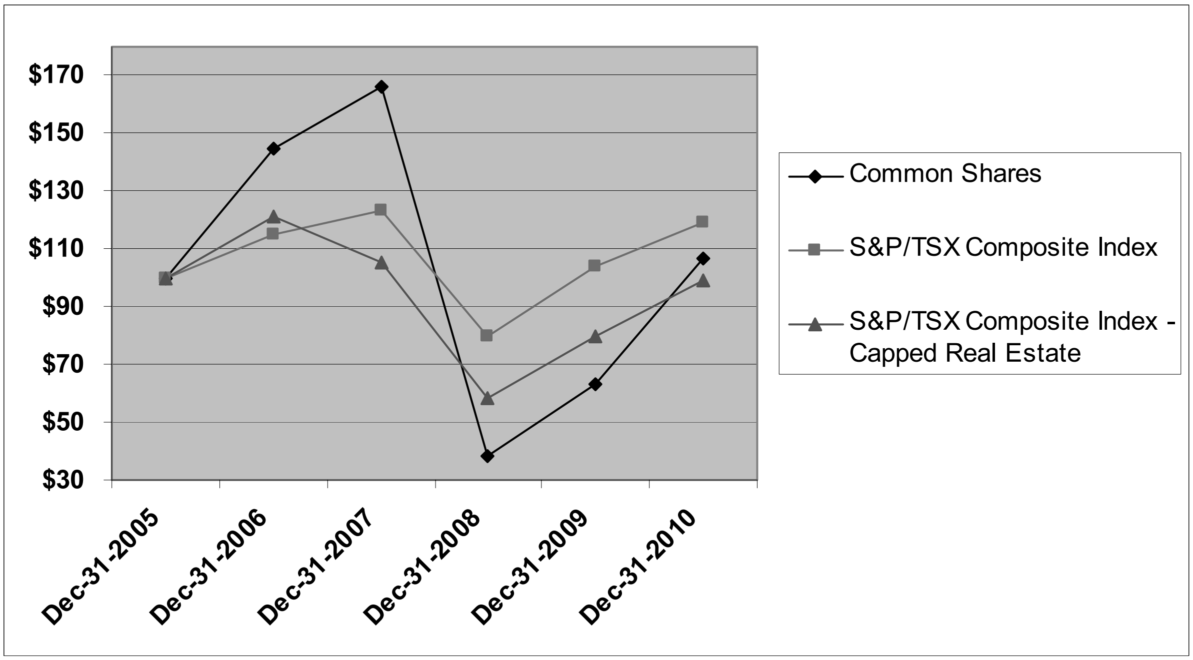
The stock option plan (the "**Option Plan**") of the Corporation was approved by the shareholders of the Corporation effective May 31, 2007 and ratified by shareholders on June 29, 2010. The Option Plan permits the granting of options ("**Options**") to purchase Common Shares to the Corporation's employees, officers, directors and consultants for the purpose of developing the interest of the participants in the growth and development of the Corporation and to better enable the Corporation to attract and retain persons of desired experience and ability. The Option Plan provides that the Board may determine the exercise price of the Option provided that the exercise price must not be less than the market price, which means, when the Common Shares are trading on an exchange, the closing price of the Common Shares on the principal stock exchange on which they are traded on the last business day preceding the grant of the Option, and may not be less than that permitted by the Toronto Stock Exchange ("**TSX**"). Substantially all of the Options have been granted so as to vest over 36 months from the date of grant. The Option Plan provides that the Board may, in its sole discretion and without further approval of the shareholders of the Corporation, amend, suspend, terminate or discontinue the Option Plan and may amend the terms and conditions of Options granted under the Option Plan (including the exercise price of the Options, the expiry date of the Options and the termination provisions of the Options), subject to any required approval of any regulatory authority or the TSX. Disinterested shareholder approval will be required for any reduction in the exercise price or the expiry date of Options granted to insiders of the Corporation. The approval of the shareholders of the Corporation will be required for amendments to the Option Plan which amend the number of Common Shares issuable pursuant to Options issued thereunder, which add any form of financial assistance by the Corporation for the exercise of an Option or which change the class of participants which may broaden or increase participation by insiders of the Corporation. Participation in the Option Plan is voluntary. Options granted under the Option Plan will be for a term of no longer than five years. The interest of any optionee under the Option Plan is not transferable or alienable by the optionee either by assignment or in any manner. The Option Plan provides the following: (i) if any optionee ceases to be a participant as a result of permanent physical or mental disability or death, then, to the extent vested, Options may be exercised for a period of one year thereafter; (ii) if an optionee ceases to be a participant for reasons other than permanent physical or mental disability or death and is terminated without notice or entitlement to notice or compensation in lieu thereof, the optionee may exercise the Options, to the extent they have vested as of the date of ceasing to be a participant; (iii) if the optionee ceases to be a participant for any reasons other than as described above, the optionee may exercise the Options, to the extent they have vested, when reasonable notice has been given, on the date the optionee ceases to be a participant and when compensation is paid in lieu of notice, for 21 days after the date the optionee ceases to be a participant. The Option Plan provides for the extension of the expiry date of any Option, which would otherwise expire during a "black-out period" for ten (10) business days from the date that any "black-out period" ends. In the event of any change in the Common Shares through subdivision, consolidation, reclassification, amalgamation, merger or otherwise or in the event of any other change in the Common Shares, the Board may proportionately adjust the number of Common Shares that may be issued under existing Option agreements. In the event of a change of control, all unexercised and unvested outstanding Options shall immediately vest and be exercisable, but may only be purchased for tender to the subject transaction. If the subject transaction is not completed, any Common Shares issued and tendered pursuant to the transaction shall be deemed to be cancelled and returned to treasury. Each participant may exercise a put right to require the Corporation to purchase all or part of the then vested Options which it may hold, provided, however, that the Corporation may at its sole discretion decline to accept and accordingly, have no obligations with respect to the exercise of the put right from time to time. The Corporation will purchase such options at a price equal to the excess of the closing price of the Common Shares on the principal stock exchange on which they are traded on the date of receipt of the put notice by the Corporation over the exercise price for each Option being purchased under the put or such other amount as may be agreed to by the Optionee and the Corporation.

The Option Plan currently provides that no more than 4,446,900 Common Shares (which is equal to 10% of the currently issued and outstanding Common Shares) may be reserved for issuance upon the exercise of Options granted pursuant to the Option Plan. Of the 4,446,900 Common Shares which may be reserved for issuance upon the exercise of Options, 2,024,384 (which is equal to approximately 4.6% of the issued and outstanding Common Shares) are subject to currently issued and outstanding Options and 2,422,516 (which is equal to approximately 5.4% of the issued and outstanding Common Shares) are currently available for future grants of Options. Since June 29, 2010, 165,990 Options (which is equal to approximately 0.37% of the issued and outstanding Common Shares) have been exercised. The Option Plan is an "evergreen plan" such that all exercised or cancelled Options become available again for future grant. The aggregate number of Common Shares issuable under the Option Plan and under any other security based compensation arrangement, if any, and: (i) issued to insiders, within any one year period, shall not exceed ten (10%) percent of the issued and outstanding Common Shares; and (ii) issuable to Insiders, shall not exceed ten (10%) percent of the issued and outstanding Common Shares.

Named Executive Officers (as such term is hereinafter defined) and other individuals are granted Options based upon the following guidelines: (a) while the Board may consider and grant Options at any time, they will normally be considered and granted bi-annually at the Board's meeting in the 4th Quarter; (b) the President and Chief Executive Officer will recommend to the Board the quantity of Options that are to be considered for grant for each manager and Named Executive Officer; (c) Options granted will generally expire after 5 years from the date of grant, with vesting occurring annually over 3 years or such other period as may be determined; (d) Options may be offered to employees to reflect increased responsibility or special recognition; (e) a grant of Options is generally based upon level of responsibility and authority, skills required for position, influence of individual on financial results, share appreciation and loyalty and seniority of the individual; and (f) previous grants of Options are not taken into account when considering new grants.

Performance Graph

The following graph compares the yearly percentage change in the cumulative shareholder return over the last five years of the Common Shares (assuming a $100 investment was made on December 31, 2005) and the cumulative total return of the S&P/TSX Composite Index and the S&P/TSX Capped Real Estate.



	Dec 31, 2005	Dec 31, 2006	Dec 31, 2007	Dec 31, 2008	Dec 31, 2009	Dec 31, 2010
Common Shares	$100	$145	$166	$38	$63	$107
S&P/TSX Composite Index	$100	$115	$123	$80	$104	$119
S&P/TSX Composite Index – Capped Real Estate	$100	$121	$105	$58	$80	$99

When the Compensation Committee and the Board determines overall compensation, it considers a number of factors and performance elements. Although total shareholder return is one performance measure that is reviewed, it is not the only consideration. As a result, a direct correlation between total shareholder return over a given period and executive compensation levels is not anticipated.

Share Based Compensation & Non-equity Incentive Plan Compensation

The Corporation has not at any time granted any share-based compensation nor has it provided any awards pursuant to a non-equity incentive plan, other than those awards granted pursuant to the Bonus Plan.

Benefit, Pension, Retirement, Deferred Compensation and Actuarial Plans

The Corporation currently has no defined benefit, pension, retirement, deferred compensation or actuarial plans for its Named Executive Officers or directors of the Corporation.

Compensation of Named Executive Officers

Securities legislation requires the disclosure of compensation received by each "Named Executive Officer" of the Corporation for the most recently completed financial year. Securities Legislation defines "Named Executive Officer" to mean each of the following individuals, namely: (i) the Chief Executive Officer of the Corporation; (ii) the Chief Financial Officer of the Corporation; (iii) each of the Corporation's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000 for that financial year; and (iv) each individual who would be a "Named Executive Officer" under (iii) above but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of the most recently completed financial year-end.

During the Corporation's most recently completed financial year, the Corporation had three Named Executive Officers, namely Gobi Singh, Simon Fletcher and Jeff Blair.

The following table provides a summary of all compensation for the last three (3) financial years ended December 31, 2010 paid to the Named Executive Officers of the Corporation.

Name and principal position	Year(1)	Salary ($)	Option Based awards ($)	Annual incentive plan ($)	All other Compensation(3) ($)	Total Compensation(4) ($)
Gobi Singh, President	2010	400,000	Nil	150,000(10)	Nil	550,000
and Chief Executive	2009	400,000	187,445	50,000(8)	Nil	637,445
Officer(5) (7)	2008	400,000	Nil	Nil(2)	Nil	400,000
Simon Fletcher,	2010	132,500	Nil	40,000	Nil	172,500
Chief Financial	2009	117,010	39,364	15,000(8)	Nil	171,374
Officer(6)						
Jeff Blair	2010	123,853	Nil	40,000	Nil	163,853
Chief Operating	2009	107,110	93,722	20,000	Nil	220,832
Officer(9)						

Notes:

(1) In accordance with applicable securities laws, the Corporation is not required to disclose comparative period disclosure in respect of a financial year ending before December 31, 2008.

(2) No bonuses were declared or vested in 2008 and therefore no bonus payments were made in respect of the financial year ended December 31, 2008.

(3) The value of perquisites received by each of the Named Executive Officers, including property or other personal benefits provided to the Named Executive Officers that are not generally available to all employees, were not in the aggregate greater than $50,000 or 10% of the Named Executive Officers total salary for the financial year.

(4) Represents the aggregate of Salary, Option-based awards, Annual incentive plan and all other compensation.

(5) Mr. Singh is also a director of the Corporation. He received no compensation in consideration of acting as a director.

(6) Mr. Simon Fletcher was appointed Chief Financial officer of the Corporation on October 2, 2009

(7) Gobi Singh was the President and Chief Executive Officer of the Corporation from December 2, 1997 to April 24, 2009. Mr. Singh was re-appointed as President and Chief Executive Officer of the Corporation on May 21, 2009.

(8) Pursuant to the Bonus Plan, these amounts vested in 2009 and were paid out to the Named Executive Officers in 2010.

(9) Mr. Blair was appointed Chief Operating Officer of the Corporation on December 9, 2009.

(10) Pursuant to the Bonus Plan, these amounts vested in 2010 and were paid out to the Named Executive Officers in 2011.

Outstanding Option-Based Awards

The following table sets forth information in respect of Option-based awards outstanding at the end of the financial year ended December 31, 2010 held by the Named Executive Officers of the Corporation.

Name	Number of securities underlying unexercised Options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money Options(1)(2) ($)
Gobi Singh	200,000	2.01	December 10, 2014	268,000

Name	Number of securities underlying unexercised Options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money Options(1)(2) ($)
Simon Fletcher	15,000	9.41	May 22, 2012	Nil
	15,000	8.16	May 22, 2012	Nil
	15,000	6.91	May 22, 2012	Nil
	15,000	3.49	August 29, 2013	Nil
	42,000	2.01	December 10, 2014	56,280
Jeff Blair	35,000	4.40	January 17, 2012	Nil
	50,000	3.25	August 14, 2013	5,000
	35,000	3.18	January 3, 2011	5,950
	100,000	2.01	December 10, 2014	134,000

Notes:
(1) Based on the closing price of the Common Shares on December 31, 2010 of $3.35 being the last day the Common Shares traded on the TSX during the financial year ended December 31, 2010.
(2) Calculated based on the difference between the market price of the Common Shares underlying the Options and the exercise price of the Options.

Option-based Awards – Value Vested During the Year

The following table sets forth information in respect of the value vested during the Corporation's financial year ended December 31, 2010, in respect of Option-based awards for the Named Executive Officers of the Corporation.

Name	Option-based awards – Value vested during the year(1) ($)
Gobi Singh	86,000
Simon Fletcher	18,000
Jeff Blair	43,000

Note:
(1) Calculated based on the difference between the market price of the Common Shares underlying the Options pay at the vesting date and the exercise price of the Option.

Termination and Change of Control Benefits

Other than as set forth herein, there is no contract, agreement, plan or arrangement between the Corporation and a Named Executive Officer that provides for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in a Named Executive Officer's responsibilities.

Employment Agreements

Gobi Singh

On May 21, 2009, the Board re-appointed Mr. Singh as the President and Chief Executive Officer. The Corporation entered into an employment agreement (the "**Employment Agreement**") approved by the Board on November 16, 2009, effective June 24, 2009 with respect to his employment as the President and Chief Executive Officer of the Corporation. The following provides a description of the Employment Agreement.

Pursuant to the Employment Agreement, Mr. Singh is entitled to: (i) participate in any bonus or incentive compensation plans as are made available by senior management including the stock option plan; (ii) participate in all benefit plans of the Corporation; (iii) have paid or reimbursed all reasonable travelling and other out-of pocket expenses incurred in connection with his employment; (iv) eight weeks of vacation per annum at a time(s) mutually agreeable to Mr. Singh and the Corporation; and (v) parking. The base salary and compensation related to bonus and stock options may be increased by the compensation committee of the Corporation upon its annual review of same. Vacation entitlements shall be reviewed annually by the compensation committee of the Corporation.

Pursuant to the terms of the Employment Agreement, the employment contemplated thereunder may (and in the case of (c) hereinafter, shall) be terminated, at any time, in the following manner and in the following circumstances:

(a) by Mr. Singh, by providing 90 days written notice of resignation to the Corporation (the "**Notice of Resignation Period**"), in which case the agreement and Mr. Singh's employment shall terminate at the end of the Notice of Resignation Period. The Corporation may waive the Notice of Resignation Period, in whole or in part;

(b) by the Corporation, for cause, in which case the agreement and Mr. Singh's employment shall terminate immediately upon receipt of a written notice by Mr. Singh from the Corporation setting out the cause for termination;

(c) automatically without further notice, upon the death of Mr. Singh, in which case Mr. Singh's employment and the agreement shall terminate on the date of Mr. Singh's death;

(d) by the Corporation, in the event of a material violation of the agreement (other than one constituting cause) by Mr. Singh where such violation has not been cured within 90 working days following receipt of written notice thereof by Mr. Singh from the Corporation;

(e) by the Corporation, without cause and other than for the circumstances as set forth in (c) or (d) of this paragraph, in which case the agreement and Mr. Singh's employment shall terminate immediately upon receipt by Mr. Singh of a written notice of termination from the Corporation; or

(f) by Mr. Singh, within 30 days of the occurrence of any event constituting Good Reason, as such term is hereinafter defined, in which case the agreement and Mr. Singh's employment shall terminate immediately upon receipt by the Corporation of a written notice of termination by Mr. Singh. For the purposes of the Employment Agreement, "Good Reason" means any of the following: (i) without the express written consent of Mr. Singh, any change or series of changes in the responsibilities, authority, status or reporting relationship of Mr. Singh with the Corporation such that immediately after such change or series of changes, the responsibilities, authority, status or reporting relationship of Mr. Singh, taken as a whole, are not at least substantially equivalent to those assigned to Mr. Singh immediately prior to such change or series of changes, excluding for this purpose an isolated and inadvertent action not taken in bad faith and which is remedied by the Corporation promptly after receipt of notice thereof given by Mr. Singh; or (ii) a reduction by the Corporation in Mr. Singh's annual base salary (which shall be no less than $400,000 under the terms of the agreement); or (iii) the taking of any action by the Corporation which would materially adversely affect Mr. Singh's participation in or materially reduce Mr. Singh's incentive compensation, pension, stock option, life insurance, health, accident, disability benefits or other benefit plans in which Mr. Singh is participating; or (iv) any material breach or non-observance by the Corporation of any material provision of the agreement which is not cured by the Corporation within 30 days following written notice from Mr. Singh; or (v) any requirement by the Corporation that Mr. Singh's principal office be relocated to a location which is more than 25 kilometres from his then current location.

In the event Mr. Singh's employment is terminated pursuant to the previous paragraph, Mr. Singh shall be entitled to the following compensation and benefits upon termination from the Corporation (in brackets following a description of the compensation and benefits is the estimated payments, payables and benefits (excluding the monetary value of any perquisites and other personal benefits (as same are less than $50,000 in each of the following scenarios)) that are trigged by, or result from each event described in the previous paragraph, as if the event took place on December 31, 2010):

(a) should the Corporation waive the Notice of Resignation Period, in whole or in part, pursuant to (a) of the preceding paragraph directly above, Mr. Singh shall be entitled to: (i) payment of Mr. Singh's base salary for the period from the effective date of the waiver of the Notice of Resignation Period to the end of the

Notice of Resignation Period; (ii) continued health and welfare insurance benefits coverage in which Mr. Singh was participating at the effective date of the waiver of the Notice of Resignation Period for the period ending the last day of the Notice of Resignation Period; (iii) the value of the pro-rated vacation leave with pay for that portion of the calendar year up to the end of the Notice of Resignation Period and any vacation from previous years carried forward in accordance with the agreement, to the extent Mr. Singh's accrued vacation entitlement has not been used by him at the time of resignation; and (iv) any accrued but unpaid business expenses at the effective date of the waiver of the Notice of Resignation Period required to be reimbursed under the Agreement. Assuming that the ninety day notice period was waived by the Corporation, a payment of approximately $180,513 would be required to be made by pursuant to this sub-paragraph;

(b) should the agreement be terminated pursuant to (a), (b), or (d) of the preceding paragraph directly above, Mr. Singh shall be entitled to payment of his base salary earned up to the date of termination plus an amount equal to the sum of: (i) the value of the pro-rated vacation leave with pay for that portion of the calendar year in which the employment of Mr. Singh under the agreement is terminated that Mr. Singh was employed and any vacation from previous years carried forward in accordance the Agreement, to the extent Mr. Singh's accrued vacation entitlement has not been used by him at the time of termination; and (ii) any accrued but unpaid business expenses at the date of termination required to be reimbursed under the agreement. A payment of approximately $66,475 would be required to be made by the Corporation pursuant to this sub-paragraph;

(c) should the agreement be terminated pursuant to (c) of the paragraph directly above, Mr. Singh shall be entitled to: (i) payment of his base salary earned up to the date of termination; (ii) a bonus for that portion of the year in which Mr. Singh was employed; (iii) any accrued but unpaid expenses at the date of termination required to be reimbursed under the agreement; and (iv) the value of the pro-rated vacation leave with pay for that portion of the calendar year in which the employment of Mr. Singh under the agreement was terminated that Mr. Singh was employed and any vacation from previous years carried forward in accordance with the agreement, to the extent Mr. Singh's accrued vacation entitlement has not been used by him at the time of termination. The amount of the bonus payable shall be calculated as follows: the product of (X) the average bonus paid to Mr. Singh for the three fiscal years prior to the fiscal year in which his employment is terminated divided by 12, and (Y) the number of months Mr. Singh was employed in the fiscal year in which his employment is terminated. A payment of approximately $133,142 would be required to be made by the Corporation pursuant to this sub-paragraph; and

(d) should the agreement be terminated pursuant to (e) or (f) of the preceding paragraph directly above, the Corporation's obligations shall be to: (i) pay to Mr. Singh (A) any accrued but unpaid base salary for services rendered to the date of termination, (B) a bonus for that portion of the year in which Mr. Singh was employed, (C) any accrued but unpaid expenses at the date of termination required to be reimbursed under the agreement, and (D) the value of the pro-rated vacation leave with pay for that portion of the calendar year in which the employment of Mr. Singh under the agreement is terminated that Mr. Singh was employed and any vacation from previous years carried forward in accordance with the agreement, to the extent Mr. Singh's accrued vacation entitlement has not been used by him at the time of termination. The amount of the bonus payable shall be calculated as follows: the product of (X) the average bonus paid to Mr. Singh for the three fiscal years prior to the fiscal year in which his employment is terminated divided by 12, and (Y) the number of months Mr. Singh was employed in the fiscal year in which his employment is terminated; (ii) pay to Mr. Singh an amount equal to 24 months (the "**Notice Period**") of his base salary as at the date of termination. Payment of Mr. Singh's base salary during the Notice Period shall be made by lump sum within seven days of the date of termination; (iii) pay to Mr. Singh an amount in lieu of the value of any annual bonus Mr. Singh would have earned had he been employed for the length of the Notice Period. Such amount shall be paid at the end of the Notice Period and shall be calculated as follows: the product of (X) the average fiscal year end bonus paid to Mr. Singh for the three fiscal years prior to the fiscal year in which his employment is terminated divided by 12, and (Y) the number of months in the Notice Period; (iv) continue Mr. Singh's participation in the health and welfare benefit plans in which Mr. Singh was participating at the date of termination, until the end of the Notice Period. The Corporation's obligation hereunder is conditional on Mr. Singh continuing to pay his share of the premiums; (v) pay to Mr. Singh an amount equal to cost to the Corporation of providing the parking for the Notice Period; and (vi) continue Mr. Singh's entitlements in accordance with the terms of any stock option plans in which he participated at the date of termination. A payment of approximately $1,066,476 would be required to be made by the Corporation to this sub-paragraph.

Immediately upon a Change of Control, as such term is hereinafter defined, the Corporation is required to:

(a) pay to Mr. Singh: (i) any accrued but unpaid base salary for services rendered to the date of termination; (ii) a bonus for that portion of the year in which Mr. Singh was employed; (iii) any accrued but unpaid expenses at the date of termination required to be reimbursed under the Agreement; and (iv) the value of the pro-rated vacation leave with pay for that portion of the calendar year in which the employment of Mr. Singh hereunder is terminated that Mr. Singh was actively employed and any vacation from previous years carried forward in accordance with the agreement, to the extent Mr. Singh's accrued vacation entitlement has not been used by him at the time of termination. The amount of the bonus payable under shall be calculated as follows: the product of (A) the average bonus paid to Mr. Singh for the three fiscal years prior to the fiscal year in which his employment is terminated divided by twelve, and (B) the number of months Mr. Singh was employed in the fiscal year in which his employment is terminated. A payment of approximately $133,142 would be required to be made by the Corporation pursuant to this sub-paragraph; and

(b) pay to Mr. Singh those amounts and provide the benefits referenced in (a) of the previous paragraph, calculated as if the Notice Period was thirty-six months (the "**Change of Control Notice Period**") rather than twenty-four months. A payment of approximately $1,533,143 would be required to be made by the Corporation pursuant to this sub-paragraph.

For the purposes of the Employment Agreement, "**Change of Control**" means: any sale, reorganization, amalgamation, merger or other transaction as a result of which an entity or group of entities acting jointly or in concert (whether by means of a shareholder agreement or otherwise) or entities associated or affiliated with any such entity or group within the meaning of the *Business Corporations Act* (Alberta), other than Mr. Singh and his associates becomes the owner, legal or beneficial, directly or indirectly, of fifty (50%) percent or more of the shares of the Corporation or exercises control or direction over fifty (50%) percent or more of the shares of the Corporation; or a sale, lease or other disposition of all or substantially all of the property or assets of the Corporation; or a change in the composition of the Board which occurs at a single meeting of the shareholders of the Corporation or upon the execution of a shareholder's resolution, such that individuals who are members of the Board immediately prior to such meeting or resolution cease to constitute a majority of the Board, without the Board, as constituted immediately prior to such meeting or resolution, having approved of such change; or the Executive involuntarily ceasing to be a member of the Board.

Pursuant to the terms of the Employment Agreement, he is not required to mitigate the amount of any payments or entitlements to any benefits provided for under the agreement with respect to termination by seeking other employment nor shall any payment or benefit provided for in such sections be reduced by any compensation or remuneration and/or benefits earned by the executive as a result of employment by another employer or the rendering of services after the date of termination.

Pursuant to the Employment Agreement, he has agreed that during the term of the agreement, and for a period of two years following the termination thereof, to keep certain information that he has obtained during his employment confidential and he has further agreed that during the term of his employment and for a period of twelve months thereafter not to become a principal, director or officer of any entity or have a financial interest in any entity that is otherwise commercially involved in the Corporation's business within 25 kilometres of operating area of the Corporation (provided that he may hold for portfolio purposes and as a passive investor, no more than 5% of the issued and outstanding shares of any body corporate which is listed on any recognized stock exchange). In addition, Mr. Singh has agreed that he shall not, during the term of the agreement and for a period of one year following termination, for any reason, solicit the business of certain customers of the Corporation or solicit or otherwise entice away from the employment or engagement of the Corporation, any individual who is employed or engaged by the Corporation.

Simon Fletcher

Simon Fletcher, the Chief Financial Officer of the Corporation, entered into an employment agreement effective October 2, 2009 with the Corporation. Pursuant to the agreement, either party may at any time, by written notice to the other, terminate the agreement for cause which termination shall be effective upon delivery of written notice to such effect. The Corporation shall pay all salary and benefits earned by Mr. Fletcher to the date of termination for cause but shall not be obligated to pay any other amounts except as provided in the agreement. In the event the Corporation terminates the agreement for any reason other than cause, the Corporation shall pay to Mr. Fletcher, within 7 business days after the date of termination an amount equal to: (a) the aggregate of one half of his then current annual salary and the bonus paid to him, if any, in respect of the most recently completed financial year, plus (b) the aggregate of all employee benefits which would have been available to Mr. Fletcher for a period of 6 months from the effective date of the termination. A payment of approximately $98,393 would be required to be made by the Corporation pursuant to this paragraph.

Jeff Blair

Jeff Blair, the Chief Operating Officer of the Corporation, entered into an employment agreement effective December 9, 2009 with the Corporation. Pursuant to the agreement, either party may, at any time, by written notice to the other, terminate the agreement for cause which termination shall be effective upon delivery of written notice to such effect. The Corporation shall pay all salary and benefits earned by Mr. Blair to the date of termination for cause but shall not be obligated to pay any other amounts except as provided in the agreement. In the event the Corporation terminates the agreement for any reason other than cause, the Corporation shall pay to Mr. Blair within 7 business days after the date of termination an amount equal to: (a) the present worth of all salary which would have been available to Mr. Blair for a period of 12 months from the effective date of the termination. A payment of approximately $156,000 would be required to be made by the Corporation pursuant to this paragraph.

The Option Plan

The Option Plan provides that if an Offer (as such term is hereinafter defined) is made which, if successful, would result in a COC (as such term is hereinafter defined), then all unexercised and unvested outstanding Options shall immediately vest and become exercisable by the holders, notwithstanding any other vesting provisions in the Option Plan or in an agreement providing for the Option, as to all or any of the Common Shares in respect of which such Options have not previously been exercised, but such shares may only be purchased for tender pursuant to such Offer. If for any reason such Common Shares are not taken up and paid for by the offeror pursuant to the Offer, any such Common Shares so purchased by an optionee shall be deemed to be cancelled and returned to the treasury of the Corporation, shall be added back to the number of Common Shares remaining available under the Option Plan and, upon presentation to the Corporation of share certificates representing such Common Shares properly endorsed for transfer back to the Corporation, the Corporation shall refund to the participant all consideration paid for such Common Shares and, in such event, the participant shall thereafter continue to hold the same number of unexercised and unvested outstanding Options on the same terms and conditions, including the exercise price thereof, as were applicable thereto immediately prior to time the subject Offer was made.

For the purposes of the Option Plan, “Offer” means an offer made generally to the holders of the Common Shares in one or more jurisdictions to acquire, directly or indirectly, Common Shares and which is the nature of a “takeover bid” as defined under the Securities Act (Alberta) and where the Common Shares are listed and posted for trading on a stock exchange, not exempt from the formal bid requirements of the *Securities Act* (Alberta). For the purposes of the Option Plan, “COC” means the purchase or acquisition of Common Shares and/or securities convertible into or exchangeable or exercisable for Common Shares as a result of which a person, group of persons or persons acting jointly or in concert, or persons who are Associates of or affiliated with, within the meaning of the *Securities Act* (Alberta), any such person, group or persons or any of such persons acting jointly or in concert, beneficially owns or exercises control or direction over Common Shares and/or securities convertible into or exchangeable or exercisable for Common Shares such that, assuming the conversion, exercise or exchange of all such securities, would entitle such person, group of persons or person acting jointly or in concert to cast 50% plus one of the votes attaching to all Common Shares, excluding, however, a purchase or acquisition of Common Shares in connection with a reverse take-over as defined in the policies of any stock exchanges upon which the Common Shares are listed and posted for trading, and provided that the beneficial ownership by or exercise or control or direction over securities by shareholders of the Corporation as at the date of the Option Plan shall not constitute or be counted towards a Change of Control.

Estimated Incremental Payments and Benefits as of December 31, 2010

The following table sets forth the estimated incremental payments and benefits that would be received by the Named Executive Officers following a termination without cause or a change of control, in each case had such events occurred on December 31, 2010, and assuming the payment of severance in lieu of notice.

Name and Principle Position	Base Salary[(1)] ($)	Option Plan[(2)] ($)	Total ($)
Gobi Singh, President and Chief Executive Officer	1,200,000	268,000	1,468,000
Simon Fletcher, Chief Financial Officer	78,000	56,280	134,280
Jeff Blair, Chief Operating Officer	156,000	144,950	300,950

Note:

(1) Represents the Named Executive Officer's base salary for the Termination Period.

(2) The amounts presented are calculated based on the differences between the closing price of the Common Shares on the TSX on December 31, 2010 being the last day the Common Shares traded during the year ended December 31, 2010 ($3.35), and the exercise price of such options that were not vested but would vest if an Offer was made.

Compensation of Directors

Director Compensation Table

The following table sets out the compensation provided to directors of the Corporation in connection with the services rendered by them for the financial year ended December 31, 2010.

Name[(1)]	Fees Earned ($)	Option Based Awards ($)	All Other Compensation	Total $
Doug N. Baker[(2)]	57,343	134,828	Nil	192,171
Yazdi J. Bharucha[(5)]	5,000	117,840	Nil	122,840
Elias Foscolos[(3)]	38,750	134,828	Nil	173,578
Steven J. Glover[(5)]	5,000	117,840	Nil	122,840
Akhil K. Manro	76,000	134,828	Nil	210,828
Mark W. Mitchell[(3)]	32,500	134,828	Nil	167,328
Kevin D. Reed[(4)]	96,417	134,828	Nil	231,245
Keith E. Ferrel[(4)]	67,250	134,828	Nil	202,078

Notes:

(1) Information for Gobi Singh, the President, Chief Executive Officer and a director of the Corporation is provided under "*Compensation of Named Executive Officers*".

(2) Mr. Doug N. Baker was appointed to the Board on May 27, 2010.

(3) Messrs. Foscolos and Mitchell were appointed to the Board on June 29, 2010.

(4) Messrs. Reed and Ferrel resigned as directors of the Corporation on October 15, 2010.

(5) Messrs. Glover and Bharucha were appointed to the Board on November 18, 2010.

Outstanding Option-Based Awards

The following table sets forth information in respect of Option-based awards outstanding at the end of the financial year ended December 31, 2010 held by the directors.

Name[(1)]	**Number of securities underlying unexercised Options (#)**	**Option exercise price ($)**	**Option expiration date at Year End**	**Value of unexercised in-the-money Options**[(2)(3)] **($)**
Doug N. Baker	75,000	3.62	August 18, 2015	-
Yazdi J. Bharucha	75,000	3.27	November 18, 2015	6,000
Elias Foscolos	50,000	3.62	August 18, 2015	-
Steven J. Glover	75,000	3.27	November 18, 2015	6,000
Akhil K. Manro	50,000 75,000	1.17 3.62	May 25, 2014 August 18, 2015	109,000 -
Mark W. Mitchell	75,000	3.62	August 18, 2015	-
Kevin D. Reed	Nil	N/A	N/A	N/A
Keith E. Ferrel	Nil	N/A	N/A	N/A

Notes:

(1) Information for Gobi Singh, the President, Chief Executive Officer and a director of the Corporation is provided under *"Compensation of Named Executive Officers"*.

(2) Based on the closing price of the Common Shares on December 31, 2010 of $3.35, being the last day the Common Shares traded on the TSX during the year ended December 31, 2010.

(3) Based on the difference between the market price of the Common Shares underlying the Options at December 31, 2010 and the exercise price of the Options.

Option-based Awards – Value Vested During the Year

The following table sets forth information in respect of the value vested during the Corporation's financial year ended December 31, 2010, in respect of Option-based awards for the directors of the Corporation.

Name[(1)]	**Option-based awards – Value vested during the year**[(2)] **($)**
Doug N. Baker	1,250
Yazdi J. Bharucha	-
Elias Foscolos	1,250
Steven J. Glover	-
Akhil K. Manro	68,500
Mark W. Mitchell	1,250
Kevin D. Reed	68,500
Keith E. Ferrel	68,500

Notes:

(1) Compensation information for Gobi Singh, the President, Chief Executive Officer and a director of the Corporation is provided under the heading "*Compensation of Named Executive Officers*".

(2) Calculated based on the difference between the market price of the Common Shares underlying the Options at the vesting date and the exercise price of the Option.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the Corporation's compensation plans under which equity securities are authorized for issuance as at December 31, 2010.

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
The Option Plan	2,262,934	$3.73	2,175,011
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	2,262,934	$3.73	2,175,011

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, employee, former director, former executive officer or former employee of the Corporation or its subsidiaries, or any associate or affiliate of the foregoing, have been indebted at any time since the beginning of the most recently completed financial year of the Corporation to the Corporation. None of the persons described in the preceding sentence were at any time since the beginning of the most recently completed financial year of the Corporation indebted to another entity to which the indebtedness was the subject of a guarantee, "support agreement", letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

For the purposes of the above, "support agreement" includes, but is not limited to, an agreement to provide assistance in the maintenance or servicing of any indebtedness and an agreement to provide compensation for the purpose of maintaining or servicing any indebtedness of the borrower.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth herein, the Corporation is not aware of any material interest, direct or indirect, of any "informed person" of the Corporation, any proposed director of the Corporation or any associate or affiliate of any "informed person" or proposed director, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

For the purposes of the above, "informed person" means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation after having purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

On April 16, 2009, the Corporation entered into a mortgage loan agreement in the amount of $5,100,000 (the "**Loan**") with a group of lenders. The Loan bears interest of 14.5% per annum from the first advance to April 1, 2010 and interest of 19.5% per annum thereafter, with principal and any accrued/unpaid interest due on or before May 1, 2010. The Loan is syndicated and is administered by a third party company. The Loan is secured by land held for future development with a carrying value of $20,733,000. The sum of $3,000,000 of this Loan was advanced by Hillsboro Venture Inc. of 300 – 319 10th Avenue S.W., Calgary Alberta ("**Hillsboro**"), a corporation that is owned by Colleen Ferrel, the wife of Keith Ferrel, who is a former director of the Corporation. Hillsboro has the right to assume the obligations and benefits of the other lenders under the Loan at any time with respect to the $2,100,000 that was loaned by such parties by paying to the lenders the amount that is outstanding under the Loan that is due to them by the Corporation.

On February 26, 2010, the Corporation entered into a renewal agreement for the Loan stated above solely with Hillsboro by increasing the Loan amount to $5,410,000 to include the amount of interest reserve with the new loan effective May 1, 2010 bearing interest of 9.9% per annum through December 1, 2010 and interest of 14.5% per annum thereafter and extending the due date to January 1, 2011 while substantially retaining all other terms of the original agreement. The loan was repaid on September 20, 2010.

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

Other than as set forth herein, the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who:

(i) has acted as director or executive officer of the Corporation since the beginning of the Corporation's last financial year;

(ii) is a proposed nominee for election as a director of the Corporation; or

(iii) is an associate or affiliate of any of the persons listed directly above in (i) and (ii),

in any matter to be acted upon at the Meeting other than the election of directors.

MANAGEMENT CONTRACTS

No management functions of the Corporation or its subsidiaries are, to any substantial degree, performed by a person or company other than the directors or senior officers of the Corporation.

GOVERNANCE

Board of Directors

The Board, which has the statutory responsibility to oversee the conduct of the business of the Corporation and to supervise management, who are responsible for the daily conduct of the business of the Corporation, is comprised of seven directors, of which six are independent and accordingly a majority of the directors are independent. A director is independent if he would be independent within the meaning of section 1.4 of National Instrument 52-110 - *Audit Committees*. Currently, the independent directors include Doug N. Baker, Yazdi J. Bharucha, Elias Foscolos, Steven J. Glover, Akhil K. Manro and Mark W. Mitchell. Gobi Singh is not an independent by virtue of being an executive officer of the Corporation. Messrs. Foscolos and Mitchell were appointed to the Board on June 29, 2010. Mr. Baker was appointed to the Board and Audit Committee of the Board on May 27, 2010. Mr. Kevin D. Reed and Keith E. Ferrel were directors of the Corporation from May 21, 2009 and members of the Audit Committee from May 25, 2009 to October 15, 2010 when they resigned. Messrs. Reed and Ferrel were considered to be independent of the Corporation. Messrs. Glover and Bharucha were appointed to the Board on November 18, 2010 and to the Audit Committee of the Board on December 8, 2010.

The following nominees for election as directors are presently directors of other issuers that are reporting issuers (or the equivalent).

Name of Director	Name of Other Reporting Issuers
Doug N. Baker	Winstar Resources Ltd. RMP Energy Inc. Century Energy Ltd. Bellatrix Exploration Ltd. Longview Oil Corp.
Elias Foscolos	Banff Rocky Mountain Resorts LP Acorn Income Corp. Seaway Energy Services Inc.
Steven J. Glover	Travel Alberta (an Alberta Crown Corporation)

During the financial year ended December 31, 2010 the independent directors of the Corporation did not hold any regularly scheduled meetings at which non-independent directors and members of management were not in attendance. In order to provide leadership for the independent directors, the Board encourages communication among the independent directors and considered or held meetings of the independent directors at the end of each Board meeting.

During 2010, the Corporation held 20 meetings of the Board and from January 1, 2011 to May 27, 2011 the Corporation held 5 meetings of the Board. The following chart discloses the attendance record of each director for all Board meetings held since the beginning of the most recently completed financial year.

	Board	**Total**	**Attendance Rating %**
Doug N. Baker(4)	22	22	100
Yazdi J. Bharucha(2)	7	7	100
Elias Foscolos(1)	16	18	89
Steven J. Glover(2)	7	7	100
Akhil K. Manro	25	25	100
Mark W. Mitchell(1)	17	18	95
Kevin D. Reed(3)	20	21	95
Keith E. Ferrel(3)	21	21	100

Notes:

(1) Messrs. Foscolos and Mitchell were appointed to the Board on June 29, 2010.

(2) Messrs. Glover and Bharucha were appointed to the Board of November 18, 2010.

(3) Messrs. Reed and Ferrel resigned from the Board on October 15, 2010.

(4) Mr. Doug N. Baker was appointed to the Board on May 27, 2010.

(5) Messrs. Reed and Ferrel have told the parties that they have attended four Board meetings where Messrs. Singh and Manro were not in attendance. Messrs. Singh and Manro have taken the position that those four meetings were not duly constituted meetings of the Board.

(6) Does not include any committee meetings.

Board Mandate

The text of the Board's written mandate is attached hereto as Schedule "A".

Position Descriptions

The Board has outlined the duties, the role and responsibilities of the chair of each of the Audit Committee, the Executive Committee and the Governance, Compensation and Nominating Committee in the respective mandate or charter of each of the foregoing committees and expects the chair of each committee to follow same. With respect to the Special Committee, the Board has instructed that the chair of the Special Committee be guided by the Special Committee Mandate when carrying out its role and responsibilities and to seek advice from counsel when any questions arise with respect to same.

The Board together with the Chief Executive Officer has developed a written position description for the Chief Executive Officer.

From May 21, 2009 until October 15, 2010, Kevin Reed was the Chair of the Board and is considered independent. Doug N. Baker was appointed as the Chair of the Board on October 15, 2010 and is considered independent. The Chair of the Board is instructed by the Board to preside at all meetings of directors, committees of the directors, and in the absence of the President, at all meetings of the shareholders. The Board has made it clear that his responsibilities and role also includes acting as spokesperson and a representative of the Corporation and provide support and advise to the Chief Executive Officer and the Committees of the Board. He is expected to be fair and a good communicator.

Currently, the Board has established the following Board committees comprised of the members and chaired by the individuals set out in the following table.

Committee	Members	Independent
Audit Committee	Steven J. Glover - Chair Yazdi J. Bharucha Elias Foscolos	Yes Yes Yes
Executive Committee	Yazdi J. Bharucha, Chair Gobi Singh Elias Foscolos	Yes No Yes
Governance, Compensation and Nominating Committee	Akhil K. Manro - Chair Steven J. Glover Mark W. Mitchell	Yes Yes Yes
Special Committee(1)	Doug N. Baker - Chair Akhil K. Manro Yazdi J. Bharucha Mark W. Mitchell	Yes Yes Yes Yes
Disclosure Committee	Doug N. Baker – Chair Gobi Singh Chief Financial Officer	Yes No N/A

Note:
(1) See section titled "*Special Committee*" below.

Orientation and Continuing Education

The Corporation has developed an orientation program for new directors which provides each new director with a director manual containing information regarding the roles and responsibilities of the Board and each Committee of the Board, as well as information regarding the nature and operation of the Corporation's business, its organizational structure and governance policies.

The Corporation arranges for presentations to be made to the Board and each Committee of the Board to inform directors regarding corporate developments and changes in legal, regulatory and industry requirements affecting the Corporation. In addition, the Corporation has offered to pay for continuing education courses for the directors. As well, directors are encouraged to visit the Corporation's facilities, to interact with management and employees and to stay abreast of industry developments and the evolving business of the Corporation.

Ethical Business Conduct

The Corporation has taken steps to encourage and promote a culture of ethical business conduct and reporting by adopting a written Audit Committee Charter and, by appointing an Audit Committee of the Board responsible for ensuring the accuracy of accounting information, and by adopting a Whistleblowing Policy with respect to the confidential and anonymous reporting of accounting and auditing irregularities.

The Corporation has adopted a written code for its directors, officers and employees (the "**Business Code of Conduct**"). A person may obtain a copy of the Business Code of Conduct by contacting the President or Chief Financial Officer of the Corporation at the address of the Corporation provided herein. The Board satisfies itself regarding compliance with the Business Code of Conduct by requiring all new employees to read the code as part of the orientation process. Employees are reminded annually about the Corporations' policies, including the Business Code of Conduct, as part of the annual performance review process.

The Board takes steps to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest. the Corporation's Business Code of Conduct outlines the Corporation's conflict of interest guidelines. If a director has a material interest in a specific topic, they are not permitted to be present when the matter is discussed or voted upon. Care is taken to ensure all director conflicts are documented in the meeting minutes.

To encourage and promote a culture of ethical business conduct, the Board members are encouraged to interact with employees and members of the management team. The Board encourages senior management to promote ethical conduct among all employees.

Nomination of Directors

The Board has established a Governance, Compensation and Nominating Committee (that is composed entirely of independent directors) that has the responsibility for identifying and recommending to the Board candidates to join the Board. The criteria that the Governance, Compensation and Nominating Committee members are asked to consider in identifying candidates includes the independence of the individual, his or her financial acumen and skills, and availability to devote sufficient time to the duties of the Board. Board members who have identified new candidates present information regarding the candidate to the Governance, Compensation and Nominating Committee and the Governance, Compensation and Nominating Committee makes an assessment of the candidate, determining whether the candidate meets the criteria established by the Governance, Compensation and Nominating Committee, and then makes a decision whether to interview the candidate. If the Governance, Compensation and Nominating Committee members who interviewed the candidate are in favour of having the candidate stand for election, the Governance, Compensation and Nominating Committee makes a recommendation to the Board and the Board takes a vote and if the candidate is approved, the candidate becomes a nominee for election by the shareholders at the next shareholder meeting of the Corporation.

Governance, Compensation and Nominating Committee

The Corporation has a Governance, Compensation and Nominating Committee (that is composed entirely of independent directors) that annually determines the compensation to be received by the Corporation's directors, the Chief Executive Officer and executive officers. For a detailed review of how compensation is determined, see "*Compensation of Directors and Executive Officers – Compensation Discussion and Analysis*" herein.

Executive Committee

The Corporation has established an Executive Committee (that is composed of a majority of independent directors) that has the responsibility to exercise limited powers and authority of the Board, during intervals between meetings of the Board, when, based on the business needs of the Corporation, it is desirable for the Board to meet but the convening of a Special Board meeting is not warranted as determined by the Chairman of the Board.

Special Committee

Pursuant to a mandate dated April 16, 2009, the Corporation constituted three former independent directors of the Corporation as a special committee of the Corporation (the "**Special Committee**"). The mandate established for the Special Committee included: (a) consideration of all matters pertaining to the recommendations in a report of the Audit Committee dated April 14, 2009 (the "**Report**") and, in the Special Committee's discretion, implementing required changes; (b) dealing with any issue, matter, proposal or transaction that may arise with respect to the subject matter of the Report and its recommendations from the date of the formation of the Special Committee through to the date by which the recommendation is fully implemented that gives rise to, or may give rise to, changes considered necessary or desirable with or without the concurrence of the President and Chief Executive Officer or other officer of the Corporation; and (c) maintaining the implementation of the recommendations contained in the Report and any actions taken in furtherance thereof.

On May 21, 2009, the three former independent directors resigned from the Board and were replaced on that date with Kevin Reed, Keith Ferrel and Akhil Manro as the new independent board members. These three directors, along with Gobi Singh, constituted the four Board members from and after May 21, 2009. Each of Messrs. Reed, Ferrel and Manro were subsequently formally appointed to the Audit Committee, the Corporate Governance Committee and the Compensation Committee. Although the Board of the Corporation has not identified any formal corporate minutes or resolutions of the Board passed to either reconstitute or reconfirm the constitution of the Special Committee with Messrs. Reed, Ferrel and Manro, two of the current board members have taken the position that the Special Committee is a standing committee of the Board, continued to exist since May 21, 2009, consists of Messrs. Reed, Ferrel and Manro, and has the same mandate summarized above. The remaining two board members disagree with this position which has led to the Board recently reaching a deadlock. To address this deadlock, the four directors agreed to appoint a fifth board member, namely Mr. Doug N. Baker, who was appointed to the Board on May 27, 2010.

Following the appointment of Mr. Doug N. Baker, the Board met and determined on June 1, 2010 to proceed on the basis that the Special Committee exists as a standing committee of the Board until after the Meeting of Shareholders. The current Board agreed that it is their intention that, following the Meeting, the Board as then constituted will appoint new committees, and determine whether or not a new special committee will be appointed and, if so, its function and mandate.

Following the Annual and Special Meeting of Shareholders held on June 29, 2010, Elias Foscolos and Mark W. Mitchell were appointed to the Board. Following the appointment of Mssrs. Foscolos and Mitchell, the Board met and determined on September 22, 2010 to proceed on the basis that the Special Committee would not exist as a standing committee of the Board and adopted a limited mandate for the Special Committee. The mandate established for the Special Committee was to investigate, analyze, consider and provide advice and recommendation to the Board relating to all matters referred to in the Special Committee from time to time by the Board.

Other Board Committees

Currently the Board has three standing committees of the Board, the Audit Committee, the Executive Committee and the Governance, Compensation and Nominating Committee. Other than the three standing committees the Board has no other committees of the Board other than the Special Committee and the Disclosure Committee. The function of the Disclosure Committee is to ensure that the written and oral communications by the Corporation to the public and to applicable regulatory authorities are disseminated in a timely and factually accurate manner and to assist the Corporation in maintaining and complying with its disclosure policy.

Assessments

The Board takes steps to satisfy itself that the Board, its Committees and individual directors are performing effectively by conducting an annual evaluation and assessment of the performance, contribution and effectiveness of the Board, Committees and individual directors. The Board intends to adopt a process for the evaluation and review of the Board which will include a Board questionnaire which will ask directors to identify their own skills, their contributions to the Board and Committees, and rate their effectiveness, as well as a peer review questionnaire which asks directors to rate the contributions and effectiveness of their fellow Board members. The Board intends to gather and review the information, the results of which will then be presented to the Board in order to engage in a discussion regarding the Board effectiveness and how it may be improved.

AUDIT COMMITTEE

Under National Instrument 52-110 *Audit Committees*, the Corporation is required to include in its Annual Information Form ("AIF") the disclosure required under Form 52-110F1 with respect to its Audit Committee, including the text of its audit committee charter, the composition of the Audit Committee and the fees paid to the external auditor and to include in the Circular a cross-reference to the sections in the AIF that contain the required information. The Corporation's disclosure with respect to the foregoing is contained in Appendix "A" of the Corporation's AIF dated March 21, 2011 entitled "*Information Concerning Audit Committee*".

PARTICULARS OF MATTERS TO BE ACTED ON

Fixing Number of Directors and Election of Directors

For this forthcoming year, it is proposed that the Board shall consist of seven (7) members. Management therefore intends to place before the Meeting, for approval, with or without modification, a resolution fixing the Board at seven (7) members for the next ensuing year. Management does not contemplate that any of such nominees will be unable to serve as directors. 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 or her proxy that their shares are to be withheld from voting in the election of directors. Each director elected will hold office until the next annual meeting of shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the By-laws of the Corporation.

The following table sets forth the name of each of the persons proposed to be nominated for election as a director, all positions and offices in the Corporation presently held by him, his province of residence, his principal occupation at the present and during the preceding five years, the period during which he has served as a director and the number of voting Common Shares that he has advised are beneficially owned by him, directly or indirectly, or over which control or direction is exercised, as of the Record Date.

Unless otherwise directed, it is the intention of the Management Designees to vote proxies in the accompanying form in favour of the ordinary resolution fixing the number of directors at seven (7) members and the election of nominees hereinafter set forth as directors for the ensuing year.

Name and Province of Residence	Principal Occupation for Past Five Years	Director Since	Voting Shares Beneficially Owned or over which Control or Direction is Exercised(4)
Doug N. Baker(5) Alberta, Canada	Managing Director of Thoroughbred Energy Ltd. From 2006-2007 Chief Financial Officer of Valiant Energy. From 2003-2007 Chief Financial Officer of Forte Resources Ltd.	May 27, 2010	20,000
Yazdi Bharucha(1) (3) (5) Ontario, Canada	Corporate Director. Chief Financial Officer of Canadian Apartment Properties Real Estate Investment Trust (CAPREIT) from 1997 until September 2009.	November 18, 2010	Nil
Elias Foscolos(1) (3) Alberta, Canada	Financial Consultant to various public and private companies. Currently a board member and President of Acorn Income Corp. and a board member of Seaway Services Inc. and Banff Rocky Mountain Resorts LP. President and board member of Amalgamated Income Limited Partnership, 2005 – 2011 and a board member of Madison Energy Corp., 2009 – 2001, Accrete Flow Through (2005) LP, 2005 – 2008, Multi-Fund Income Trust, 2007-2008, and Western Plains Petroleum Ltd., 2004 – 2007.	June 29, 2010	27,000
Steven J. Glover(1) (2) Alberta, Canada	Financial consultant to oil and gas companies including contract Chief Financial Officer to Western Plains Petroleum Ltd. and other oil and gas companies. He is currently a member of the board of directors, and Chair of the Audit Committee of an Alberta crown corporation, Travel Alberta. Prior to that Mr. Glover was CFO of Eagle Rock Exploration Ltd. from 2006 to 2009, VP Finance of Valiant Energy from 2005 to 2006. Mr. Glover is a Fellow of the Chartered Accounts and also served as an Executive Director of the Institute of Chartered Accountants of Alberta from 1984 to 2005.	November 18, 2010	Nil
Akhil K. Manro(2) (5) Alberta, Canada	Commercial Mortgage Associate with Westcor Mortgages, a mortgage broker.	May 21, 2009	Nil

Name and Province of Residence	Principal Occupation for Past Five Years	Director Since	Voting Shares Beneficially Owned or over which Control or Direction is Exercised(4)
Mark W. Mitchell(2) (5) British Columbia, Canada	President, Reliant Capital Limited, real estate finance company. Chairman of the Canadian Constitution Foundation, Vice-Chairman of the Fraser Institute, Trustee of The W. Garfield Weston Foundation and Trustee of the Free Market Research Foundation.	June 29, 2010	332,033
Gobi Singh(3) Alberta, Canada	President and Chief Executive Officer of the Corporation from 1997 to April 24, 2009 and from May 22, 2009 to present.	December 2, 1997	7,020,680**(6)**

Notes:

(1) Member of the Audit Committee.
(2) Member of the Governance, Compensation and Nominating Committee.
(3) Member of the Executive Committee.
(4) The information as to Common Shares beneficially owned, not being within the knowledge of the Corporation, has been provided by the directors. The information above does not include Options.
(5) Member of the Special Committee
(6) Does not include 2,386,971 Common Shares owned directly by Mr. Singh's spouse, Meena Kular.

Corporate Cease Trade Orders

Other than as set forth below, none of the Corporation's directors or executive officers, have, within 10 years prior to the date of this Circular, been a director, chief executive officer or chief financial officer of any company, including the Corporation and any personal holding companies, that:

(i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of the relevant company; or

(ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer 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.

Gobi Singh consented to a Management Cease Trade Order ("MCTO") dated April 7, 2006 with the Alberta Securities Commission ("ASC") as a result of the Corporation's failure to file its December 31, 2005 year-end financial statements (the "2005 Financials Statements") by the required deadline under securities legislation. Subsequently, on June 6, 2006, the ASC issued an Interim Cease Trade Order (the "2006 CTO") against the Corporation, which replaced the MCTO, as a result of the Corporation still not having completed its 2005 Financial Statements and having failed to file its March 31, 2006 first quarter financial statements by the required regulatory deadline. The 2006 CTO expired on June 21, 2006. Gobi Singh was a director and officer of the Corporation during the time the foregoing cease trade orders were in effect.

The ASC issued a cease trade order against the Corporation on April 9, 2009 for its failure to file the annual audited financial statements, annual management discussion and analysis and certification of annual filings for the year ended December 31, 2008 (the "2008 Filings"). The British Columbia Securities Commission, the Manitoba Securities Commission and the Ontario Securities Commission also issued cease trade orders in April 2009 against the Corporation for its failure to file the 2008 Filings. During the time the foregoing cease trade orders were in effect, the TSX halted trading of the Common Shares on the TSX. The 2008 Filings were subsequently filed, and the cease trade orders with respect to the 2008 Filings have since been revoked effective May 14, 2009. Gobi Singh was a director and officer of the Corporation during the time the foregoing cease trade orders were in effect.

Elias Foscolos, who is a director of Banff Rocky Mountain Resort Ltd., the general partner of Banff Rocky Mountain Resort Limited Partnership, which limited partnership was, from May 12, 2008, subject to cease trade orders of the Alberta Securities Commission and the Ontario Securities Commission for failing to file audited financial statements for the year ended December 31, 2007, such cease trade orders being revoked on November 28, 2008.

Bankruptcies

None of the Corporation's directors or executive officers, or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or any personal holding companies of the foregoing, has within 10 years prior to the date of this Circular:

(i) been a director or executive officer of any company, as applicable, 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; or

(ii) 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 director, executive officer or shareholder.

Penalties or Sanctions

None of the Corporation's directors or executive officers, nor any shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or any personal holding companies of the foregoing, have 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 be likely to be considered important to a reasonable investor making an investment decision.

Appointment of Auditor

The management of the Corporation intends to nominate Meyers Norris Penny LLP, Chartered Accountants, for appointment as the auditors of the Corporation. Instruments of proxy given pursuant to the solicitation by the management of the Corporation will, on any poll, be voted as directed and, if there is no direction, in favour of the appointment of Meyers Norris Penny LLP, Chartered Accountants, as the auditors of the Corporation to hold office until the close of the next annual general meeting of the Corporation, at a remuneration to be fixed by the directors. Meyers Norris Penny LLP was first appointed auditor of the Corporation by resolution of the shareholders on August 19, 2009.

Other Business

Management is not aware of any other matters to come before the Meeting other than those set out in the Notice of Meeting. If other matters come before the Meeting, it is the intention of the individuals named in the form of proxy to vote the same in accordance with their best judgment in such matters.

GENERAL

All matters to be brought before the Meeting require, for the passing of same, a simple majority of the votes cast at the Meeting by the holders of Common Shares. If a majority of the Common Shares represented at the Meeting should be voted against the appointment of Meyers Norris Penny LLP, Chartered Accountants, as the auditor of the Corporation, the Board will appoint another firm of chartered accountants based upon the recommendation of the Audit Committee, which appointment for any period subsequent to the 2011 meeting of shareholders shall be subject to approval by the shareholders at the next annual general meeting of shareholders.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is filed on SEDAR at www.sedar.com. Shareholders may contact the Corporation at (403) 265-8079 to request copies of the Corporation's financial statements and MD&A. Financial information is provided in the Corporation's comparative financial statements and MD&A for the Corporation's most recently completed financial year. All information can be found on SEDAR at www. sedar.com.

SCHEDULE A

GENESIS LAND DEVELOPMENT CORP.
(the "Corporation")

BOARD MANDATE

1. The Board of Directors of the Corporation ("**Board**") is responsible for:

   (a) stewardship of the Corporation;
   (b) supervising the management of the business and affairs of the Corporation; and
   (c) providing leadership to the Corporation by practicing responsible, sustainable and ethical decision making.

2. The Board has the responsibility to:

   (a) act honestly and in good faith with a view to the best interests of the Corporation;
   (b) exercise the care, diligence and skill that a reasonably prudent Board would exercise in comparable circumstances; and
   (c) direct management to ensure legal, regulatory and exchange requirements applicable to the Corporation have been met.

3. At least one-half of the members of the Board will at all times be independent directors as defined under applicable law.

4. To be considered for nomination and election to the Board, directors must demonstrate integrity and high ethical standards in their business dealings, their personal affairs and in the discharge of their duties to and on behalf of the Corporation.

5. The Board is responsible to:

   (a) meet in person, or in exceptional circumstances by telephone conference call, at least once each quarter and as often thereafter as required to discharge the duties of the Board;
   (b) hold meetings of the independent directors without management and non-independent directors present; and
   (c) comply with the position description applicable to individual directors.

6. The Board is responsible to annually select a member of the Board, whether or not that member is independent, to serve as Board chair, or if the Chief Executive Officer of the Corporation (the "**CEO**") is also the Board chair, a lead director to:

   (a) provide leadership to the independent directors;

   (b) manage the affairs of the Board; and

   (c) ensure that the Board functions effectively in fulfillment of its duties to the Corporation.

7. The Board is responsible to:

   (a) establish such committees of the Board as are required by applicable law and as are necessary to effectively discharge the duties of the Board;
   (b) appoint directors to serve as members of each committee;
   (c) appoint a chair of each committee to:
      (i) provide leadership to the committee;
      (ii) manage the affairs of the committee; and
      (iii) ensure that the committee functions effectively in fulfilling its duties to the Board and the Corporation; and
   (d) regularly receive and consider reports and recommendations of each committee, in particular:
      (i) Audit Committee reports and recommendations, particularly with respect to the Corporation's annual audit; and

(ii) Compensation Committee recommendations regarding corporate goals and objectives, Board assessments and compensation.

8. The Board is responsible to:

(a) with the assistance of the Compensation Committee, establish CEO goals and objectives and evaluate CEO performance

9. The Board is responsible to:

(a) annually review and either approve or require revisions to the mandates of the Board and each Board Committee, position descriptions, the code of business conduct and ethics (the "**Code**") and all other policies of the Corporation (collectively the "**Governance Documents**");
(b) take reasonable steps to satisfy itself that each director, the CEO and the executive officers are:
 (i) performing their duties ethically;
 (ii) conducting business on behalf of the Corporation in accordance with the requirements and the spirit of the Governance Documents;
 (iii) fostering a culture of integrity throughout the Corporation; and
(c) arrange, on the advice of the Disclosure Committee, for the Governance Documents to be publicly disclosed.

10. The Board is responsible, with the assistance of the Disclosure Committee, to:

(a) approve and implement a disclosure policy which provides for disclosure and communications practices governing the Corporation; and
(b) approve and maintain a process for the Corporation's stakeholders to contact the independent directors directly with concerns and questions regarding the Corporation.

11. The Board is responsible for:

(a) reviewing departures from the Code;
(b) providing or denying waivers from the Code; and
(c) disclosing departures from the Code including by filing required material change reports for material departures from the Code containing:
 (i) the date of the departure;
 (ii) the parties involved;
 (iii) the reason why the Board has or has not sanctioned the departure; and
 (iv) any measures taken to address or remedy the departure.

12. The Board has the duty to:

(a) review a strategic planning process for increasing shareholder value, annually approve a strategic plan, and regularly monitor the Corporation's performance against its strategic plan;
(b) review capital and operating budgets to implement the strategic plan;
(c) conduct periodic reviews of the Corporation's resources, risks, and regulatory constraints and opportunities to facilitate the strategic plan; and
(d) evaluate management's analysis of the strategies of existing and potential competitors and their impact, if any, on the Corporation's strategic plan.

13. The Board has the duty to:

(a) adopt a process to identify business risks and ensure appropriate systems to manage risks; and
(b) together with the Audit Committee, ensure policies and procedures are in place and are effective to maintain the integrity of the Corporation's:
 (i) disclosure controls and procedures;
 (ii) internal controls over financial reporting; and
 (iii) management information systems.

14. The Board has the duty to:

(a) review and on the advice of the Audit Committee, approve, prior to their public dissemination:
  (i) interim and annual financial statements and notes thereto;
  (ii) managements' discussion and analysis of financial condition and results of operations;
  (iii) relevant sections of the annual report, annual information form and management information circular containing financial information;
  (iv) forecasted financial information and forward looking statements; and
  (v) all press releases and other documents in which financial statements, earnings forecasts, results of operations or other financial information is disclosed; and

(b) approve dividends and distributions, material financings, transactions affecting authorized capital or the issue and repurchase of shares and debt securities, and all material divestitures and acquisitions.

15. The Board has access to all books, records, facilities and personnel of the Corporation necessary for the discharge of its duties.

16. The Board has the power, at the expense of the Corporation, to retain, instruct, compensate and terminate independent advisors to assist the Board in the discharge of its duties.