



NOTICE AND MANAGEMENT INFORMATION CIRCULAR

**For the Annual General Meeting
of Shareholders to be held at:**

The Delta Vancouver Suites
550 West Hastings Street
Vancouver, British Columbia
on Thursday, May 15, 2008
at 10:00 a.m. (Vancouver time)

**This booklet contains
important information
for Shareholders**



March 25, 2008

Dear fellow Shareholder,

It is my pleasure to invite you to attend the Annual Meeting of Shareholders of Intrinsic Software International, Inc. for the transition period of September 1, 2007 to December 31, 2007. The meeting will be held on Thursday, May 15, 2008 at 10:00 a.m. (Vancouver time) at the Delta Vancouver Suites in Vancouver, British Columbia.

The items of business to be considered at the meeting are described in the attached Notice of Annual General Meeting and Management Information Circular. During the meeting, we will also review Intrinsic's business during the four month financial year ended December 2007 and our plans for the future. You will have the opportunity to ask questions and to meet your directors and executives.

Your participation at the shareholders' meeting is very important. Accordingly, whether or not you plan to attend, we encourage you to vote by following the voting instructions included on the enclosed form of proxy.

We look forward to seeing you at the meeting.

Sincerely,

A handwritten signature in black ink, appearing to read "Glenda", written over a light gray rectangular background.

GLENDAM. DORCHAK
Chairman and Chief Executive Officer
Intrinsic Software International, Inc.

INTRINSYC SOFTWARE INTERNATIONAL, INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Board of Directors of Intrinsic Software International, Inc. (the "Corporation") has called an Annual General Meeting of Shareholders on **Thursday, May 15, 2008 at 10:00 a.m.** (Vancouver time) (the "Meeting") at the **Delta Vancouver Suites**, 550 West Hastings Street, Vancouver, British Columbia.

As a Shareholder of record at the close of business on March 24, 2008, you are entitled to attend the Meeting and to cast one vote for each common share that you own. If you are a registered Shareholder and are unable to attend the Meeting, you will still be able to vote by completing the proxy form included with the Management Information Circular (the "Circular"). The Circular explains how to complete the proxy form and how the voting process works. **In order to vote at the Meeting, registered Shareholders must submit the proxy form to the Corporation's transfer agent, Computershare Investor Services Inc. ("Computershare") at its Toronto offices no later than 10:00 a.m. (Vancouver time)/1:00 p.m. (Toronto time) on Tuesday, May 13, 2008.**

If you are a non-registered beneficial Shareholder, a proxy form will not usually be included with the Circular; instead, a voting information form (also known as a VIF) is usually enclosed. You must follow the instructions provided by your intermediary in order to vote your shares.

The following business will be conducted at the Meeting:

1. to receive the audited financial statements of the Corporation for the four month financial year ended December 31, 2007 and the report of the auditors thereon;
2. to appoint Ernst & Young LLP as auditor of the Corporation for the coming year and to authorize the Board of Directors to fix the auditors' remuneration;
3. to elect the directors of the Corporation for the ensuing year; and
4. to transact such other business as may properly come before the Meeting.

DATED at Vancouver, British Columbia, this 25th day of March, 2008.

BY ORDER OF THE BOARD OF DIRECTORS



Glenda M. Dorchak
Chairman and Chief Executive Officer
Intrinsic Software International, Inc.

INTRINSYC SOFTWARE INTERNATIONAL, INC. MANAGEMENT INFORMATION CIRCULAR

All information in this Management Information Circular (“Circular”) is current as of March 24, 2008 and expressed in Canadian dollars, unless otherwise indicated. Unless otherwise indicated or the context otherwise requires, the “Corporation” refers to Intrinsyc Software International, Inc.

This Circular is being sent by the management of the Corporation to the common shareholders (the “Shareholders”) of INTRINSYC SOFTWARE INTERNATIONAL, INC. in connection with the solicitation of proxies to be voted at the Annual General Meeting of the Shareholders to be held on Thursday, May 15, 2008 (the “Meeting”) and at any adjournment thereof, at the time and place and for the purposes set out in the Notice of Meeting.

The Circular’s purpose is:

- to explain how you, as a Shareholder of the Corporation, can vote at the Meeting, whether in person or by transferring your vote to someone else to vote on your behalf;
- to request that you authorize the Corporation’s Chairman (or her alternate) to vote on your behalf in accordance with your instructions set out on the proxy form;
- to inform you about the business to be conducted at the Meeting; and
- to give you important background information to assist you in deciding how to vote.

PROXY INFORMATION

SOLICITATION OF PROXIES

Your vote is being solicited by the management of the Corporation.

The Corporation expects that the solicitation will be primarily by mail, but also may include telephone, email, fax or oral solicitations. If the Corporation does not receive your proxy by a certain time, you may receive a telephone call asking you to vote. The cost of soliciting proxies is borne entirely by the Corporation.

If you have any questions about this Circular or how to vote, please contact Intrinsyc’s Corporate Secretary at +1 (604) 801-6461.

VOTING AND APPOINTMENT OF PROXY

Your rights to attend and vote at the Meeting depend on whether you are a **registered Shareholder** (that is, the shares of the Corporation are actually registered in your name) or a **non-registered beneficial Shareholder** (for example, a person who holds shares of the Corporation through a broker or a bank).

Registered Shareholders

If you are a registered Shareholder, you may attend the Meeting in person. You may also appoint someone (known as a proxyholder) to represent you at the Meeting and vote on your behalf. If you complete and submit the proxy form without alteration, then you will have appointed the Corporation's Chairman (or her alternate) to attend the Meeting and vote on your behalf.

You have the right to appoint a person or company to represent you at the Meeting other than the persons designated in the proxy form. If you wish to appoint some other person or company to represent you at the Meeting, you may do so by striking out the names of the persons designated in the proxy form and inserting the name of the person or company to be appointed in the blank space provided and signing the proxy form.

If you wish to vote at the Meeting by proxy, you must either (a) complete the proxy form and return it to the Corporation's transfer agent, Computershare Investor Services Inc. ("Computershare"), or (b) follow the instructions in the proxy form to vote by telephone or on the Internet. In order to be valid, the telephone or Internet voting must be completed or the proxy form must be received by Computershare at 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department, or by fax at +1 (866) 249-7775 (toll free in Canada and the United States) or +1 (416) 263-9524 (outside Canada and the United States), no later than 10:00 a.m. (Vancouver time)/1:00 p.m. (Toronto time) on Tuesday, May 13, 2008, or in the case of any adjournment or postponement of the Meeting, no later than 48 hours (excluding Saturdays and holidays) before the time of such reconvened meeting. The deadline for the deposit of proxies may be waived by the Chairman of the Meeting at the Chairman's discretion without notice.

Even if you give a proxy, as a registered Shareholder, you may still attend and vote in person at the Meeting.

Revoking your proxy

A proxy is revocable. If you have given a proxy, you (or your attorney authorized in writing) may revoke the proxy by giving notice of the revocation in writing to Computershare at 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department, or by fax at +1 (866) 249-7775 (toll free in Canada and the United States) or +1 (416) 263-9524 (outside Canada and the United States), at any time up to and including the last business day before the Meeting or to the Chairman of the Meeting before any vote in respect of which the proxy is given.

The notice of the revocation must be signed as follows: (a) if you are an individual, then the notice must be signed by you or your legal personal representative or trustee in bankruptcy and (b) if you are a corporation, then the notice must be signed by the corporation or by a representative appointed for the corporation in accordance with the articles of the corporation.

Non-registered beneficial Shareholders

If your common shares are not registered in your own name, then they are being held in the name of an intermediary (which is usually a trust company, a securities dealer or broker, a bank or another financial institution) or in the name of a clearing agency such as the Canadian Depository for Securities Limited. You are usually called either a non-registered or a beneficial Shareholder or owner. These shareholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

There are various procedures for voting your shares, and these procedures may vary among intermediaries and clearing agencies in ways over which the Corporation has no control. If you are a beneficial Shareholder, you should carefully follow the instructions of the intermediary or clearing agency, including instructions regarding when and where any voting instruction form or proxy form is to be delivered.

Typically, you will receive one of the following:

1. **A COMPUTERSHARE VOTING INSTRUCTION FORM.** This is a form also known as a VIF. If you receive a VIF and wish to vote at the Meeting, you must either (a) complete the VIF and return it to Computershare, or (b) follow the instructions in the VIF to vote by telephone or on the Internet. The telephone or Internet voting should be completed or the VIF should be received by Computershare at 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department, or by fax at +1 (866) 249-7775 (toll free in Canada and the United States) or +1 (416) 263-9524 (outside Canada and the United States), no later than 10:00 a.m. (Vancouver time)/1:00 p.m. (Toronto time) on Tuesday, May 13, 2008, or in the case of any adjournment or postponement of the Meeting, no later than 48 hours (excluding Saturdays and holidays) before the time of such reconvened meeting. If you wish also to attend the Meeting in person and vote (or have another person attend and vote on your behalf), you must follow the instructions in the VIF. Unless you follow these instructions you may not be permitted to attend the Meeting in person.
2. **A FACSIMILE SIGNED PROXY.** This is a proxy that has been signed by the intermediary (typically by a facsimile, stamped signature) and already indicates the number of common shares you beneficially own but that is otherwise uncompleted. You do not need to sign this form. If you receive a facsimile signed proxy and you wish to vote at the Meeting, you must properly complete the proxy and deposit it with Computershare at 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department, or by fax at +1 (866) 249-7775 (toll free in Canada and the United States) or +1 (416) 263-9524 (outside Canada and the United States), no later than 10:00 a.m. (Vancouver time)/1:00 p.m. (Toronto time) on Tuesday, May 13, 2008, or in the case of any adjournment or postponement of the Meeting, no later than 48 hours (excluding Saturdays and holidays) before the time of such reconvened meeting. If you wish also to attend the Meeting in person and vote (or have another person attend and vote on your behalf), simply strike out the names of the persons indicated in the proxy form and insert your (or such other person's) name in the blank space provided.
3. **A BROADRIDGE VOTING INSTRUCTION FORM.** This voting instruction form is provided by Broadridge in accordance with arrangements often made by brokers to delegate the responsibility for obtaining voting instructions to Broadridge. If you receive a Broadridge voting instruction form and wish to vote at the Meeting, you must return the Broadridge voting instruction form to Broadridge or follow the instructions on the form for telephone voting. Broadridge will tabulate the results and then provide instructions to Computershare respecting the voting of shares to be represented at the Meeting. You must return the voting instruction form to Broadridge or give the telephone voting instructions well in advance of the Meeting in order to have your shares voted. If you wish also to attend the Meeting in person and vote (or have another person attend and vote on your behalf), simply strike out the names of the persons indicated in the voting instruction form and insert your (or such other person's) name in the blank space provided.

If you have any questions about this Circular or how to vote, please contact Intrinsyc's Corporate Secretary at +1 (604) 801-6461.

Revoking your proxy

A non-registered holder may revoke a proxy or voting instruction form which has been given to an intermediary by written notice to the intermediary. In order to ensure that an intermediary acts upon a revocation of a proxy form or voting instruction form, the written notice should be received by the intermediary well in advance of the Meeting.

PROVISIONS RELATING TO VOTING OF PROXIES

Voting By Show of Hands

Voting at the Meeting generally will be by a show of hands, with each Shareholder or proxyholder present in person being entitled to one vote.

Voting By Poll

Voting at the Meeting will be by poll only if a poll is:

- (a) requested by a Shareholder present at the Meeting in person or by proxy;
- (b) directed by the Chairman; or
- (c) required by law.

On a poll, each Shareholder and each proxyholder will have one vote for each common share held or represented by proxy.

Approval of Resolutions

To approve a motion for an ordinary resolution, a simple majority of the votes cast in person or by proxy will be required.

Exercise of Discretion by Proxyholders

A Shareholder may indicate the manner in which the persons named in the accompanying form of proxy are to vote with respect to a matter to be acted upon at the Meeting by marking the appropriate space. **If the instructions as to voting indicated in the proxy are certain, the shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy.**

If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the shares represented will be voted or withheld from the vote on that matter accordingly. If no choice is specified in the proxy with respect to a matter to be acted upon, the proxy confers discretionary authority with respect to that matter upon the proxyholder named in the accompanying form of proxy. It is intended that the proxyholder named by management in the accompanying form of proxy will vote the shares represented by the proxy in favour of each matter identified in the proxy and for the nominees of the Corporation's Board of Directors for directors and auditor.

The accompanying form of proxy also confers discretionary authority upon the named proxyholder with respect to amendments or variations to the matters identified in the accompanying Notice of Meeting and with respect to any other matters which may properly come before the Meeting. As of the date of this Circular, management of the Corporation is not aware of any such amendments or variations, or any other matters, that will be presented for action at the Meeting other than those referred to in the accompanying Notice of Meeting. If, however, other matters that are not now

known to management properly come before the Meeting, then the persons named in the accompanying form of proxy intend to vote on them in accordance with their best judgment.

CHANGE IN FINANCIAL YEAR END

The Corporation has changed its financial year-end from August 31 to December 31. This change will better align the Corporation's business cycle with that of its customers, as well as align the Corporation with the majority of public companies in the Corporation's business sector, thereby allowing investors to better assess the Corporation's performance in relation to its peers. Accordingly, the financial year ended December 31, 2007, herein referred to as the "Transition Period", reflects the four-month period from September 1, 2007 to December 31, 2007 since the last completed financial year ended August 31, 2007.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Board of Directors of the Corporation have fixed March 24, 2008 as the record date for determining which Shareholders are entitled to vote at the Meeting. On March 24, 2008, the Corporation had 150,176,303 issued and outstanding common shares. Each share carries one right to one vote.

To the knowledge of the directors and senior officers of the Corporation, no person beneficially owns, directly or indirectly, or exercises control or direction over, common shares carrying more than 10% of the voting rights attached to the Corporation's issued and outstanding common shares, as at the date hereof.

MATTERS TO BE CONSIDERED AT THE MEETING

1. PRESENTATION OF FINANCIAL STATEMENTS

The audited financial statements of the Corporation for the Transition Period ended December 31, 2007, together with the report of the auditors thereon, will be placed before the Meeting. A copy of the Corporation's financial statements and MD&A accompany this Circular and additional copies may be obtained from the Corporation, at 10th floor, 700 West Pender Street, Vancouver, British Columbia, V6C 1G8, attention: Corporate Secretary.

2. APPOINTMENT OF AUDITORS

The Board of Directors of the Corporation recommends the appointment of Ernst & Young LLP, Chartered Accountants, as auditors of the Corporation to hold office until the next Annual General Meeting of Shareholders at a remuneration to be fixed by the Board of Directors. Ernst & Young LLP, Chartered Accountants, were first appointed as auditors of the Corporation at the Annual General Meeting of the Shareholders held on December 11, 2003. KPMG LLP, Chartered Accountants acted as auditor prior to the appointment of Ernst & Young LLP.

The persons named in the enclosed form of proxy, unless directed by the Shareholder completing the proxy to abstain from doing so, intend to vote for the appointment of Ernst & Young LLP, Chartered Accountants, as auditors of the Corporation to hold office until the next Annual General Meeting of Shareholders at a remuneration to be fixed by the Board of Directors of the Corporation.

3. ELECTION OF DIRECTORS

The Articles of the Corporation provide that the minimum number of directors shall be one and the maximum number shall be ten. The number of directors presently in office is seven. The board have set the number of directors to be elected at the Meeting at seven.

The persons named below are the nominees of management for election as directors. Each director elected will hold office until his or her successor is elected or appointed, unless his or her office is earlier vacated under any of the relevant provisions of the by-laws of the Corporation or the *Canada Business Corporations Act*. It is the intention of the persons named as proxyholders in the enclosed form of proxy to vote for the election to the Board of Directors of the persons named below. The management of the Corporation does not contemplate that any of such nominees will be unable to serve as a director; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, PROXIES IN FAVOUR OF MANAGEMENT DESIGNEES WILL BE VOTED FOR ANOTHER NOMINEE IN MANAGEMENT'S DISCRETION UNLESS THE SHAREHOLDER HAS SPECIFIED IN HIS OR HER PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING FOR THE ELECTION OF DIRECTORS.

The following table sets out the name of each of the persons proposed to be nominated for election as a director and the name of each of the persons whose term of office, if elected, shall continue after the Meeting; all positions and offices in the Corporation presently held by that person; that person's principal occupation at present; the period(s) during which that person has served as a director; and the number of securities of the Corporation that such person has advised are beneficially owned by him or her, directly or indirectly, or over which control or direction is exercised. The additional biographical information following the table sets out each person's principal occupation within the five preceding years.

Nominees for Election to the Board of Directors

Name and residence	Position with the Corporation	Principal occupation ⁽⁵⁾	Director since	Securities owned or controlled ⁽⁴⁾
Glenda M. Dorchak California, USA	Chairman and Chief Executive Officer	Chairman and Chief Executive Officer of the Corporation	31 Jul 2006	80,000 common shares 1,425,000 stock options ⁽⁶⁾
Thomas Bitove ⁽²⁾⁽³⁾ Ontario, Canada	Director	Corporate Director	15 Dec 2005	404,300 common shares 150,000 stock options
George A. Duguay ⁽¹⁾⁽²⁾ Ontario, Canada	Director	President of G. Duguay Services Inc.	14 Apr 2003	256,375 common shares 250,000 stock options 20,000 warrants
Robert J. Gayton ⁽¹⁾⁽³⁾ British Columbia, Canada	Director	Corporate Director	23 Feb 1995	35,000 common shares 100,000 stock options
Joachim (Joe) Heel ⁽²⁾ California, USA	Director	Senior Vice President, Global Storage Practice, Sun Microsystems	19 Feb 2007	0 common shares 121,875 stock options
Ketan Kamdar ⁽³⁾ California, USA	Director	VP Mobile and Wireless, Broadcom Corporation	11 Oct 2007	0 common shares 103,125 stock options
Philip R. Ladouceur ⁽¹⁾⁽³⁾ Ontario, Canada	Director	President and Managing Director of Mardale Investments Ltd.	29 Jan 2008	0 common shares 0 stock options ⁽⁷⁾

Notes:

- (1) Member, Audit Committee.
- (2) Member, Compensation Committee.
- (3) Member, Corporate Governance and Nominating Committee.
- (4) This information has been furnished by the respective individuals as at March 24, 2008.
- (5) The information as to principal occupation is not within the knowledge of management of the Corporation and has been furnished by the respective nominees.
- (6) See also "Named Executive Officer Employment Contracts".
- (7) 100,000 new director stock options to be granted.

Background of the Nominees

Set forth below is a brief profile of each of the nominees for election as a director of the Corporation. Other than as set forth below, each nominee has held the same principal occupation for the last five years.

Glenda M. Dorchak is the Chairman of the Board and Chief Executive Officer of the Corporation. Prior to joining Intrinsic, Ms. Dorchak drove the strategic direction and product development for embedded communications and consumer electronics devices as the Vice President & General Manager of Intel Corporation's Consumer Electronics Group. Ms. Dorchak joined Intel in 2001 as Vice President and COO of its Communications Group playing a leading role in the consolidation of Intel's many communications technology businesses. Prior to her tenure at Intel, Ms. Dorchak served as Chairman and CEO of Value America, Inc., a leading online retailer that pioneered the sale of consumer products on the Internet. Ms. Dorchak began her career with IBM Canada in Vancouver, B.C., in 1974 and remained with IBM in Canada and the U.S. for over 20 years. She served in a variety of executive positions in sales, marketing and planning, including director of PC Direct and PC worldwide customer relationship marketing executive. Ms. Dorchak served as an independent Director on the Board of Directors of the Corporation in 2004 and 2005.

Ms. Dorchak is not a director of any public companies other than Intrinsic. Ms. Dorchak attended two meetings or 100% of eligible meetings of the Board of Directors held between September 1, 2007 and December 31, 2007.

Thomas Bitove has a successful history of leadership in several corporate sectors, including the retail technology, hospitality and foodservices industries. Most recently, as Chairman of Wireless Airtime Direct Inc., Mr. Bitove was instrumental in the successful launch of a process that allows customers to use ATM bank machines as point-of-sale terminals. He also currently owns the distribution rights for the Red Bull Energy Drink throughout Ontario, Canada, one of the largest distributors in North America. Between 1989 and 2002, Mr. Bitove was CEO and President of Lettuce Serview LP and its successor companies. He successfully grew the business and sold it, together with the airport foodservice operations, to HMS Host, the world's foremost travel centre and air terminal food services company. Mr. Bitove has a BA in economics from the University of Western Ontario.

Mr. Bitove is not a director of any public companies other than Intrinsic. Mr. Bitove attended two meetings or 100% of eligible meetings of the Board of Directors held between September 1, 2007 and December 31, 2007.

George A. Duguay is a senior executive with experience in the technology, financial services and resource industries. Since 1988, he has been the President of G. Duguay Services Inc, a partner of Marrelli & Drake Corporate Services (formerly known as Duguay & Ringler Corporate Services) until February 2006, a provider of corporate and financial administrative services to public companies. G. Duguay Services Inc. continues to act as a consultant to Marrelli & Drake Corporate Services. In addition, he was a founder of Equity Transfer & Trust Company, a provider of transfer agency and corporate trust services. He is presently Corporate Secretary of two public companies. For the period May 1993 to December 2004 he served as a Director of Genesis Microchip Inc., the world's leading supplier of display image processors listed on NASDAQ. Mr. Duguay is a Certified General Accountant and an associate of the Institute of Chartered Secretaries.

Mr. Duguay has been, since June 2007, a director of GA Capital Corp., which became a reporting issuer on October 11, 2007. Mr. Duguay attended two meetings or 100% of eligible meetings of the Board of Directors of the Corporation held between September 1, 2007 and December 31, 2007.

Robert J. Gayton, Ph.D, FCA, holds a doctorate in Business from the University of California at Berkeley and was a former partner at Peat Marwick Mitchell. Dr. Gayton has directed the accounting and financial matters of public companies in the resource and non-resource fields since 1987.

Dr. Gayton currently serves as a director of eight public companies other than Intrinsic. Dr. Gayton attended two meetings or 100% of eligible meetings of the Board of Directors held between September 1, 2007 and December 31, 2007.

Joachim (Joe) Heel, Ph.D., possesses over thirteen years of experience managing senior executive relationships in the technology industry. He joined Sun Microsystems in September 2005 and currently serves as the Senior Vice President of Sun's Global Storage Practice. He is responsible for Sun's sales of storage products worldwide, representing approximately \$2.5 billion of revenue and 1,200 employees. Prior to Sun Microsystems, Mr. Heel was a Partner in the High Tech practice at McKinsey & Company where he advised clients in the United States, Europe and Latin America on corporate strategy, operations, mergers and acquisitions, business development and organization design. Mr. Heel also started and led McKinsey's office in Miami and oversaw its Private Equity practice. Mr. Heel holds a Ph.D. in Computer Science from the Massachusetts Institute of Technology (MIT) and has published numerous academic papers.

Mr. Heel is also a director of another public company: World Fuel Services (INT). Mr. Heel attended two meetings or 100% of eligible meetings of the Board of Directors held between September 1, 2007 and December 31, 2007.

Ketan Kamdar has more than fifteen years of experience in the development, integration, and operations of wireless solutions in the wireless device, telecommunications infrastructure, wireless application, and semiconductor industries. He joined Broadcom in April 2005 and currently serves as a Vice President with global responsibility for Strategic Business Development with OEMs and ODMs, as well as interfacing worldwide with network operators, representing the Mobile Platforms and Wireless Connectivity Groups. Prior to Broadcom, he held several senior engineering and operational roles at AT&T Wireless/Cingular Wireless, most recently as the Vice President of the Device Development Group where he had corporate responsibility for directing, defining and commercializing mobile phones. Mr. Kamdar holds a Masters Degree in Electrical Engineering from Virginia Polytechnic Institute and State University, and earned his Bachelors Degree in Electronics and Telecommunications Engineering from Bombay University.

Mr. Kamdar is not a director of any public companies other than Intrinsic. Mr. Kamdar attended two meetings or 100% of eligible meetings of the Board of Directors held between October 11, 2007 and December 31, 2007.

Philip R. Ladouceur has extensive experience and a proven track record in leading successful technology and telecommunications companies. Mr. Ladouceur is currently the President and Managing Director of Mardale Investments Ltd. From March to December 2006, Mr. Ladouceur acted as the Interim Chief Executive Officer of SpotWave Wireless and from January 2005 to February 2006 served as the Vice-Chairman and Managing Director of WindyPoint Capital Inc. Previously, he was the President and Chief Executive Officer and Director of Datawire Communications from February 2002 to September 2003. Mr. Ladouceur was the Executive Chairman, Chief Executive Officer and Director of FutureLink Corp. from June 1999 to May 2001. Mr. Ladouceur also served in executive roles for a number of companies, including Chief Financial Officer and Director of Rogers Communications Inc., one of the largest cable, cellular and broadcasting companies in North America. He has served on several public and private company Boards of Directors, including the Boards of AT&T Canada and Breken Group Ltd. Mr. Ladouceur obtained his Bachelor of Commerce degree at Concordia University (formerly, Loyola College) in Montreal and studied Management Development at Stanford University in California.

Mr. Ladouceur is not a director of any public companies other than Intrinsic. Mr. Ladouceur did not attend any meetings of the Board of Director during the period September 1, 2007 and December 31, 2007 as he was not appointed to the Board of Directors until January 29, 2008.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed in this Circular and below, none of the persons proposed as directors of the Corporation:

- a) is, at the date of this Circular, or has been, within 10 years before the date of this Circular, a director or executive officer of any company that, while that person was acting in that capacity:
 - (i) was the subject of a cease trade or similar order, or an order that denied the other issuer relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days,
 - (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of the cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days, or
 - (iii) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or
- b) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the such person.

Glenda M. Dorchak, Chairman and Chief Executive Officer of the Corporation, was the Chief Executive Officer of Value America, a U.S. retailer, from November 1999 to December 2000. In the second quarter of its fiscal 2000 year, Value America filed for bankruptcy protection in the Commonwealth of Virginia. Value America's assets were sold to Merisel Inc. in December 2000.

Robert J. Gayton was director and officer of Newcoast Silver Mines Ltd. at the date of a Cease Trade Order issued by the British Columbia Securities Commission on September 30, 2003 and by the Alberta Securities Commission on October 31, 2003 for failure to file financial statements. The orders were revoked on October 23, 2003 and March 25, 2004, respectively.

EXECUTIVE COMPENSATION

COMPENSATION OF NAMED EXECUTIVE OFFICERS

The following table sets out all compensation for the three most recently completed financial years of the Corporation ended December 31, 2007 (four months), August 31, 2007 and August 31, 2006 in respect of each of the individuals who were, as at December 31, 2007, the Corporation's Chief Executive Officer, Chief Financial Officer, and the Corporation's three most highly compensated executive officers other than the Chief Executive Officer and Chief Financial Officer (the "Named Executive Officers") as defined under British Columbia securities laws.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year ⁽¹⁾	Annual Compensation			Long-term Compensation			All other compensation (\$)
		Salary (\$)	Bonus ⁽²⁾ (\$)	Other (\$)	Awards		Payments	
					Securities under options granted (#)	Shares or units subject to resale restrictions (#)	LTIP payments (#)	
Glenda Dorchak ⁽³⁾ Chief Executive Officer	T2007	99,890 ⁽⁹⁾	–	5,958 ⁽⁴⁾⁽⁷⁾	250,000	–	–	–
	A2007	336,690 ⁽¹⁰⁾	196,402	21,419 ⁽⁵⁾⁽⁷⁾⁽¹⁰⁾	325,000	–	–	–
	2006	28,908	–	180 ⁽⁴⁾	850,000	–	–	27,633 ⁽¹³⁾
David Fischer Senior Director Finance & Acting Chief Financial Officer	T2007	44,000 ⁽⁹⁾	–	963 ⁽⁴⁾	24,000	–	–	–
	A2007	114,167	35,000 ⁽¹¹⁾	2,455 ⁽⁴⁾⁽¹²⁾	40,000	–	–	–
	2006	33,776	5,500 ⁽¹¹⁾	1,300 ⁽⁴⁾	10,000	–	–	–
Mark Johnston EVP & General Manager Worldwide Sales and Business Development	T2007	66,667 ⁽⁹⁾	–	43,261 ⁽⁴⁾⁽⁶⁾	175,000	–	–	–
	A2007	166,026	57,838	2,889 ⁽⁴⁾	350,000	–	–	–
	2006	–	–	–	–	–	–	–
Mark Longo VP Corporate Development, General Counsel & Corporate Secretary	T2007	66,667 ⁽⁹⁾	–	963 ⁽⁴⁾	75,000	–	–	–
	A2007	19,790	–	–	250,000	–	–	10,000 ⁽¹³⁾
	2006	–	–	–	–	–	–	–
Souheil Gallouzi ⁽⁸⁾ VP & General Manager, Product Marketing & Development	T2007	52,009 ⁽⁹⁾	–	3,849 ⁽⁷⁾	325,000	–	–	24,973 ⁽¹³⁾
	A2007	–	–	–	–	–	–	–
	2006	–	–	–	–	–	–	–

Notes:

- (1) T2007 = four month Transition Period ended December 31, 2007; A2007 = financial year ended August 31, 2007.
- (2) Bonuses earned are attributable to the noted financial year and are paid in the first quarter following the completion of the financial year. Bonuses earned in T2007 are not calculable at this time.
- (3) Ms. Dorchak's salary and bonus amounts were paid in U.S. dollars but have been expressed in Canadian dollars based on the Bank of Canada's average annual U.S. to Canadian dollar exchange rates for the financial years noted, namely 2006 salary of \$26,153 USD and signing bonus of \$25,000 USD converted at 1.1053, A2007 salary of \$300,000 USD and bonus of \$175,000 USD converted at a rate of 1.1223 and T2007 salary of \$100,000 USD converted at a rate of 0.9989.
- (4) Parking benefits.
- (5) Life insurance and tax preparation services.
- (6) Commissions earned based on the achievement of revenue targets.
- (7) Contributions made by the Corporation under a 401(k) pension plan.
- (8) Mr. Gallouzi joined the Corporation as Vice-President & General Manager, Product Marketing & Development on October 8, 2007. His salary and signing bonus amounts earned in T2007 were paid in US dollars but have been expressed in Canadian dollars based on the Bank of Canada's average annual exchange rate for T2007, namely T2007 salary of \$55,000 USD and signing bonus \$25,000 USD converted at the annual exchange rate of 0.9989.
- (9) These figures represent a portion of normal annual salary to reflect salary earned in T2007.
- (10) These figures have been restated to reclassify a contribution of \$15,000 USD (expressed in Canadian dollars based on the Bank of Canada's average annual US to Canadian dollar exchange rate for A2007 as noted above) made by the Corporation under Ms. Dorchak's 401(k) pension plan in A2007.
- (11) These figures have been restated to reflect that Mr. Fischer earned a bonus of \$5,500 in the 2006 financial year rather than A2007 and a bonus of \$25,000 in A2007 which was not previously calculable.
- (12) This figure has been restated to reflect the actual parking benefits received by Mr. Fischer in A2007.
- (13) These figures represent signing bonuses.

STOCK OPTIONS TO PURCHASE SECURITIES

The following table sets forth individual grants of options to purchase Common Shares by the Named Executive Officers during the Transition Period.

OPTION GRANTS DURING THE MOST RECENTLY COMPLETED FINANCIAL YEAR

Name	Number of securities under options granted	% of total options granted to employees in financial year	Exercise or base price	Market value of securities underlying options on the date of grant	Expiration date
Glenda Dorchak Chief Executive Officer	250,000	10.9%	\$0.92	\$0.92	December 14, 2012
David Fischer Senior Director Finance & Acting Chief Financial Officer	24,000	1.1%	\$0.92	\$0.92	December 14, 2012
Mark Johnston EVP & General Manager Worldwide Sales and Business Development	175,000	7.7%	\$0.92	\$0.92	December 14, 2012
Mark Longo VP Corporate Development, General Counsel & Corporate Secretary	75,000	3.3%	\$0.92	\$0.92	December 14, 2012
Souheil Gallouzi VP & General Manager, Product Marketing & Development	300,000 25,000	13.1% 1.1%	\$0.75 \$0.92	\$0.75 \$0.92	November 16, 2012 December 14, 2012

The following table sets out the aggregate options exercised by the Named Executive Officers during the Transition Period and the aggregate financial year-end value of unexercised options.

AGGREGATED OPTION EXERCISES DURING THE MOST RECENTLY COMPLETED FINANCIAL YEAR AND FINANCIAL YEAR END OPTION VALUES

Name	Securities acquired on exercise (#)	Aggregate value realized on the date of exercise (\$)	Unexercised options at year end (#)		Value of unexercised in-the-money options at year end ⁽¹⁾ (\$)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Glenda Dorchak Chief Executive Officer	Nil	Nil	354,167	1,070,833	17,708	112,542
David Fischer Senior Director Finance & Acting Chief Financial Officer	Nil	Nil	8,333	65,667	1,500	11,000
Mark Johnston EVP & General Manager Worldwide Sales and Business Development	Nil	Nil	Nil	550,000	53,000	152,000
Mark Longo VP Corporate Development, General Counsel & Corporate Secretary	Nil	Nil	Nil	325,000	Nil	67,500
Souheil Gallouzi VP & General Manager, Product Marketing & Development	Nil	Nil	Nil	325,000	Nil	51,000

Note:

- (1) In the Money Options are those options where the market value of the underlying securities as at the most recent financial year end exceeds the option exercise price. The closing market price of the Corporation's common shares on the TSX as at December 31, 2007 (i.e., the Corporation's financial year end) was \$0.92.

LONG TERM INCENTIVE PLAN (“LTIP”) AWARDS

A LTIP is a plan providing compensation intended to motivate performance over a period greater than one financial year and does not include option or stock appreciate rights plans or plans for compensation through shares or units that are subject to restrictions on resale. The Corporation did not have any LTIP in place at the end of its most recently completed financial year. No awards were made to the Named Executive Officers under any LTIP during the most recently completed financial year.

OPTION AND SAR REPRICINGS

A stock appreciation right is a right to receive a payment of cash or an issue or transfer of securities based wholly or in part on changes in the trading price of publicly traded securities. There were no options or stock appreciation rights held by the Named Executive Officers that were repriced during the most recently completed financial year.

DEFINED BENEFIT OR ACTUARIAL PLAN DISCLOSURE

The Corporation does not have defined benefit or actuarial plans in place, whether determined primarily by final compensation and years of service or not.

NAMED EXECUTIVE OFFICER EMPLOYMENT CONTRACTS

Intrinsyc Software (USA), Inc. recently entered into a new “at will” employment agreement with Glenda Dorchak made effective March 17, 2008 pursuant to which she serves as the Corporation’s Chief Executive Officer and Chairman of the Board of Directors. This agreement expires on December 31, 2010, but can be renewed annually thereafter.

Under Ms. Dorchak’s previous employment agreement, which was made effective July 31, 2006 and was in existence at the end of the most recently completed financial year, Ms. Dorchak received an annual base salary of \$300,000 USD and was eligible to receive a performance bonus of up to \$175,000 USD. In the first year of her employment the \$175,000 USD performance bonus was paid in full in order to permit Ms. Dorchak to establish appropriate objectives for subsequent years and the bonus was to be earned based on performance. Under Ms. Dorchak’s previous employment agreement, if Ms. Dorchak’s employment was terminated without cause she would have received one-year of salary plus benefits as severance and 50% of all outstanding unvested stock options would have immediately vested and if a change in control of the Corporation would have occurred and Ms. Dorchak’s employment was terminated within 12 months of the completion of the change of control transaction, she would have received 18 months’ salary as severance, and all her outstanding unvested stock options would have immediately vested.

The agreement dated effective March 17, 2008 sets forth the terms of employment for the period beginning September 1, 2007 through the expiration of the agreement on December 31, 2010. Under this agreement Ms. Dorchak’s annual base salary remains \$300,000 USD through July 31, 2008. Effective August 1, 2008, her annual base salary will increase to \$330,000 USD. The agreement also provides for an increase in annual base salary at the discretion of the Board of Directors effective August 1, 2009 and August 1, 2010, which amount shall be no less than 6% per annum. She remains eligible for a bonus of up to \$175,000 USD for the period of September 1, 2007 to December 31, 2008, and thereafter shall be eligible for a performance bonus of up to \$200,000 for the period of January 1 to December 31, 2009. The payment of any performance bonus remains dependent upon Ms. Dorchak achieving objective performance standards mutually agreed between her and the Corporation’s Board of Directors. Under her new employment agreement, Ms. Dorchak is entitled, subject to Board of Directors’ approval, to be granted at least 250,000 options to purchase common shares of the Corporation under the Corporation’s current stock option plan in

each of 2008, 2009 and 2010. She is also entitled to be granted a long term incentive option to purchase 1,500,000 common shares in the capital of the Corporation (a third of which if exercised would be required to be held for no less than one year) at an exercise price of \$1.80 per share provided the Corporation achieves specific performance in market capitalization growth (the "Long Term Incentive Option"). In addition, Ms. Dorchak is eligible for a one-time long term incentive bonus ranging from \$2,750,000 to \$3,500,000 which is tied to the market capitalization growth of the Corporation and paid in cash of which 25% must be invested in shares of the Corporation and held for no less than one year (the "Long Term Incentive Bonus"). If her employment is terminated without cause (including termination resulting from a change of terms of employment inconsistent with her status as CEO of the Corporation), she will receive one-year of salary plus benefits as severance, 100% of her outstanding unvested stock options (other than the Long Term Incentive Option) shall immediately vest and, if her employment is terminated prior to December 31, 2009 and the market capitalization growth goals are achieved, she also will receive 50% of the Long Term Incentive Bonus and 50% of the Long Term Incentive Option shall immediately vest. If a change of control occurs and Ms. Dorchak's employment is terminated in the 3 month period prior to or 12 months after the change of control, she will receive two times her current annual base salary plus benefits for 12 months as severance, and all her outstanding unvested stock options (other than the Long Term Incentive Option) shall immediately vest and provided certain financial goals are achieved in the acquisition she will also receive 100% of the Long Term Incentive Bonus and 100% of the Long Term Incentive Option shall immediately vest.

The Corporation entered into an employment agreement with David Fischer effective May 10, 2006 pursuant to which he served as the Corporation's Director of Finance. Effective upon Mr. Morden's resignation on July 6, 2007, Mr. Fischer was appointed to the position of Senior Director of Finance and Acting Chief Financial Officer. Mr. Fischer currently receives an annual base salary of \$139,000 (increased from \$132,000 effective January 16, 2008). Mr. Fischer is also entitled to receive a performance bonus of up to \$27,800 (increase from \$26,400 effective January 16, 2008) based on the achievement of specific objectives. If Mr. Fischer's employment is terminated without cause, the Corporation will provide him with a period of notice (or pay in lieu thereof, plus benefits) based on the *Employment Standards Act* of BC plus an additional amount based on a formula reflecting his length of service to the Corporation. For greater than one year but less than three years of service, Mr. Fischer shall be entitled to receive an additional two weeks in salary and benefits, and for three or more years of service, his entitlement shall be three weeks, plus one additional week for each year of service in excess of three years, to a maximum of 16 weeks.

The Corporation entered into an employment agreement with Mark Johnston effective November 2, 2006, pursuant to which he serves as the Corporation's Vice President and General Manager responsible for Worldwide Sales and Business Development. Mr. Johnston currently receives an annual base salary of \$220,000 (increased from \$200,000 effective January 16, 2008) and is also entitled to receive a performance bonus of up to \$140,000 (increased from \$125,000 effective January 16, 2008) based on the achievement of specific objectives. If Mr. Johnston's employment is terminated without cause, the Corporation will pay him 6 months base salary, plus 2 month's base salary per year of service prorated for partial years, to a maximum of 12 months of his base annual salary, in lieu of notice of termination of employment.

The Corporation entered into an employment agreement with Mark Longo effective June 25, 2007, pursuant to which he serves as the Corporation's Vice President Corporate Development, General Counsel and Corporate Secretary. Mr. Longo currently receives an annual base salary of \$200,000 and is also entitled to receive a performance bonus of \$84,000 based on the achievement of specific objectives. Mr. Longo also received a signing bonus of \$10,000. If Mr. Longo's employment is terminated without cause, the Corporation will pay him 12 months of his base annual salary plus bonus in respect of the applicable fiscal year, in lieu of notice of termination of employment.

The Corporation entered into an employment agreement with Souheil Gallouzi effective October 8, 2007, pursuant to which he serves as the Corporation's Vice President & General Manager of Product Marketing and Development. Mr. Gallouzi currently receives an annual base salary of \$225,000 USD and is also entitled to receive a performance bonus of \$110,000 based on the achievement of specific objectives. Mr. Gallouzi also received a signing bonus of \$25,000 USD. If Mr. Gallouzi's employment is terminated without cause after a minimum of 6 full months of employment, the Corporation will pay him 6 months of his annual salary, plus 2 months per completed year of employment, to a maximum of 12 months of his base annual salary, in lieu of notice of termination of employment.

COMPENSATION OF DIRECTORS

The Board of Directors has resolved that, in addition to reimbursement for ordinary and necessary out of pocket expenses incurred in fulfillment of their duties, each non-executive director shall receive an annual retainer of \$10,000 paid quarterly, a meeting fee of \$1,500 for each Board of Directors meeting attended in person, \$750 for telephonic attendance at each Board of Directors meeting, and a meeting fee of \$750 for committee meetings. The Lead Independent Director shall receive a fee for acting in that capacity of \$30,000 per year, the Chairman of the Audit Committee shall receive an additional \$1,500 per quarter and the Chairman of each of the Corporate Governance and Nominating and Compensation Committees will receive an additional \$750 per quarter. Further, each director shall be compensated for additional activities performed at the direction of the Chairman of the Board or CEO at a rate equal to \$1,500 per day. For the four month Transition Period, the Directors received a pro-rata amount of the annual retainer.

The non-executive members of the Board of Directors have received and may receive incentive stock options in accordance with the policies of the TSX and the Corporation's Incentive Plan. Currently, new non-executive directors receive 100,000 stock options upon appointment that vest as to one-third (1/3) on the date of issue, one-third (1/3) on the first anniversary and one-third (1/3) on the second anniversary. Existing non-executive directors receive an additional 25,000 stock options per year or on a pro rata basis based on the period served in the preceding year, vesting as to one-twelfth (1/12) per month from the date of issue. See also "Nominees for Election to the Board of Directors".

COMPOSITION OF THE COMPENSATION COMMITTEE AND REPORT ON EXECUTIVE COMPENSATION

The Compensation Committee currently consists of George Duguay (Chairman), Thomas Bitove and Joachim (Joe) Heel, all of whom are independent directors.

The purpose of the Compensation Committee is to:

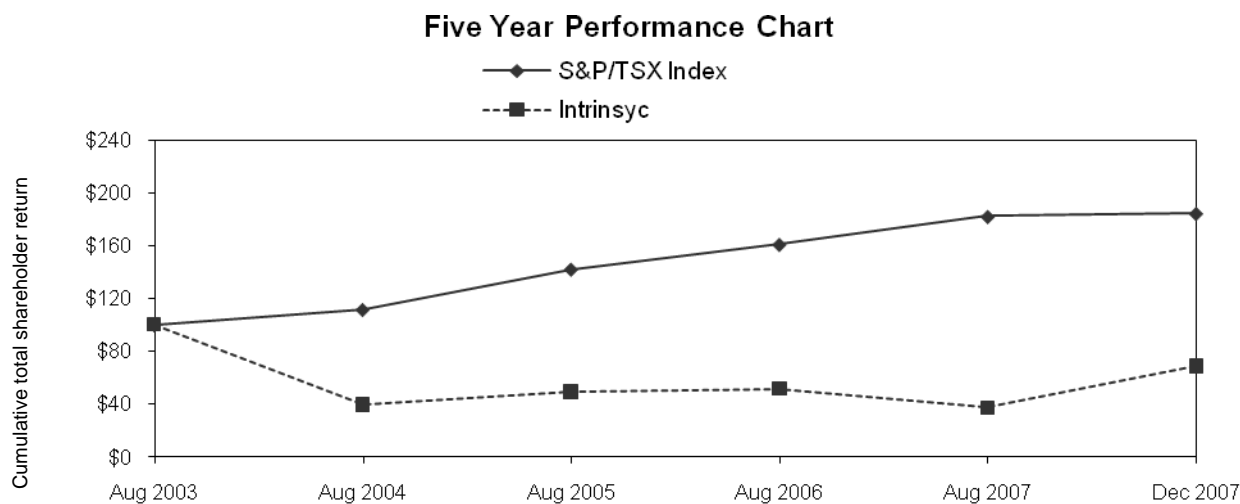
- a. review and approve the corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those corporate goal and objectives, and determine (or make recommendations to the Board with respect to) the CEO's compensation level based on this evaluation;
- b. make recommendations to the Board with respect to non-CEO officer extraordinary bonuses, director compensation, incentive compensation plans and equity-based plans; and
- c. review executive compensation disclosure before the Corporation publicly discloses this information.

It is the policy of the Corporation to compensate its management, including the Chief Executive Officer, for performance using three forms of remuneration: base salary, cash bonus and stock option grants. Base salary is determined largely by reference to market conditions, following a review of comparable compensation packages for the position, together with an assessment of the responsibility and experience required for the position to ensure that it reflects the contribution expected from each member of management. Annual incentive cash and stock option awards will provide the opportunity for cash compensation and enhanced share value based upon exceptional individual and departmental performance, and the overall success of the Corporation in any given fiscal year. One of the factors taken into account, when determining whether and how many new option grants would be made, is the amount and terms of outstanding options. The payment of the CEO's performance bonus is dependent upon achieving objective performance standards mutually agreed between the CEO and the Corporation's Board of Directors. See "Named Executive Officer Employment Contracts". Information regarding comparable salaries and overall compensation is derived from the knowledge and experience of the members of the Committee, from certain public information, and from outside consultants.

PERFORMANCE GRAPH

The common shares of the Corporation currently trade on the Toronto Stock Exchange ("TSX") under the symbol "ICS".

The following chart compares the total cumulative shareholder return for \$100 invested in common shares of the Corporation on August 31, 2002 with the cumulative total return of the S&P/TSX Composite Index for the period from August 31, 2002 to August 31, 2007 and for the four month Transition Period ended December 31, 2007. The common share performance as set out in the graph does not necessarily indicate future price performance.



For the fiscal years ended Aug31 and Transition Period of Sep 1, 2007 to Dec 31, 2007

	Year Ended					4 Months Ended 31 Dec 07
	31 Aug 03	31 Aug 04	31 Aug 05	31 Aug 06	31 Aug 07	
Intrinsic common shares	\$100	\$46	\$57	\$60	\$43	\$80
S&P/TSX Composite Index	\$100	\$135	\$172	\$194	\$220	\$222

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information regarding the Incentive Plan as of December 31, 2007:

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
Equity compensation plan approved by Shareholders	9,677,500	\$0.81	2,291,897
Equity compensation plans not approved by Shareholders	Nil	Nil	Nil
Total	9,677,500	\$0.81	2,291,897

As of March 24, 2008, the Corporation had 9,466,900 options issued and outstanding under the Plan.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

No director, senior officer or executive officer, nor any proposed nominee for director, nor any associate of any of them, has been indebted to the Corporation at any time during the previous fiscal year.

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

Except as described herein, no director, nominee for director, senior officer or principal shareholder of the Corporation, or any associate or affiliate of such person, has any material interest, direct or indirect, in any material 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. See also "Executive Compensation".

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or senior officers of the Corporation, no management nominee for election as a director of the Corporation, none of the persons who have been directors or senior officers of the Corporation since the commencement of the Corporation's last completed financial year and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the meeting.

MANAGEMENT CONTRACTS

The management functions of the Corporation are performed by the Corporation's directors and senior officers and the Corporation has no management agreements or arrangements under which such management functions are performed by persons other than the directors and senior officers of the Corporation.

DIRECTORS' AND OFFICER'S LIABILITY INSURANCE

The Corporation maintains directors' and officers' liability insurance in the aggregate amount of \$10,000,000, subject to a deductible in respect of corporate reimbursement of \$50,000 for each loss. During the Transition Period September 1, 2007 to December 31, 2007, the total annual premium paid in respect of such insurance was \$18,667.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board of Directors and senior officers of the Corporation consider good corporate governance to be central to the effective operation of the Corporation. As part of the Corporation's commitment to effective corporate governance, the Board of Directors, with the assistance of the Corporate Governance and Nominating Committee, monitors changes in legal requirements and best practices.

The Board of Directors and the Corporation annually reviews the Corporation's system of corporate governance including its Corporate Governance Manual (the "Manual") to ensure its practices meet or exceed applicable legal and stock exchange requirements.

Set out below is a description of certain corporate governance practices of the Corporation, as required by National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

BOARD OF DIRECTORS

National Policy 58-201 – *Corporate Governance Guidelines* recommends that boards of directors of reporting issuers be composed of a majority of independent directors. With six of the seven current directors considered independent, the Board of Directors is currently composed of a majority of independent directors. The six independent directors are: Thomas Bitove, George Duguay, Robert Gayton, Joachim (Joe) Heel, Ketan Kamdar and Philip R. Ladouceur. One director is an executive officer of the Corporation: Glenda Dorchak. With six of the seven proposed directors considered independent, the new Board of Directors will also be composed of a majority of independent directors. The six independent proposed directors are: Thomas Bitove, George Duguay, Robert Gayton, Joachim (Joe) Heel, Ketan Kamdar and Philip R. Ladouceur. The one non-independent proposed director is Glenda Dorchak.

The Corporation has taken steps to ensure that adequate structures and processes are in place to permit the Board of Directors to function independently of management. The directors may hold regularly scheduled meetings at least four times per year at which non-independent directors are not in attendance. Alternatively, the independent directors may meet during a portion of regularly scheduled Board of Directors meetings, provided that time is specifically scheduled and devoted to meeting without non-independent directors. From September 1, 2007 to December 31, 2007, two meetings of the independent directors were held. The Corporation has appointed Dr. Gayton as Lead Independent Director in order to ensure appropriate leadership for the independent directors. As Lead Independent Director, Dr. Gayton's role is to oversee and ensure the independence and separation between management and the Board of Directors.

The Corporation and the Board of Directors recognize the significant commitment involved in being a member of the Board of Directors. Accordingly, the Manual requires directors to report to the Chairman of the Governance and Nominating Committee all other directorships held and any other interest in or relationship with outside entities that could result in potential conflicts of interest. Currently, the following directors serve on the boards of directors of other public companies as listed below.

Director	Public corporation board membership
George Duguay	GA Capital Corp.
Dr. Robert Gayton	Amerigo Resources Ltd. Bravo Venture Group Inc. Canadian Zinc Corporation Eastern Platinum Limited Nevsun Resources Ltd. Palo Duro Energy Inc. Quaterra Resources Inc. Western Copper Corporation
Joachim (Joe) Heel	World Fuel Servers (INT)

For the Transition Period September 1, 2007 to December 31, 2007, the Board of Directors and its committees held the following number of meetings:

Board of Directors	2
Audit Committee	1
Compensation Committee	4
Corporate Governance and Nominating Committee	1
TOTAL NUMBER OF MEETINGS HELD	8

The attendance of the directors at such meetings was as follows:

Director	Board meetings attended	Committee meetings attended
Thomas Bitove	2 of 2	6 of 6
Glenda Dorchak	2 of 2	0 of 0
George Duguay	2 of 2	6 of 6
Robert Gayton	2 of 2	2 of 2
Joachim (Joe) Heel	2 of 2	4 of 4
Ketan Kamdar ⁽¹⁾	2 of 2	0 of 0
Philip R. Ladouceur ⁽²⁾	Not applicable	Not applicable
Andrew McLeod ⁽³⁾	2 of 2	0 of 0

Notes:

- (1) Mr. Kamdar joined the Board of Directors on October 11, 2007.
- (2) Mr. Ladouceur joined the Board of Directors on January 29, 2008.
- (3) Mr. McLeod resigned from the Board of Directors on January 28, 2008.

Board Mandate

The Board of Directors is responsible for the overall stewardship of the Corporation. The Board of Directors discharges this responsibility directly and through the delegation of specific responsibilities to committees of the Board of Directors.

The Mandate of the Board of Directors, which is attached hereto as Schedule "A", falls into the following seven categories: selection of management, strategic planning, risk identification, communications, succession planning, internal controls and corporate governance, all as more particularly described in Section B of the Mandate.

Position Descriptions

The Board of Directors has developed position descriptions for the Chairman, the Lead Independent Director and the Chairman of each committee of the Board of Directors. The Board of Directors has also approved a position description for the Chief Executive Officer.

Orientation and Continuing Education

Responsibility for orientation and education programs for new directors is assigned to the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee ensures that all new directors receive a comprehensive orientation so that each new director fully understands the role of the Board of Directors and its committees, as well as the individual contribution individual directors are expected to make. The Board of Directors has adopted a policy for orientation of new directors.

The Corporate Governance and Nominating Committee is also responsible for arranging continuing education for directors in order to ensure that directors maintain and enhance the skill and knowledge necessary to meet their obligations as directors, as well as to ensure knowledge and understanding of the Corporation's business remains current. The Board of Directors has adopted a policy for continuing education for directors.

Ethical Business Conduct

The Board of Directors has created a Code of Business Conduct (the "Code") for the Corporation's directors, officers and employees. Directors, officers and employees are expected to act with honesty and integrity in all interactions with customers, suppliers, competitors, employees and others. A copy of the Code may be obtained by contacting the Corporation at the address given under "Additional Information" in this Circular.

The Audit Committee is responsible for reviewing the Code as well as programs that management has established to monitor compliance with the Code. In addition, the Corporate Governance and Nominating Committee is responsible for ensuring that standards of ethical conduct are developed and maintained.

The Board of Directors and the Audit Committee have also established a Whistleblower Policy to encourage employees, officers and directors to raise concerns regarding matters covered by the Code (including but not limited to accounting, internal controls or auditing matters) on a confidential basis free from discrimination, retaliation or harassment.

In addition, in order to ensure independent judgement in considering transactions/agreements in which a director/officer has a material interest, all related party transactions are reviewed and approved by the Audit Committee.

Nomination of Directors

The Corporate Governance and Nominating Committee is currently comprised of Phil Ladouceur (Chairman), Thomas Bitove, Robert Gayton and Ketan Kamdar, all of whom are independent.

The purpose of the Governance and Nominating Committee is to:

- a) develop and recommend to the Board a set of corporate governance principles applicable to the Corporation;

- b) identify individuals qualified to become new Board members and to recommend to the Board new director nominees from time to time; and
- c) assist the Chairman in overseeing the process of evaluation of the Board, its committees and individual directors.

As described in its charter, the Corporate Governance and Nominating Committee is responsible for, among other things, identifying and evaluating candidates for the Board of Directors.

Compensation

Information regarding the composition of the Compensation Committee, the responsibilities and operations of the Compensation Committee and the process by which compensation is determined, is discussed above in "Composition of the Compensation Committee and Report on Executive Compensation".

Audit Committee of the Board of Directors

The information regarding the Audit Committee required to be disclosed by Multilateral Instrument 52-110 – *Audit Committees* will be detailed in the Corporation's Transition Period Annual Information Form to be filed in accordance with prescribed deadlines and thereafter be available from the Corporation or on SEDAR at www.sedar.com.

Other Board of Directors' Committees

The Corporation's Board of Directors does not have any committees, other than the Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee.

Assessments

The Board of Directors has adopted a Board review process which: (a) provides directors with an opportunity once each year to evaluate the Board of Directors' and each Committee's performance and to make suggestions for its improvement; (b) provides an opportunity for the Board of Directors to comment on the Chairman's and the Lead Independent Director's leadership; and (c) provides an opportunity for the Lead Independent Director to evaluate each director's individual performance and to make suggestions for improvement. The review process relates directly to the description of the roles and responsibilities of the Board of Directors, each of its committees, the Chairman and each individual director.

The Board of Directors annually reviews and assesses the performance of the CEO.

OTHER MATTERS

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

Matters which may properly come before the Meeting shall be any matter not effecting change in the Articles or Bylaws of the Corporation, not effecting a change of control of the Corporation or not disposing of all or substantially all of the assets of the Corporation.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found on SEDAR at www.sedar.com. Shareholders may contact the Corporation at 10th floor, 700 West Pender Street, Vancouver, British Columbia, V6C 1G8, attention: Corporate Secretary, to request copies of the Corporation's financial statements and management's discussion and analysis for the Transition Period. Information about the Corporation can also be found on its web site at www.intrinsyc.com. Financial information is provided in the Corporation's comparative consolidated financial statements and management's discussion and analysis for the Transition Period ended December 31, 2007.

BOARD APPROVAL AND STATEMENT OF DIRECTORS

This Circular contains information as at March 24, 2008, except where another date is specified. The contents of this Circular have been approved and its mailing to each member of the Corporation entitled thereto and to the appropriate regulatory agencies has been authorized by the Board of Directors of the Corporation.

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Glenda M. Dorchak', with a long horizontal flourish extending to the right.

Glenda M. Dorchak
Chairman and Chief Executive Officer
Intrinsyc Software International, Inc.

SCHEDULE “A”
OBLIGATIONS, DUTIES AND ROLES OF THE BOARD OF DIRECTORS OF
INTRINSYC SOFTWARE INTERNATIONAL, INC.

A. OBLIGATIONS

1. The Board of Directors (the “Board”) shall assume the responsibility for the stewardship of the Corporation and shall:
 - a. supervise the management of the business and affairs of the Corporation; and
 - b. act in accordance with the Corporation’s obligations contained in the Canada Business Corporations Act (the “CBCA”), the Securities Act of each province and territory of Canada and the various related rules, policies and instruments, the Toronto Stock Exchange’s governance guidelines, other applicable laws and the Corporation’s Articles and By-Laws (collectively, “Applicable Laws”).
2. The Board may delegate any matter to a committee of directors in compliance with Applicable Laws.

B. BOARD MANDATE

Introduction

In meeting its obligations, the Board shall act as a whole or as permitted by Applicable Laws through a committee of the Board. The Board’s mandate falls into the following seven categories:

1. Selection of Management

The Board has the responsibility for:

- a. appointing, monitoring and reviewing the performance of, approving the remuneration for, providing counsel and advice to and replacing the CEO;
- b. approving the appointment of all executive officers, taking into account the advice of the CEO; and
- c. to the extent feasible, satisfying itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the Corporation.

2. Strategic Planning

The Board has the responsibility for:

- a. adopting a strategic planning process and approving, on at least an annual basis, a strategic plan that takes into account, among other things, the opportunities and risks of the Corporation’s business;
- b. monitoring the Corporation’s progress towards its goals, and to revise and alter its direction in light of changing circumstances; and
- c. taking action when the Corporation’s performance falls short of its goals or in other special circumstances (for example, mergers and acquisitions or changes in control).

3. Risk Identification

The Board has the responsibility for identifying principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage those risks.

4. Communications

The Board has the responsibility for:

- a. ensuring that the financial results of the Corporation are reported fairly and in accordance with Applicable Laws;
- b. ensuring the timely reporting of material information in compliance with Applicable Laws; and
- c. adopting a communications policy to ensure that communications to the public regarding the Corporation are timely, factual, accurate and broadly disseminated in accordance with Applicable Laws.

5. Succession Planning

The Board has the responsibility for:

- a. planning for the succession of senior management, including appointing, training and monitoring; and
- b. planning for the succession of the directors.

6. Internal Controls

The Board has the responsibility for ensuring that internal control and information management systems are implemented and maintained.

7. Corporate Governance

The Board has the responsibility for:

- a. developing the Corporation's approach to corporate governance, including reviewing and amending as appropriate this Governance Manual;
- b. monitoring compliance with the corporate governance guidelines established in this Governance Manual; and
- c. confirming that the Corporation operates at all times in compliance with Applicable Laws and in accordance with high ethical and moral standards established by the Board from time to time.

C. CONSTITUTION AND ROLE OF THE BOARD OF DIRECTORS

1. Board Composition

a. Constitution of the Board

The Board shall be constituted with a majority of individuals who qualify as independent directors (as defined below).

If the Corporation has a significant shareholder, the Board shall include, at a minimum, a proportion of independent directors that fairly represents the investment in the

Corporation by shareholders other than the significant shareholder. For these purposes, “significant shareholder” has the meaning set out for “significant security holder” in National Instrument 58-101.

b. Board Membership

The Board is responsible for selecting nominees for appointment or election to the Board. On an annual basis in advance of the Corporation's making nominations for election of directors at the Corporation's annual shareholders meetings, the Board shall: (i) consider what competencies and skills the Board, as a whole, should possess; and (ii) assess what competencies and skills each existing director possesses. The Board delegates the nomination process to the Governance and Nominating Committee with the input from the Lead Independent Director (if any) and the CEO but the Board reserves for itself the responsibility for selecting the final nominees.

c. Board Size

Under Applicable Laws, the Board shall consist of not less than three directors and the number of directors may be fixed or changed from time to time by the Corporation's shareholders by an ordinary resolution. The Board will annually consider its size and will increase or decrease the number of directors to facilitate more effective leadership and decision-making. The Board delegates such annual consideration to the Governance and Nominating Committee but the Board reserves for itself the responsibility for recommending to shareholders the size of the Board.

d. Independent Directors

A director is considered “independent” for the purposes of this Governance Manual if such director meets the meaning of independence set forth under paragraph (A) under the heading “Audit Committee Independent Directors”.

Under Applicable Laws, an “inside” director is a director who is an officer or employee of the Corporation or of any of its affiliates. The Corporation's only inside directors shall be the CEO and the President. An “outside” director is a director who is not a member of management. Under Applicable Laws, an “unrelated” director is a director who is independent of management and is free from any business or other relationship, other than interests and relationships arising from shareholding, which could, or could be perceived to, materially interfere with the director's ability to act in the Corporation's best interest.

If a shareholder is in a position to control or influence control of the Corporation, that person is a “significant” shareholder. For purposes of assessing “relatedness”, a director who is a significant shareholder, or is a director with interests in or relationships with the significant shareholder is not considered a related director under Applicable Laws.

e. Audit Committee Independent Directors

Under Applicable Laws, a director shall be considered independent for the purposes of the Audit Committee if he or she meets the following requirements:

(A) Meaning of Independence

- (1) An Audit Committee member is independent if he or she has no direct or indirect material relationship with the Corporation.

- (2) For the purposes of subsection (1), a “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member’s independent judgement.
- (3) Despite subsection (2), the following individuals are considered to have a material relationship with the Corporation:
- (a) an individual who is, or has been within the last three years, an employee or executive officer of the Corporation;
 - (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the Corporation;
 - (c) an individual who:
 - (i) is a partner of a firm that is the Corporation’s internal or external auditor,
 - (ii) is an employee of that firm, or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the Corporation’s audit within that time;
 - (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
 - (i) is a partner of a firm that is the Corporation’s internal or external auditor,
 - (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the Corporation’s audit within that time;
 - (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the Corporation’s current executive officers serves or served at that same time on the entity’s compensation committee; and
 - (f) an individual who received, or whose immediate family member who is employed as an executive officer of the Corporation received, more than \$75,000 in direct compensation from the Corporation during any 12 month period within the last three years.
- (4) Despite subsection (3), an individual will not be considered to have a material relationship with the Corporation solely because: (a) he or she had a relationship identified in subsection (3) if that relationship ended before March 30, 2004; or (b) he or she had a relationship identified in

subsection (3) by virtue of subsection (8) if that relationship ended before June 30, 2005.

- (5) For the purposes of clauses (3)(c) and (3)(d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.
- (6) For the purposes of clause (3)(f), direct compensation does not include:
 - (a) remuneration for acting as a member of the board of directors or of any board committee of the Corporation, and
 - (b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Corporation if the compensation is not contingent in any way on continued service.
- (7) Despite subsection (3), an individual will not be considered to have a material relationship with the Corporation solely because the individual or his or her immediate family member
 - (a) has previously acted as an interim chief executive officer of the Corporation, or
 - (b) acts, or has previously acted, as a chair or vice-chair of the board of directors or of any board committee of the Corporation on a part-time basis.
- (8) For the purpose of section (A), the Corporation includes a subsidiary entity of the Corporation and a parent of the Corporation.

(B) Additional Independence Requirements

- (1) Despite any determination made under section (A), an individual who
 - (a) accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary entity of the issuer, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee; or
 - (b) is an affiliated entity of the issuer or any of its subsidiary entities,is considered to have a material relationship with the issuer.
- (2) For the purposes of subsection (1), the indirect acceptance by an individual of any consulting, advisory or other compensatory fee includes acceptance of a fee by
 - (a) an individual's spouse, minor child or stepchild, or a child or stepchild who shares the individual's home; or

- (b) an entity in which such individual is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary entity of the issuer.
- (3) For the purposes of subsection (1), compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

“Prescribed period” means the period prescribed by law and currently under the Multilateral Instrument 52-110 – Audit Committees it is the shorter of: (i) the period commencing on March 30, 2004 and ending immediately prior to the determination of independence; and (ii) the three year period ending immediately prior to the determination of independence.

2. Resignation or Withdrawal - Directors Who Change their Employment Responsibility

Any director who changes the responsibility he or she held when elected or appointed to the Board should offer to resign from the Board. This will provide an opportunity for the Board to review and consider the continued appropriateness of that person’s Board membership under the changed circumstances. In carrying out this function, the Board shall consider the advice and input of the Governance and Nominating Committee.

3. Relationship with Management

The Board functions independently of management. The role of the Chairman is to effectively provide leadership to the Board while the role of the CEO is to provide the day-to-day leadership and management of the Corporation. The role of the Lead Independent Director is to oversee and ensure the independence, and separation from management, of the Board.

4. Strategic Plan

As noted in the Board’s mandate, the Board is ultimately responsible for adopting a strategic planning process and approving, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the Corporation’s business. However, the initiative for developing and modifying the strategic plan and strategies to achieve these goals and objectives must come from the CEO and management. The Board may assist in the development of the strategies, act as a resource and contribute ideas but the CEO and management will lead this process.

5. Performance Evaluation

a. CEO Evaluation

One of the most important aspects of effective governance is the relationship between the CEO and the Board. It is crucial that the Board is fully informed and that the CEO has a forum for drawing on the wisdom and experience that exists within the Board. While it is expected that full and frank dialogue will exist between the CEO and the Board, a CEO review process should occur at least once a year to ensure that this communication takes place. This allows for a full and healthy dialogue between the Board and the CEO regarding corporate and individual performance.

b. Board, Committees and Individual Directors Evaluation

The Board is committed to evaluating its own performance and the performance of its Committees and individual directors on an annual basis. The review process is also an opportunity to provide input to each of the Chairman of the Board, the Lead Independent Director (if any) and the Chairman of each Committee on his or her performance.

6. Meetings

a. Number of Meetings

The Board will meet on a scheduled basis five times per year and more frequently if required.

b. Agenda

The Chairman, with the assistance of the Lead Independent Director (if any) and the CEO, will be responsible for establishing the agenda for Board meetings. The Chairman shall solicit from the members of the Board recommendations as to matters to be brought before the Board and shall ensure that such matters receive a fair hearing. A significant portion of each regularly scheduled Board meeting will be spent examining future plans and strategies for this purpose “future plans and strategies” is intended to be broader than strategic planning and includes without limitation future financial performance, future business operations and corporate development opportunities.

c. Guests at Board Meetings

Guests may be invited by the Board and CEO to make presentations to the Board. Should the CEO wish to invite other people as attendees on a regular basis, the CEO should first seek the concurrence of the Board.

d. Access to Senior Management

The Board encourages the CEO to bring into Board meetings employees who can provide additional insight into the items being discussed and/or who have potential in terms of management succession and should be given exposure to the Board.

e. Board Information - Regularly Scheduled Meetings

Not less than five business days prior to each regularly scheduled Board meeting, the Board should receive the following information from the Chairman and management: (i) an Agenda; (ii) a memo from the CEO outlining major accomplishments and issues; (iii) a summary of each agenda item that requires a thorough debate of various courses of action and concluding with management’s recommendations and summary of the risks, provided that if any matter is too sensitive to put on paper, the matter and any presentations with respect thereto will be discussed at the meeting.

f. Board Information - Non-Regularly Scheduled Meetings

Not less than two days prior to each non-regularly scheduled Board meeting, the Board shall receive from the Chairman and management the following: (i) an Agenda; (ii) a summary of each agenda item that requires a thorough debate of various courses of action and concluding with management’s recommendations and summary of the risks, provided that if any matter is too sensitive to put on paper, the matter and any presentations with respect thereto will be discussed at the meeting. Notwithstanding the foregoing, the Board understands that in extraordinary circumstances the required

delivery may be impractical, in which case the directors shall receive such materials sufficiently in advance of the meeting to enable the directors to fully and properly consider such materials.

7. Board Committees

The Board shall adopt for each Board committee a written charter that clearly establishes the committee's purpose, responsibilities, member qualifications, member appointment and removal, structure and operations (including any authority to delegate to individual members and subcommittees) and manner of reporting to the Board.

Subject to Applicable Laws and any resolution of the Board, a committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. Where neither the Board nor the committee has determined the rules or procedures to be followed by the committee, the rules and procedures set out in Sections 4 and 5.02 of the Corporation's By-Law No. 1, shall apply with necessary modifications.

The following shall apply to each Board committee:

a. Committee Membership

Committee members are appointed by the Board on the recommendation of Governance and Nominating Committee in consultation with the Chairman and the Lead Independent Director (if any) and with consideration of the desires of individual Board members.

Consideration will be given to rotating committee members periodically.

Committee Chairmen are selected by the Board on the recommendation of the Governance and Nominating Committee.

b. Meeting Attendance

A director who is not a member of a committee may attend meetings of such committee with the consent of the Chairman of the committee. A director who is not a member of a committee may not vote and may not be counted for the purposes of the quorum.

c. Committee Meetings and Agendas

The committee Chairman, after consultation with committee members to the extent practicable, will determine the location, frequency and length of the meetings of the committee, provided that the Audit Committee shall meet at least four times per year. All other committees shall meet at least annually. The Chairman of the committee, in consultation with the CEO or the appropriate senior manager, will develop the committee's agenda.

d. Committee Responsibilities

Committees should analyze, consistent with their Charter, strategies and policies that are developed by management. Committees may make recommendations to the Board but, unless specifically mandated to do so, do not take action or make decisions on behalf of the Board.

A committee may, from time to time, request assistance of external advisors who the committee requires to research, investigate and report on matters within a committee's term of reference.

e. Reporting

Each committee has a duty to report to the Board all matters that it considers to be important for Board consideration. All committee's minutes should be attached to the Board minutes and forwarded to each member of the Board by the Secretary in a timely manner.

8. Director Compensation

The Board shall establish the compensation of directors, after taking into account the recommendation of the Compensation Committee. The compensation should be generally in line with that paid by public companies of a similar size and type.

The Board encourages Board members to own shares in the belief that share ownership facilitates the directors' identification with the interests of the shareholders.

The Corporation shall maintain directors' and officers' liability insurance.

9. Corporate Standards of Conduct

The Board has the responsibility for ensuring that standards of conduct are established and monitored for compliance.

10. Access to Outside Advisors

Individual directors or a group of directors may engage an outside advisor at the expense of the Corporation in appropriate circumstances. The engagement of the outside advisor should be coordinated through the Chairman or the Lead Independent Director (if any) and be subject to Board approval.

11. Meetings of Independent Directors

The independent directors shall hold regularly scheduled meetings at least four times per year at which members of management and non-independent directors are not in attendance. In lieu of such meetings, the independent directors may meet during a portion of regularly scheduled Board meetings, provided that time is specifically scheduled and devoted to meeting without members of management.

12. Orientation and Continuing Education of Directors

The Board shall develop and provide an orientation and education program for new directors and shall provide continuing education opportunities for all directors. The Board delegates the orientation and continuing education process to the Governance and Nominating Committee.