

ENVIRONMENTAL WASTE INTERNATIONAL INC.

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

THIS INFORMATION CIRCULAR (THE "CIRCULAR") IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF ENVIRONMENTAL WASTE INTERNATIONAL INC. (THE "CORPORATION") OF PROXIES TO BE USED AT THE ANNUAL MEETING OF SHAREHOLDERS OF THE CORPORATION TO BE HELD ON JUNE 22, 2004, AT THE HOUR OF 10:00 O'CLOCK IN THE FORENOON, LOCAL TIME, AT THE CARMICHAEL/JACKSON ROOM, HILTON TORONTO HOTEL, 145 RICHMOND STREET WEST, TORONTO, ONTARIO, FOR THE PURPOSES SET FORTH IN THE ACCOMPANYING NOTICE OF MEETING. It is expected that the solicitation will be primarily by mail but proxies may also be solicited personally by regular employees and Directors of the Corporation at a nominal cost. The cost of any such solicitation by management will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are Directors and Senior officers of the Corporation. A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON TO REPRESENT HIM AT THE MEETING MAY DO SO BY INSERTING SUCH PERSON'S NAME, WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND, IN EITHER CASE, DELIVERING THE COMPLETED PROXY TO THE SECRETARY OF THE CORPORATION AT SUITE 950, 20 TORONTO STREET, TORONTO, ONTARIO M5C 2B8, OR TO EQUITY TRANSFER SERVICES INC., SUITE 420, 120 ADELAIDE STREET WEST, TORONTO, ONTARIO, M5H 4C3, AT LEAST 48 HOURS PRIOR TO THE MEETING IN ORDER FOR THE PROXY TO BE VOTED. A Proxy must be executed by a shareholder or his attorney authorized in writing or, if executed by a body corporate, by an Officer or Attorney thereof, duly authorized in writing.

Any Shareholder giving a Proxy may, in addition to any other manner permitted by law, revoke the Proxy by depositing an instrument in writing executed by the Shareholder or by his Attorney authorized in writing, or if the Shareholder is a corporate body, by an Officer or Attorney thereof duly authorized, at the head office of the Corporation or at the EQUITY TRANSFER SERVICES INC. at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the Proxy is to be used or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof.

VOTING BY NON-REGISTERED SHAREHOLDERS

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

the Management Information Circular and the accompanying Notice of Meeting together with the form of proxy (collectively, the "Meeting Materials") to the clearing agencies and Intermediaries for onward distribution to non-registered holders of common shares.

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

- (a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as the number and class of securities beneficially owned by the non-registered holder by which is not otherwise completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the non-registered holder when submitting the proxy. In this case, the non-registered holder who wishes to vote by proxy should otherwise properly complete the form of proxy and deliver it as specified; or
- (b) be given a form of proxy which is not signed by the Intermediary and which, when properly completed and signed by the non-registered holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a "Voting Instruction Form") which the Intermediary must follow. Typically the non-registered holder will also be given a page of instructions which contains a removable label containing a bar code and other information. In order for the form of proxy to validly constitute a Voting Instruction Form, the non-registered holder must remove the label from the instructions and affix it to the Voting Instruction Form, properly complete and sign the Voting Instruction Form and submit it to the Intermediary or its services company in accordance with the instructions of the Intermediary or its service company.

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

EXERCISE OF DISCRETION BY PROXIES

Shares represented by properly executed Proxies will be voted or withheld from voting in accordance with the instructions of the Shareholder giving the Proxy on any ballot that may be called for, and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. **IF NO CHOICE IS SPECIFIED, THE SHARES REPRESENTED BY SUCH PROXIES WILL BE VOTED IN FAVOUR OF THE MATTER IDENTIFIED IN THE NOTICE OF MEETING.**

THE ENCLOSED FORM OF PROXY CONFERS DISCRETIONARY AUTHORITY UPON THE PERSONS NAMED THEREIN WITH RESPECT TO AMENDMENTS OR VARIATIONS TO MATTERS IDENTIFIED IN THE NOTICE OF MEETING AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING. At the time of printing this Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting

other than the matters referred to in the Notice of Meeting. HOWEVER, IF OTHER MATTERS WHICH ARE NOT KNOWN TO THE MANAGEMENT OF THE CORPORATION SHOULD COME BEFORE THE MEETING, THE SHARES REPRESENTED BY ANY PROXY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGEMENT OF THE PERSONS NAMED THEREIN.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Corporation consists of unlimited common shares without nominal or par value of which the Corporation has outstanding 60,333,316 common shares as of the date hereof, each carrying the right to one vote per share.

The Board of Directors of the Corporation has fixed May 10, 2004 as the Record Date for the purpose of determining the shareholders entitled to receive notice of the Meeting. The Corporation will prepare a list of shareholders as at the Record Date. In accordance with the voting rights attaching to the common shares, each shareholder named in the list will be entitled to vote, on all resolutions put forth at the Meeting for which such shareholder is entitled to vote, the shares shown opposite his or her name on the said list, except to the extent that (i) the shareholder has transferred his or her shares after the Record Date; and (ii) the transferee of those shares produces properly endorsed share certificates or otherwise establishes that he or she owns the shares and demands, not later than 10 days before the Meeting, that his or her name be included in the list of shareholder before the meeting, in which case the transferee will be entitled to vote his or her shares at the Meeting. The failure of a shareholder to receive the Notice of Meeting does not deprive him or her of the right to vote at the Meeting.

To the knowledge of the Directors and Senior Officers of the Corporation, no person or company beneficially owns, directly or indirectly, or has control or direction over, directly or indirectly, greater than 10% of the outstanding voting shares of the Corporation as of the date hereof.

ELECTION OF DIRECTORS

Management has nominated four persons as Directors for the forthcoming year. **The persons named in the enclosed form of Proxy intend to vote for the election of the nominees whose names are set forth below, all of whom are now members of the Board of Directors and have been since the dates indicated. Management does not contemplate that any of the nominees will be unable to serve as a Director but, if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of Proxy reserve the right to vote for another nominee in their discretion.** Each Director elected will hold office until the next Annual Meeting or until his successor is duly elected, unless his office is earlier vacated in accordance with the By-laws of the Corporation.

The following table and note thereto state the names of all the persons proposed to be nominated for election as Directors, their principal occupation or employment for the past five years, the year in which they became Directors of the Corporation, and the approximate number of shares of the Corporation beneficially owned, directly or indirectly, by each of them as of May 10, 2004. The Corporation does not have an Executive Committee of the Board of Directors and members of the Audit Committee are indicated by an asterisk.

NAME	NUMBER OF SHARES	CHIEF OCCUPATION
Stephen Simms * Thornhill, Ontario Director since September, 1993	1,161,900	President of the Corporation
Emanuel Gerard* New York, New York Director since February 1, 1999	3,759,448	Vice Chairman, Head, U.S. Equities – Harris Nesbitt Corp.
William E. Bateman* Toronto, Ontario Director since August 1996	719,560	Barrister and Solicitor in Private Practice in Toronto, Ontario
Hans-Joerg Hungerland Wolfsburg, Germany Director since August, 1996	476,000	Self-Employed Business Consultant

Note: The information as to shares beneficially owned not being within the knowledge of the Corporation, has been furnished by the respective nominees individually.

STATEMENT OF EXECUTIVE COMPENSATION

The information contained is provided as required under Form 40 contained in the Regulations under the Ontario Securities Act (the "Policy") for Small Business Issuers, as such term is defined in the Policy.

Summary Compensation Table

The following information is provided for the Corporation's Executive Officers for the fiscal periods ended December 31, 2001, 2002 and 2003;

Name and Principal Position	Annual Compensation				Long-Term Compensation
	Year	Salary	Bonus	Compensation	Shares Under Option

Stephen Simms	2003	\$155,000	Nil	Nil	1,575,000
Stephen Simms	2002	\$136,486	Nil	Nil	1,200,000
Robert Bryniak	2001	\$165,000	Nil	Nil	1,150,000
Stephen Simms	2001	\$132,000	Nil	Nil	900,000

(1) Stephen Simms is the only "Named Executive Officer" (as such term is defined in the Policy). As of April 26, 2002, Mr. Bryniak was no longer an officer or director.

Stock Option Plan

The Corporation has a stock option plan (the "Plan") relating to the common shares of the Corporation. Eligibility for participation in the Plan is restricted to directors, officers and other key employees of the Corporation and its subsidiaries, and consultants.

Stock Options Granted During The Year Ended December 31, 2003

The table set out below provides information regarding stock options granted to the Executive Officers during the year ended December 31, 2003.

Name	Number of Common Shares Under Options Granted	Percentage of Total Options Granted to Employees	Option Exercise Price Per Share	Market Price Per Share When Granted	Option Expiration Dates
Stephen Simms	425,000	8.2%	\$0.60	\$0.30	Dec. 31, 2005
Stephen Simms	300,000	5.6%	\$0.35	\$0.32	Jun 25, 2008

Stock Options Exercised as at December 31, 2003

The table set out below provides information regarding outstanding stock options for the Executive Officer, as at December 31, 2003:

Name	Acquired on Exercise	Value Realized (1)	Common Shares Under Unexercised Options		Value of Unexercised "In-the-Money Options"	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Stephen Simms	350,000	\$0.00	1,575,000	Nil	\$25,000	Nil

(1) Represents the difference between the closing price of the Corporation's shares on the date of the exercise of the option and the exercise price.

The total number of common shares subject to options as of May 10, 2004 was 4,354,000. A summary of options to purchase common shares as of May 10, 2004 is set forth below.

Optionees	No. of Common Shares	Exercise Price	Expiry Date
Directors and Officers	250,000	\$0.16	December 16, 2004
(4 in total)	475,000	\$0.44	October 12, 2005
	950,000	\$0.60	December 31, 2005
	269,000	\$0.30	October 2, 2006
	275,000	\$0.39	October 25, 2006
	625,000	\$0.25	June 26, 2007
	525,000	\$0.35	June 25, 2008
Employees	75,000	\$0.25	September 23, 2004
(8 in total)	25,000	\$0.25	November 17, 2004
	7,500	\$0.30	March 30, 2005
	35,000	\$0.30	April 16, 2005
	10,000	\$0.30	July 27, 2005
	100,000	\$0.30	September 23, 2005
	50,000	\$0.25	November 17, 2005
	90,000	\$0.25	January 15, 2006
	7,500	\$0.40	March 30, 2006
	35,000	\$0.40	April 16, 2006
Consultants	50,000	\$0.25	July 27, 2004
(6 in total)	50,000	\$0.30	July 27, 2004
	25,000	\$0.25	November 4, 2004

Consultants	25,000	\$0.30	March 30, 2005
(Continued)	150,000	\$0.35	June 25, 2005
	50,000	\$0.30	September 23, 2005
	200,000	\$0.40	December 15, 2005

COMPOSITION OF THE COMPENSATION COMMITTEE

Three directors, Messrs. Emanuel Gerard, Hans Hungerland and William Bateman acted as the Corporation's Compensation Committee during the fiscal year ended December 31, 2003.

COMPENSATION OF DIRECTORS

Aside from share purchase options, no compensation is paid by the Corporation to directors of the Corporation or its subsidiaries for attending meeting of the board or a committee of the board.

REPORT ON EXECUTIVE COMPENSATION

It is the responsibility of the Compensation Committee to determine the level of compensation in respect of the Corporation's senior executives with a view to providing such executives with a competitive compensation package having regard to performance. Performance is defined to include achievement of the Corporation's strategic objective of growth and the enhancement of shareholder value through increases in the stock price resulting from a stronger balance sheet and increased earnings.

Compensation for executive officers is composed primarily of three components; namely, base salary, performance bonuses and the granting of stock options. Performance bonuses are considered from time to time having regard to the above referenced objectives.

In establishing the levels of base salary, the award of stock options and performance bonuses, the Compensation Committee takes into consideration individual performance, responsibilities, length of service and levels of compensation provided by industry competitors.

The Compensation Committee is also responsible for reviewing the Corporation's manpower and succession to ensure that adequate plans are in place.

Chief Executive Officer

On April 26, 2002, Dr. Stephen Simms became President of the Corporation. Dr. Simms has been granted a remuneration \$12,916 per month with entitlement to normal vacation, insurance and expense benefits commensurate with his position. The arrangement with Dr. Simms also contains provisions that would result in the payment of the Performance Bonus in the event that revenue and earning targets are met.

The Compensation Committee has determined that this employment agreement is consistent with the compensation paid to chief executive officers of comparable companies.

The foregoing report as of May 10, 2004, was submitted to the Corporation by the Compensation Committee:

Emanuel Gerard
Hans Hungerland
William Bateman

INTERESTS OF INSIDERS IN MATERIAL TRANSACTIONS

No director, officer or other insider of the Corporation, or any associate or affiliate thereof, has or had any material interest in any transaction within the past three years or in any proposed transaction that has materially affected or will materially affect the Corporation.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

No director or senior officer of the Corporation was indebted to the Corporation at anytime during the fiscal year ended December 31, 2003.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

General

The following describes the Corporation's current corporate governance practices and specifically addresses and comments on the guidelines for corporate governance contained in The Toronto Stock Exchange Company Manual (the "Guidelines"). The Guidelines (which are not mandatory) deal with the contribution of board of directors and board committees, their functions, their independence from management and other matters relevant to the issue of corporate governance. For purposes of the Guidelines, "corporate governance" means the process and structure used to direct and manage the business and affairs of a corporation with the objective of enhancing shareholder value. The Toronto Stock Exchange requires that disclosure be made by each listed company of its approach to corporate governance and with specific reference to the Guidelines. Accordingly, particulars of the corporation's corporate governance system are set forth below.

Mandate of the Board

The Board of the Corporation has no specific mandate, its powers being all-encompassing. Responsibilities not delegated to senior management or to a committee of the Board remain those of the full Board.

The Guidelines include a basic corporate governance guideline for the board of all corporations, being as follows:

"The board of directors of every corporation should explicitly assume responsibility for the stewardship of the corporation and, as part of the overall stewardship responsibility, should assume responsibility for the following matters:

- (i) adoption of a strategic planning process;

- (ii) the identification of the principal risks of the corporation's business and ensuring the implementation of appropriate systems to manage these risks;
- (iii) succession planning, including appointing, training and monitoring senior management;
- (iv) a communication policy for the corporation; and
- (v) the integrity of the corporation's internal control and management information systems.

The items enumerated above are included within what the Board considers to be its responsibilities. However, the Board does not believe that it is appropriate for it to be involved in the day-to-day management and functioning of the Corporation. It expects that senior management will be responsible for the effective management of the Corporation, subject to the Board's stewardship responsibilities. Given the Board's overall stewardship responsibilities, the board expects management of the Corporation to meet the following key objectives:

- (i) review on an ongoing basis the Corporation's near-term and long-term strategic plans and their implementation in all key areas of the Corporation's activities in light of, among other things, evolving industry and market conditions and with a view to maximizing shareholder value;
- (ii) report, in a comprehensive, accurate and timely fashion, on the business and affairs of the Corporation generally, and on any specific matters that management considers to be of material or significant consequence for the Corporation and its shareholders and other stakeholders;
- (iii) take timely action and make all appropriate decisions with respect to the Corporation's operations in accordance with all applicable legal and other requirements or obligations and within the framework of the corporate policies in effect and implement appropriate policies, procedures and processes to ensure the highest level of conduct and integrity of the Corporation's management and of its employees; and
- (iv) conduct a comprehensive annual budgeting process and monitor closely the Corporation's financial and operating performance.

The Guidelines further state that the board of directors of the Corporation, or a committee thereof, should assume responsibility for developing the Corporation's approach to governance issues, including the Corporation's response to the Guidelines.

Composition of the Board

The Guidelines make it the responsibility of each board of directors to make a determination of the status of each of its members as related, unrelated, outside or inside, as such terms are defined or understood in the Guidelines. The directors of the Corporation have determined that the Board is composed of three outside directors (i.e. non-management directors) and one inside director. The Board have further determined that two of its three outside directors are unrelated directors (i.e., an unrelated directors is a director who, among other things, is "independent of management and is free from any interest or any business or other relationship, other than interests or relationships arising from

shareholdings, which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the corporation").

The Guidelines include the recommendation that a majority of the members of a board of directors should consist of unrelated directors. In the Corporation's case, as noted above, this Guideline is met.

One member of the Corporation's management is also a director. The Board believes that his extensive knowledge of the Corporation's business and affairs is beneficial to the other directors and their participation as directors contributes to the effectiveness of the Board.

The Guidelines recommend that a board of directors form a committee composed exclusively of outside directors, a majority of whom are unrelated directors, which has the responsibility to propose to the board from time to time new nominees to the Board and for assessing directors on an ongoing basis. The Guidelines also state that a board of directors should implement a process to be carried out by the foregoing or other committee for assessing the effectiveness of the Board as a whole, the committees of the board and the contribution of each of the Corporation's directors. Further, the Guidelines states that every Corporation, as an integral element of the process for appointing new directors, should provide an orientation and education program for new recruits to the board. The Board has taken no action in response to these Guidelines, as it believes that these recommendations are generally more appropriate for corporations of significantly larger size and complexity than the Corporation and which may have significantly larger boards and directors.

Another Guideline recommends that each board of directors examine its number of members and, with a view to determining the impact of such number upon its effectiveness, undertake, where appropriate, a program to reduce the number of directors to a number which facilitates more effectiveness of the Board. The Board is of the view that seven directors is the optimum number of members for the Board at this time.

The Guidelines states that a board of directors should have in place appropriate structures and procedures to ensure that the board can function independently of management. At the present time, the Board believes that the knowledge, experience and qualifications of its outside directors are sufficient to ensure that the Board can function independently of management and discharge its responsibilities.

A further Guideline states that the board should implement a system to enable an individual director to engage an outside advisor at the expense of the Corporation, in the appropriate circumstances, subject to the approval of an appropriate committee of the board. In the Corporation's case, while the Corporation has not implemented a formal system in respect of the foregoing, the engagement of outside advisors for board members would be authorized on an ad-hoc basis by the board or by the CEO as and when circumstances so warrant.

The Board currently has two committees in place. A combined Corporate Governance/Compensation Committee and an Audit Committee.

The Corporate Governance/Compensation Committee is comprised of three directors, Messrs. Bateman, Gerard and Hungerland, all of whom are outside directors. Messrs. Hungerland and Gerard are considered to be unrelated directors. The Corporate Governance Committee reviews, reports and, where appropriate, makes recommendations to the Board on the annual mandates of the Board and its

Committees, determining which members of the Board of Committee considers to be related and unrelated directors and establishing criteria for Board membership and for retirement therefrom. The Corporate Governance Committee is also responsible for developing the Corporation's approach to corporate governance issues and the Corporation's response to the Guidelines. The Compensation Committee reviews compensation issues periodically and makes recommendations to the Board with respect to the remuneration of the Corporation's Chief Executive Officers, other senior executives of the Corporation and directors of the Corporation.

The Audit Committee, among other things, reviews the quarterly and annual financial statements of the Corporation. The Guidelines also states that the audit committee should have direct communication channels with the Corporation's internal and external auditors to discuss and review specific issues as appropriate, that the duties and responsibilities of the audit committee be specifically defined so as to provide appropriate guidance to the members thereof as to their duties and that the responsibilities of the audit committee should include oversight responsibility for management reporting on internal control. The operation of the Corporation's audit committee complies with the aforesaid Guidelines. The Guidelines recommend that the audit committee should be made up of outside directors only. Two members of the Corporation's three-member audit committee, namely Messrs. Gerard and Bateman, are outside directors and, accordingly, the Corporation considers that such substantial compliance is appropriate at this time.

Other Guidelines and Matters

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

The Guidelines also recommend that a board, together with the CEO, develop position descriptions for the board and for the CEO involving the definition of the limits of management's responsibilities. The Board believes that formulating position descriptions for board members is generally more appropriate for corporations of significantly larger size and complexity than the Corporation and which may have significantly larger boards of directors. With respect to management's responsibilities, generally, any matters of material substance to the Corporation are submitted of the Board for, and are subject to, its approval. Such matters include those matters which must by law be approved by the Board (such as share issuances) and other matters of material significance to the Corporation, including any debt or equity financings, investments, acquisitions and divestitures, and the incurring material expenditures or legal commitments. The Board and/or its audit committee also reviews and approves the Corporation's major communications with shareholders and the public including the annual report (and financial statements contained therein), quarterly reports to shareholders, the annual management information circular and Annual Information Form.

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

The Board believes that management should speak for the Corporation in its communications with shareholders and others in the investment community that the Board should ensure that appropriate investor relations programs and procedures are in place. In addition, management meets regularly with shareholders and others in the investment community to receive and respond to shareholder feedback.

APPOINTMENT OF AUDITORS

Mr. Wm. Andrew Campbell, Chartered Accountant has been nominated for appointment as auditor of the Corporation for the forthcoming year, at a remuneration to be fixed by the directors. Mr. Campbell was first appointed as Auditor in December, 1999.

The persons named in the accompanying instrument of Proxy intend to vote for the appointment of Mr. Campbell as auditor for the forthcoming year, unless instructions to the contrary are given.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

The directors proposed as nominees for election to the Board of Directors of the Corporation are the recipients of the options for services, as described above.

GENERAL

Information contained herein is given as of May 10, 2004. Management knows of no matters to come before the Annual Meeting of Shareholders other than the matters referred to in the Notice of Meeting. If any matters which are not now known should properly come before the Meeting, the accompanying Proxy Instrument will be voted on such matters in accordance with the best judgment of the person voting it.

The contents and the sending of this Management Information Circular have been approved by the Board of Directors of the Corporation.

"Stephen Simms"
President

Ajax, Ontario, Canada
May 10, 2004