

REDKNEE

REDKNEE SOLUTIONS INC.

**NOTICE OF
ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS
TO BE HELD ON MARCH 10, 2010**

AND

MANAGEMENT INFORMATION CIRCULAR

REDKNEE

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Wednesday, March 10, 2010

NOTICE IS HEREBY GIVEN THAT the Annual General and Special Meeting (the “Meeting”) of holders of common shares of Redknee Solutions Inc. (the “Corporation”) will be held on Wednesday, March 10, 2010, at The Albany Club, 91 King Street East, Toronto, Ontario M5C 1G3 commencing at 9:30 am for the following purposes:

1. to receive the Corporation’s Annual Report together with the consolidated financial statements of the Corporation for the fiscal year ended September 30, 2009 together with the auditors’ report thereon;
2. to elect directors;
3. to re-appoint auditors and to authorize the directors to fix the remuneration of the auditors;
4. to consider, and if thought advisable, to approve with or without amendment, (a) a resolution authorizing amendments to the Corporation’s Stock Option Plan, and (b) a resolution confirming and ratifying certain grants under the Corporation’s Stock Option Plan, in each case as more fully described in the Circular;
5. to consider and, if thought advisable, to approve with or without amendment a resolution approving adoption of the Corporation’s Shareholder Rights Plan; and
6. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

This notice is accompanied by a form of proxy, the management information circular and the Corporation’s annual report to shareholders. The specific details of the foregoing matters to be put before the Meeting are set forth in the management information circular. The board of directors of the Corporation have fixed the close of business on February 3, 2010 as the record date for the determination of the shareholders entitled to notice of, and to vote at, the Meeting, and any adjournment thereof.

Registered shareholders who are unable to attend the meeting in person may complete, date and sign the enclosed form of proxy and send it in the enclosed envelope or otherwise to the attention of the Proxy Department of Computershare Investor Services Inc. at 100 University Avenue, 9th Floor, Toronto, Ontario, Canada, M5J 2Y1. To be effective, a proxy must be received not later than 10:00 am on March 8, 2010. Instead of mailing your proxy, you may choose to vote using the telephone or the Internet. To vote using the telephone, call (866) 732-8683. To vote using the Internet log on to www.investorvote.com. If you vote by telephone or the internet, **do not** mail back your proxy. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of your proxy.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

DATED at Toronto, this 1st day of February, 2010.

BY ORDER OF THE BOARD OF DIRECTORS

“Lucas Skoczowski”

Lucas Skoczowski
Chief Executive Officer

REDKNEE

REDKNEE SOLUTIONS INC. (the “Corporation”)

MANAGEMENT INFORMATION CIRCULAR

In this Management Information Circular (the “Circular”) all information provided is current as of February 1, 2010, and all dollar amounts are expressed in Canadian dollars, unless otherwise indicated.

SOLICITATION OF PROXIES

THIS CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION, BY OR ON BEHALF OF THE MANAGEMENT OF REDKNEE SOLUTIONS INC. (“REDKNEE” OR THE “CORPORATION”), OF PROXIES TO BE USED AT THE CORPORATION’S ANNUAL GENERAL AND SPECIAL MEETING (THE “MEETING”) OF THE HOLDERS OF COMMON SHARES (THE “COMMON SHARES”) TO BE HELD AT THE TIME AND PLACE AND FOR THE PURPOSES SET FORTH IN THE ACCOMPANYING NOTICE OF MEETING (THE “NOTICE OF MEETING”) OR AT ANY ADJOURNMENT THEREOF.

It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally, by advertisement or by telephone, by directors, officers or employees of the Corporation without special compensation, or by the Corporation’s transfer agent, Computershare Investor Services Inc. at nominal cost. The cost of soliciting will be borne by the Corporation.

APPOINTMENT OF PROXIES

THE PERSONS SPECIFIED IN THE ENCLOSED FORM OF PROXY ARE AUTHORIZED REPRESENTATIVES OF THE CORPORATION. EACH SHAREHOLDER HAS THE RIGHT TO APPOINT AS PROXYHOLDER A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION) TO ATTEND, ACT AND VOTE FOR SUCH SHAREHOLDER AT THE MEETING OTHER THAN THOSE NAMED IN THE ENCLOSED FORM OF PROXY.

A person or company whose name appears on the books and records of the Corporation as a holder of Common Shares is a registered shareholder. A non-registered shareholder is a beneficial owner of Common Shares whose shares are registered in the name of an intermediary (such as a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates).

Registered Shareholders

A registered shareholder can vote Common Shares owned by it at the Meeting in one of two ways – either in person at the Meeting or by proxy. A registered shareholder who wishes to vote in person at the Meeting should not complete or return the form of proxy included with this Circular. A shareholder desiring to appoint some person other than those named in the enclosed form of proxy to represent such shareholder at the meeting may do so either by inserting such person’s name in the blank space provided in the enclosed form of proxy and striking out the names of the two specified persons or by completing another proper form of proxy and, in either case, delivering the completed proxy to the Corporation, c/o Computershare Investor Services Inc., the Corporation’s Registrar and Transfer Agent, at 100 University

Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, by no later than 10:00 am (Toronto time) on March 8, 2010, or, in the case of any adjournment of the Meeting, by no later than 10:00 am (Toronto time) on the second business day immediately preceding any adjournment thereof. Alternatively, you may choose to vote using the telephone or the Internet by following the instructions on your Form of Proxy. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of your proxy.

Non-Registered Shareholders

Non-registered shareholders who receive these materials through their broker or other intermediary should complete and send the form of proxy in accordance with the instructions provided by their broker or other intermediary. To be effective, a proxy must be received by Computershare Investor Services Inc. no later than March 8, 2010 at 10:00 a.m. (Toronto time), or in the case of any adjournment of the Meeting, on the second business day immediately preceding any adjournment thereof.

The Corporation has distributed copies of the form of proxy, Circular and the Corporation's annual report to shareholders (the "Meeting Materials") to intermediaries for distribution to nonregistered Shareholders. Unless you have waived your right to receive the Meeting Materials, intermediaries are required to deliver them to you as a non-registered Shareholder of the Corporation and to seek your instructions on how to vote your common shares. Typically, a non-registered Shareholder will be given a voting instruction form which must be completed and signed by the non-registered Shareholder in accordance with the instructions on the form. The purpose of these procedures is to allow non-registered shareholders to direct the voting of those shares that they own but which are not registered in their own name.

Please note that the Corporation has limited access to the names of its non-registered Shareholders. If you attend the Meeting, the Corporation may have no record of your shareholdings or of your entitlement to vote unless your nominee has appointed you as proxy holder. If you are a non-registered Shareholder and wish to attend and vote in person at the Meeting, you must insert your own name in the space provided for the appointment of proxy holder on the voting instruction form and carefully follow the instructions for return of the executed form. Do not otherwise complete the form as your vote will be taken at the Meeting. Please register with the Corporation's transfer agent, Computershare Investor Services Inc., upon arrival at the Meeting.

Proxies returned by intermediaries as "non-votes" because the intermediary has not received instructions from the non-registered shareholder with respect to the voting of shares will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Shares represented by intermediary "non-votes" will, however, be counted in determining whether there is a quorum.

REVOCATION OF PROXIES

A shareholder who has given a proxy may revoke it by depositing an instrument in writing signed by the shareholder or by the shareholder's attorney, who is authorized in writing, at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or in the case of any adjournment of the Meeting, the last business day preceding the day of the adjournment, or with the Chairman of the Meeting on the day of, and prior to the start of, the Meeting or any adjournment thereof. A shareholder may also revoke a proxy in any other manner permitted by law.

VOTING OF PROXIES

On any ballot that may be called for, the Common Shares represented by a properly executed proxy given in favour of the person(s) designated by management of the Corporation in the enclosed form of proxy will be voted or withheld from voting in accordance with the instructions given on the form of proxy and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments to matters identified in the accompanying Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment thereof. As of the date of this Circular the Management of the Corporation is not aware of any such amendment or other matter to come before the Meeting. However, if any amendments to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to management should properly come before the Meeting or any adjournment thereof, the Common Shares represented by properly executed proxies given in favour of the person(s) designated by management of the Corporation in the enclosed form of proxy will be voted on such matters pursuant to such discretionary authority.

VOTING OF SHARES

Voting Shares

As at February 1, 2010 the Corporation had 59,141,521 Common Shares outstanding, each carrying the right to one vote per share. Except as otherwise noted in this Circular, a simple majority of the votes cast at the Meeting, whether in person, by proxy or otherwise, will constitute approval of any matter submitted to a vote.

Record Date

The Board of Directors has fixed February 3, 2010 as the record date for the purpose of determining holders of Common Shares entitled to receive notice of, and to vote at, the Meeting. Any holder of Common Shares of record at the close of business on the record date is entitled to vote the Common Shares registered in such shareholder's name at that date on each matter to be acted upon at the Meeting.

Principal Shareholders

To the knowledge of the directors and executive officers of the Corporation, as at February 1, 2010 no person beneficially owns, directly or indirectly, or controls or directs voting securities carrying 10% or more of the voting rights attached to the outstanding Common Shares of the Corporation except as stated below.

Name	Number of Shares Beneficially Owned or Controlled or Directed	Percentage of Outstanding Common Shares
Lucas Skoczowski	9,186,615	15.51%
Duncan Ratcliffe	7,668,371	12.95%

INTEREST IN MATTERS TO BE ACTED UPON

The Corporation is not aware of any material interest of any director or nominee for director, or executive officer or anyone who has held office as such since the beginning of the Corporation's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting other than the election of directors, the amendment to the stock option plan, and the ratification of certain option grants.

MATTERS TO BE ACTED UPON AT MEETING

1. Presentation of Annual Report for Fiscal 2009

A copy of the Corporation's Annual Report for the year ended September 30, 2009 which includes the Corporation's consolidated financial statements for the year then ended, the report of the auditors thereon, and management's discussion and analysis, is being distributed concurrently with this Information Circular.

2. Election of Directors

The number of directors to be elected at the Meeting is five (5). Mr. Pelot, who became a director on November 1, 2006, will not be standing for re-election at this Meeting. The Nomination Committee of the Board of Directors intends to conduct a search to replace Mr. Pelot in accordance with the Nomination Committee Charter and applicable legislation. Under the by-laws of the Corporation, directors of the Corporation are elected annually. Each director will hold office until the next annual meeting or until the successor of such director is duly elected or appointed, unless such office is earlier vacated in accordance with the by-laws.

In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the election as directors of the proposed nominees whose names are set forth below, each of whom has been a director since the date indicated below opposite the proposed nominee's name.

Management does not contemplate that any of the proposed nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the Common Shares represented by properly executed proxies given in favour of such nominee(s) may be voted by the person(s) designated by management of the Corporation in the enclosed form of proxy, in their discretion, in favour of another nominee.

The following table sets forth information with respect to each person proposed to be nominated for election as a director, including the number of Common Shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction was exercised, by such person or the person's associates or affiliates as at February 1, 2010. The information as to shares beneficially owned or over which control or direction is exercised, not being within the knowledge of the Corporation, has been furnished by the respective proposed nominees individually.

Nominee Name and Place of Residence	Principal Occupation	Became Director	Common Shares	Options ⁽⁴⁾
Stephen Davies ^{(2), (3)} Hemel Hempstead Herts, England, UK	Independent Corporate Director	January 9, 2007	183,730	36,450
Alan Michels ^{(1), (3)} Scottsdale, Arizona	Independent Corporate Director	December 10, 2008	125,000	36,450
John Phillips ^{(1), (2)} Toronto, Ontario	President, Klister Credit Corporation	November 1, 2006	1,568,418	233,324
Lucas Skoczkowski Oakville, Ontario	Chief Executive Officer, Redknee Solutions Inc.	November 1, 2006	9,186,615	550,000
Kent Thexton, Chairman ^{(2), (3)} Vancouver, British Columbia	Chief Executive Officer, Genie Global Inc.	November 1, 2006	1,267,285	198,950

(1) Member of Audit Committee.

(2) Member of Compensation Committee.

(3) Member of Nomination Committee.

(4) Options include those granted but subject to shareholder ratification at this Meeting.

NOMINEES FOR ELECTION TO BOARD OF DIRECTORS

STEPHEN DAVIES - Mr. Davies joined the Board in January 2007. Mr. Davies has worked in the internet and telecom industry for over 30 years. Prior to joining Redknee's Board, Mr. Davies served as a director of O2 Group plc. Mr. Davies is currently Chairman of Genie (UK), chairman of The Practice Plc, and non-executive director of AperioCI.

ALAN MICHELS - Mr. Michels joined Redknee's Board in December 2008. Previously, Mr. Michels served as President of Kenan Systems Inc., President and CEO of Telewest Communications, Plc., and as Chief Financial Officer in the telecom and software industries. Mr. Michels holds a Bachelor of Arts degree and a Masters of Business Administration in Finance from Rutgers University.

JOHN PHILLIPS - Mr. Phillips joined the Board in November 2006, having served on the Board of the Corporation's predecessor Redknee Inc. since 2002. Prior to Redknee, Mr. Phillips worked at Clearnet Communications Inc. (now TELUS Mobility, the wireless business unit of TELUS Corporation) as part of the executive management team. Mr. Phillips served as chairman of the Canadian Wireless Telecommunications Association during 1998 and 1999 and continues to serve as a director of various other companies. Mr. Phillips has a law degree from the University of Toronto.

LUCAS SKOCZKOWSKI - Mr. Skoczkowski is Chief Executive Officer of the Corporation and has been a director of the Corporation since November 2006. Prior to being appointed Chief Executive Officer of the Corporation in August 2004, Mr. Skoczkowski was Chief Operating Officer of the Corporation and its predecessor Redknee Inc. from July, 1999 to August 2004. Prior to Redknee, Lucas worked at Nortel Networks and Clearnet in various areas of Product Management. Lucas serves on the Board of Directors for Redknee and has a Bachelors of Science in Electrical Engineering from the University of Waterloo, where he was a Loran scholar.

KENT THEXTON - Mr. Thexton joined the Board of the Corporation in 2006, having served on the Board of the Corporation's predecessor Redknee Inc. since 2004. Mr. Thexton is also Chairman of i-wireless, and on the boards of Sierra Wireless (which is listed on the NASDAQ and Toronto Stock Exchanges). Previously Mr. Thexton was the Chief Data and Marketing Officer for O2 Group plc and a member of the O2 Company plc Board of Directors. Mr. Thexton holds a Master of Business Administration and a Bachelor of Electrical Engineering Degree from the University of Western Ontario.

Messrs. Davies, Michels, Phillips and Thexton are independent directors.

3. Appointment of Auditors

PricewaterhouseCoopers LLP are the current auditors of the Corporation. PricewaterhouseCoopers LLP were first appointed as interim auditors of the Corporation by the Board on September 11, 2007 upon the resignation of the Corporation's auditors, KPMG LLP, who served as auditors of the Corporation for the period April 4, 1999 to September 11, 2007. At the Meeting, the holders of Common Shares will be requested to re-appoint PricewaterhouseCoopers LLP as auditors of the Corporation to hold office until the next annual meeting of shareholders or until a successor is appointed, and to authorize the Board of Directors to fix the auditors' remuneration.

The following table sets out the approximate fees the Corporation incurred in using the services of PricewaterhouseCoopers LLP, during the two (2) preceding fiscal years is as follows:

Audit Fees	Fiscal 2009	Fiscal 2008
	(\$)	(\$)
Audit and Audit-Related Fees ⁽¹⁾	516,561	425,000
Tax Fees ⁽²⁾	58,400	200,000
All Other Fees ⁽³⁾	49,500	41,000
Total:	624,461	666,000

⁽¹⁾ "Audit Fees and Audit Related Fees" relate to audit services completed for the year ended September 30, 2009.

⁽²⁾ "Tax Fees" relate to fees for tax preparation of all legal entities.

⁽³⁾ "Other Fees" in fiscal 2009 related to fees for consulting on tax and entity matters.

In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the re-appointment of PricewaterhouseCoopers LLP as auditors of the Corporation to hold office until the next annual meeting of shareholders or until a successor is appointed and the authorization of the Board of Directors to fix the remuneration of the auditors.

4. Amendment of Stock Option Plan; Ratification of Option Grants

The Board of Directors, with the benefit of recommendations from its Compensation Committee, administers the Corporation's Stock Option Plan (the "Stock Option Plan"). Option awards are considered an important component of the Corporation's long-term compensation strategy because they significantly enhance the Corporation's ability to (i) attract and retain highly qualified full-time employees, officers and directors, and (ii) align the interests of those individuals with those of shareholders in the execution of the Corporation's business strategy. For further details on the terms of the Stock Option Plan, please see "*Executive Compensation – Stock Option Plans*" below.

Amendment of Stock Option Plan

Section 5.3(b) of the Stock Option Plan establishes an aggregate limit on the number of Common Shares that may be subject to options granted to the Corporation's non-executive directors of 0.5% of the issued and outstanding Common Shares (the "Grant Limit"). At the Meeting, shareholders will be asked to consider, and if deemed advisable, to approve, with or without variation, a resolution authorizing amendments to the Stock Option Plan to replace the Grant Limit with a limit on the number of Common Shares that may be subject to options granted to each non-executive director on an annual basis (the "Option Plan Amendment Resolution"). The text of the proposed Amendments to the Stock Option Plan is attached as Schedule "A" hereto, and the text of the Option Plan Amendment Resolution is attached as Schedule "B" hereto.

Amendment to Limits on Non-Executive Director Participation

The Corporation has proposed, subject to approval of the Toronto Stock Exchange (“TSX”) and approval of shareholders, an amendment to Section 5.3(b) of the Stock Option Plan to replace the Grant Limit with a provision to permit the annual grant of options under the Stock Option Plan to purchase that number of Common Shares equal to an amount up to 0.025% of the then outstanding Common Shares, calculated on a fully-diluted basis. Any grant of options to the non-executive directors within such limits would be determined by the Board of Directors in its discretion, taking into account market rates and compensation by comparable companies. With the current number of Common Shares outstanding as at the date of this Circular (calculated on a fully-diluted basis so as to include Common Shares underlying vested and in-the-money options), the proposed amendment would result in annual grants to each non-executive director of options to purchase up to approximately 15,250 Common Shares.

A copy of the Stock Option Plan, including the amendments referred to above, is available from the Corporate Secretary.

Recommendation of the Board of Directors

The Board of Directors has determined that the proposed amendments to the Stock Option Plan to revise the limits of non-executive director participation are advisable as they will permit option grants on a basis consistent with the Corporation’s past option grant practices and are appropriate to codify in the Stock Option Plan. The Board of Directors further believes that the proposed amendments will facilitate the future grant of options that will enhance the Corporation’s ability to attract, motivate and retain key personnel, including its directors, given the competitive market for individuals with superior talent and experience in the industry sectors in which the Corporation operates, while still protecting shareholder interests, and therefore are in the best interests of Corporation. In proposing the Option Plan Amendment Resolution, the Board of Directors has considered the extent of aggregate option compensation by the Corporation, and intends to continue to limit future option grants so as to make the most effective use of the pool of Common Shares that remain available for the grant of new options under the Stock Option Plan. The Board of Directors intends to undertake a director compensation review with the objective of examining alternative share compensation arrangements or equivalents, such as deferred share units, that may be used on a basis complementary to, or in replacement of, future option grants in furtherance of its general intention to limit future option grants. Accordingly the Board of Directors unanimously recommends a vote “FOR” the Option Plan Amendment Resolution.

Pursuant to the policies of the TSX, approval of the Option Plan Amendment Resolution by a majority of the votes cast at the Meeting (excluding votes cast by the current non-executive directors of the Corporation) is required.

In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the Option Plan Amendment Resolution set out in Schedule “B” approving the proposed amendments to the Stock Option Plan, which resolution will be passed if approved by a majority of the votes cast at the Meeting.

Ratification of Option Grants

At the Meeting, shareholders will be asked to consider and, if thought advisable, to approve, with or without amendment, a resolution (the “Option Grant Resolution”) ratifying and confirming certain grants of options to non-executive directors of the Corporation under the Stock Option Plan. The text of the Option Grant Resolution is attached as Schedule “C” hereto.

Background

In March of each year, after the annual meeting of Shareholders and during the next available open period for trading under the Corporation's insider trading policy, the Board of Directors routinely grants options to its non-executive directors in satisfaction of the option component of their annual compensation package. Accordingly, in March 2009 the Compensation Committee of the Board of Directors resolved to recommend to the Board of Directors, in addition to various employee stock option grants, annual stock option grants to the Corporation's non-executive directors, being Messrs. Davies, Michels, Pelot, Phillips and Thexton (the "Non-Executive Directors"), in accordance with the directors' 2008 remuneration package, namely \$15,000 in value of stock options. At that time, the result would have been the grant of options to purchase 53,670 Common Shares at an exercise price of \$0.36 to each of the Non-Executive Directors (the "Originally Recommended Grants"). However, as the Originally Recommended Grants would have resulted in an aggregate number of Common Shares reserved for issuance pursuant to options granted under the Stock Option Plan to the Non-Executive Directors in excess of the Grant Limit, at a meeting in March 2009 the Board of Directors considered alternative methods of implementing the option component of their annual compensation package. At a subsequent meeting of the Board of Directors in June 2009, the Board approved a grant to each of the Non-Executive Directors of options to purchase 16,450 Common Shares at an exercise price of \$1.12 (the "June 2009 Grant"), which represented an approximate value of \$15,000 for each Non-Executive Director as determined using the Black-Scholes model (see note (3) to the "Summary Compensation Table" for Directors below. The resulting option grants to the Non-Executive Directors in 2009 are outlined below under the Statement of Director Compensation. The options granted pursuant to the June 2009 Grant are not exercisable until approval of shareholders is obtained.

The total number of Common Shares issuable in connection with outstanding options granted under the Stock Option Plan and as a result of the Corporation's agreement to assume the obligation to issue its shares upon the exercise of options issued and outstanding under the Corporation's predecessor company, as at December 31, 2009, including the options granted pursuant to the June 2009 Grant, was 8,311,495, representing 14.0% of the total number of Common Shares outstanding as at the date of the Circular. Of those outstanding options, options to purchase 4,596,899 Common Shares were fully vested, with the balance of 3,714,596 remaining unvested. The total number of Common Shares issuable under the Stock Option Plan pursuant to outstanding options and options available to be granted is 9,470,745, representing 16.0% of the total number of Common Shares outstanding as at the date of the Circular.

Recommendation of the Board of Directors

The Board of Directors has determined that ratification and confirmation of the June 2009 Grant is appropriate on the basis that it is consistent with the dollar value of past option grants to the Corporation's non-executive directors and maintains the Corporation's ability to attract, motivate and retain key personnel given the competitive market for individuals with superior talent and experience in the industry sectors in which the Corporation operates, and accordingly is in the best interests of the Corporation. Accordingly the Board of Directors unanimously recommends a vote "FOR" the Option Grant Resolution.

Pursuant to the policies of the TSX, approval of the Option Grant Resolution by a majority of the votes cast at the Meeting (excluding votes cast by the Non-Executive Directors) is required.

In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the Option Grant Resolution ratifying and confirming the June 2009 Grant.

5. Adoption of Shareholders Rights Plan

At the Meeting, shareholders will be asked to consider and, if thought advisable, to approve, with or without amendment, a resolution (the “Rights Plan Resolution”) approving the adoption of a Shareholder Rights Plan of the Corporation (the “Rights Plan”). The text of the Rights Plan Resolution is attached as Schedule “D”, and a summary of the Rights Plan is attached as Schedule “E” hereto.

Background

The Corporation and Computershare Investor Services Inc. (the “Rights Agent”) entered into an agreement dated as of December 22, 2009 to implement the Rights Plan (the “Rights Plan Agreement”).

Objectives of the Rights Plan

Approval of the Rights Plan is not being proposed in response to or in anticipation of any pending or threatened take-over bid, nor to deter take-over bids generally. As of the date of this Circular, the Board of Directors is not aware of any third party considering or preparing any proposal to acquire control of the Corporation. The primary objectives of the Rights Plan are to ensure that, in the context of a bid for control of the Corporation through an acquisition of the Common Shares, the Board of Directors has sufficient time to explore and develop alternatives for maximizing shareholder value, including implementation of the Corporation’s long-term strategic plans, as those may be modified by the Corporation from time to time; to provide adequate time for competing bids to emerge; to ensure that shareholders have adequate time to properly assess the bid and lessen the pressure to tender typically encountered by a shareholder of an issuer that is subject to a bid. The Rights Plan in no way prohibits a change of control of the Corporation in a transaction that is fair and in the best interests of the Corporation and its shareholders. The rights of shareholders to seek a change in the management of the Corporation or to influence or promote action of management in a particular manner will not be affected by the Rights Plan. The approval of the Rights Plan does not affect the duty of a director to act honestly and in good faith with a view to the best interests of the Corporation and its shareholders.

In approving the Rights Plan, the Board of Directors considered the following concerns inherent in the existing legislative framework governing take-over bids in Canada:

- (a) *Time.* Current legislation permits a take-over bid to expire in 35 days. The Board of Directors is of the view that this generally is not sufficient time to permit shareholders to consider a take-over bid and to make a reasoned and considered decision concerning available alternatives. The Rights Plan provides a mechanism whereby the minimum expiry period for a take-over bid must be 60 days after the date of the bid and the bid must remain open for a further period of ten business days after the bidder publicly announces that the Common Shares deposited or tendered and not withdrawn constitute more than 50% of the Common Shares outstanding held by Independent Shareholders (generally, shareholders other than the bidder or Acquiring Person (someone who beneficially owns greater than 20% of the outstanding Common Shares), their associates and affiliates, and persons acting jointly or in concert with the bidder or Acquiring Person). The Rights Plan is intended to provide shareholders with adequate time to properly evaluate the offer and to provide the Board of Directors with sufficient time to explore and develop alternatives for maximizing shareholder value. Those alternatives could include pursuit of the Corporation’s long-term strategic plans, identifying other potential bidders, conducting an orderly auction, or developing a restructuring alternative that could enhance shareholder value.
- (b) *Pressure to Tender.* A shareholder may feel pressured to tender to a bid that the shareholder considers to be inadequate out of a concern that failing to tender may result in the shareholder being left with illiquid or minority discounted securities in the Corporation. This is particularly so in the case of a partial bid for less than all securities of a class, where the bidder wishes to obtain a control position but does not wish to acquire all of the Common Shares. The Rights Plan provides a mechanism in the Permitted Bid provision that is intended to ensure that a shareholder may remove the uncertainty as to whether a majority of shareholders will support a take-over bid from the decision to tender to the take-over bid by requiring that a take-over bid remain open for

acceptance for a further 10 Business Days following a public announcement that more than 50% of the Common Shares held by Independent Shareholders have been deposited and not withdrawn as at the initial date of take-up or payment by the bidder. This mechanism therefore will lessen any undue pressure to tender that may be encountered by a shareholder if a take-over bid is made for the Common Shares.

- (c) *Unequal Treatment.* While existing securities legislation has substantially addressed many concerns of unequal treatment, there remains the possibility that control of an issuer may be acquired pursuant to a private agreement in which a small group of securityholders dispose of their securities at a premium to market price which premium is not shared with other securityholders. In addition, a person may slowly accumulate securities through stock exchange acquisitions which may result, over time, in an acquisition of control without payment of fair value for control or a fair sharing of a control premium among all securityholders. The Rights Plan addresses these concerns by applying to all acquisitions of greater than 20% of the Common Shares, to better ensure that shareholders receive equal treatment.

General Impact of the Rights Plan

It is not the intention of the Board of Directors, in approving the Rights Plan, to secure the continuance of existing directors or management in office, nor to avoid a bid for control of the Corporation in a transaction that is fair and in the best interests of the Corporation and its shareholders. For example, through the Permitted Bid mechanism, described in more detail in the summary contained in Schedule “E” hereto, shareholders may tender to a bid that meets the Permitted Bid criteria without triggering the Rights Plan, regardless of the acceptability of the bid to the Board of Directors. Furthermore, even in the context of a bid that does not meet the Permitted Bid criteria, the Board of Directors will continue to be bound to consider fully and fairly any bid for the Common Shares in any exercise of its discretion to waive application of the Rights Plan or redeem the Rights. In all such circumstances, the Board of Directors must act honestly and in good faith with a view to the best interests of the Corporation and its shareholders.

The Rights Plan does not preclude any shareholder from utilizing the proxy mechanism under the *Canada Business Corporations Act* and securities laws to promote a change in the management or direction of the Corporation, or its Board of Directors, and has no effect on the rights of holders of outstanding Common Shares to requisition a meeting of shareholders in accordance with the provisions of applicable corporate and securities legislation, or to enter into agreements with respect to voting their Common Shares. The definitions of “Acquiring Person” and “Beneficial Ownership” have been developed to minimize concerns that the Rights Plan may be inadvertently triggered or triggered as a result of an overly-broad aggregation of holdings of institutional shareholders and their clients.

The Rights Plan will not interfere with the day-to-day operations of the Corporation. The issuance of the Rights does not in any way alter the financial condition of the Corporation, impede its business plans or alter its financial statements.

The Board of Directors believes that the dominant effect of the Rights Plan will be to maximize the Corporation’s opportunity to enhance shareholder value, and ensure equal treatment of all shareholders in the context of a take-over bid for the Common Shares.

Canadian Federal Income Tax Consequences

The Corporation considers that any new Rights, when issued, will have negligible monetary value and therefore shareholders resident or deemed to be resident in Canada will not be required to include any amount in income under the *Income Tax Act* (Canada) (the “Tax Act”) as a result of the issuance of the Rights. The Rights will be considered to have been acquired at no cost. Such holders may be required to include an amount in income or realize a capital gain in the event that the Rights are exercised or otherwise disposed of.

On the basis that any new Rights, when issued, will have negligible monetary value, the issuance of Rights to a shareholder that is neither resident nor deemed to be resident in Canada for purposes of the Tax Act, will not be subject to non-resident withholding tax under the Tax Act. The exercise or disposition of such Rights by such holders may have income or withholding tax consequences under the Tax Act. The amendments to the terms of existing issued Rights that will continue to be held should not be regarded as significant enough to result in a disposition of such Rights for purposes of the Tax Act.

This statement is of a general nature only and is not intended to constitute nor should it be construed to constitute legal or tax advice to any particular shareholder. Shareholders are advised to consult their own tax advisors regarding the consequences of acquiring, holding, exercising or otherwise disposing of their Rights, taking into account their own particular circumstances and any applicable tax laws.

Eligibility for Investment in Canada

The Rights are qualified investments under the Tax Act for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit savings plans, registered disability savings plans and registered education savings plans (collectively, “Registered Plans”), provided that the Rights continue to be exercised solely for Common Shares, the Corporation deals at arm’s length at all relevant times which each person that is an annuitant, beneficiary, employer or subscriber under the governing plan of such Registered Plans and the Common Shares are at all relevant times for purposes of the Tax Act qualified investments for such Registered Plans. The issuance of the Rights will not affect the eligibility of the Common Shares as investments for investors governed by certain Canadian federal and provincial legislation governing insurance companies, trust companies, loan companies and pension plans.

Vote Required

Shareholder approval of the Rights Plan is not required by law but is required under the rules of the TSX. The Rights Plan has been conditionally approved by the TSX, subject to shareholder approval. The Rights Plan Resolution must be approved by a simple majority of 50% plus one vote of the votes cast in favour of the Rights Plan by all shareholders, whether in person or by proxy, at the Meeting. If the Rights Plan Resolution is passed at the Meeting, then the Rights Plan will become effective as of the date the Rights Plan Resolution is passed. If the Rights Plan Resolution is not passed at the Meeting, the Rights Plan will not become effective.

Recommendation of the Board of Directors

The Board of Directors has reviewed the Rights Plan for conformity with current practices of Canadian issuers with respect to shareholder rights plan design. Based on its review, the Board of Directors has determined that it is advisable and in the best interests of the Corporation and its shareholders that the Corporation has in place a shareholder rights plan in the form of the Rights Plan. Accordingly, the Board of Directors unanimously recommends a vote “FOR” the confirmation and approval of the Rights Plan.

In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the Rights Plan Resolution.

The Board of Directors reserves the right to alter any terms of or not proceed with the Rights Plan at any time prior to the meeting if the Board of Directors determines that it would be in the best interests of the Corporation and its shareholders to do so, in light of developments subsequent to the date of this Circular.

6. Other Matters

The Corporation knows of no other matters to be brought before the Meeting. If any amendment, variation or other business is properly brought before the Meeting, the enclosed form of proxy and voting instruction confers discretion on the persons named on the form of proxy to vote on such matters in accordance with their best judgment.

STATEMENT OF EXECUTIVE COMPENSATION

The Corporation's executive compensation policies and practices, including information about the compensation of the CEO, the CFO and the three other most highly compensated officers of the Corporation, who were serving as executive officers of the Corporation on September 30, 2009 (collectively, the "Named Executive Officers" or "NEOs") are discussed in this section.

Compensation Discussion and Analysis

Compensation Philosophy and Policy

The Compensation Committee of the Board is responsible for annually reviewing the Corporation's compensation philosophy and policy that rewards the creation of shareholder value and reflects an appropriate balance between short and long-term performance. The compensation philosophy of the Corporation is based on the following two principles: reward performance and market competitive pay. This philosophy is applied across the Corporation, including the Executive Officers.

Role of the Compensation Committee

The Compensation Committee of the Board is responsible for: setting the compensation levels of the Executive Officers, and recommending compensation level for the CEO to the full board; reviewing and advising on stock option guidelines; and reviewing and communicating to the Board of Directors the compensation policy and principles that will be applied to the executives of the Corporation including, the Chief Executive Officer (CEO), the Named Executive Officers and, those executive officers who report directly to the CEO (the "Executive Officers") in support of the achievement of the Corporation's business strategy.

Elements of Executive Compensation

All employees of the Corporation receive compensation based on market value for the type of role they perform. Additional consideration is given to internal pay equity and performance. The compensation payable to the Corporations' employees consists of three main elements: base salary, short term incentives, and stock options granted as long term incentives. The following table summarizes the purpose of each element.

Element of Compensation	Summary and Purpose of Element
Base Salary	Base salaries are established by taking into account individual performance and experience, level of responsibility and competitive pay practices. Base salaries are periodically reviewed and adjusted appropriately to reflect individual performance and market changes.
Short Term Incentives	The Corporation's annual incentive plans are intended to focus and reward executives on the achievement of current year financial targets, key Corporation and/or group objectives and some individual performance objectives. Financial thresholds are approved by the Board of Directors at the commencement of the fiscal year and are required to be met for payments to be made according to plan criteria.
Long Term Incentives	The Stock Option Plan provides directors, officers, employees and service providers of the Corporation the opportunity to participate in the Stock Option Plan, at the complete discretion of the Board of Directors.

Base Salary

Base salary recommendations are determined based on market data for positions of similar responsibilities and complexity, on internal comparisons and on the individual's ability, experience and contribution level. Base salaries are considered also in the full balanced context of the accompanying Short Term Incentives and Long Term Incentives. Base salaries for each NEO were established in the employment agreements with the Corporation and are reviewed as required so as to take into consideration market pressures.

Short Term Incentives

All permanent full time executives and certain employees have the opportunity to earn an annual performance bonus reflective of their position. All executives and eligible employees have specific goals based on factors such as individual performance and corporate performance relating to revenue, profitability, cash on hand and customer satisfaction. The corporate targets are established by the CEO and CFO on an annual basis for review by the Compensation Committee of the Board, and if approved, are recommended for approval by the Board of Directors. The CEO's performance bonus is entirely based on factors related to corporate performance. 75% of the CFO's and other NEOs' short term incentives are based on factors related to corporate performance, with 25% based on factors related to individual performance.

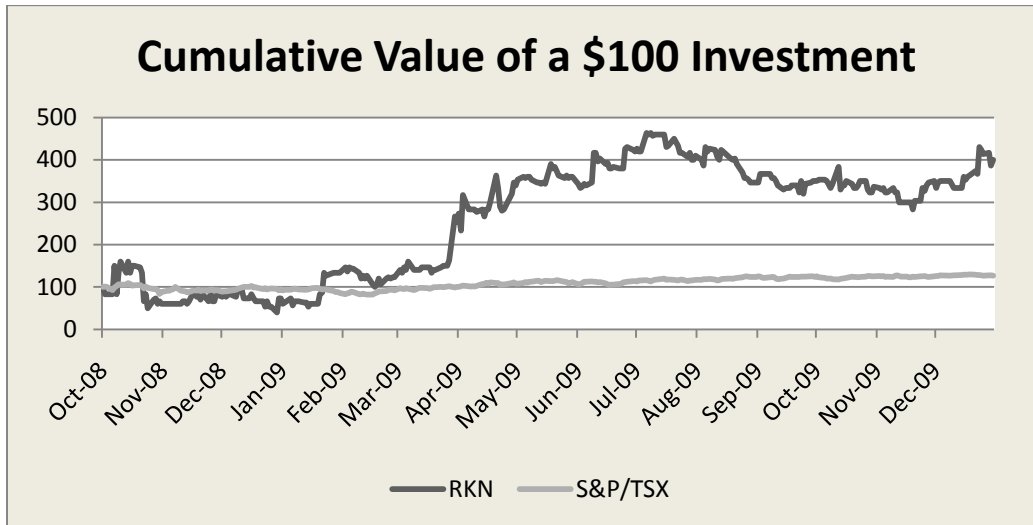
Long Term Incentives

Options to purchase Common Shares are granted to the NEOs and other key employees to sustain commitment to long-term profitability and to maximize shareholder value over the long term. The vesting of these Options is spread evenly over 4 years in the case of the CEO, the NEOs, and the other Executive Officers in order to achieve this long term objective. Under the terms and conditions of the Stock Option Plan, participants are granted options which, once vested, are exercisable for periods of time determined by the Compensation Committee of the Board, generally ten (10) years following the date of grant at an exercise price equal to the closing market price of the Common Shares on the TSX Exchange on the date of the grant. Stock options are granted to NEOs from time to time based on the current number of options outstanding for each NEO and other factors including individual performance and contribution level.

Further, the Corporation's executive compensation programs are designed to attract and retain highly qualified senior executives and recognize that long term performance incentives, primarily in the form of stock options, are an integral part of aligning the interest of executive officers and the Corporation's shareholders. When determining whether and how many new options are to be granted, the Compensation Committee of the Board will consider a number of factors including salary, level of responsibility and the amount and terms of the outstanding options.

Performance Graph

The following graph shows the total cumulative return from the time that the Corporation became a reporting issuer (October 22, 2008) to September 30, 2009 on an investment of \$100, compared to the S&P/TSX Composite Total Return Index.



Redknee became a reporting issuer when its shares were listed on the TSX on October 22, 2008. The Named Executive Officers' compensation plan is not based on the Corporation's stock price performance, and therefore the named executive officers' compensation may not directly compare to the trend shown above.

Summary Compensation Table

The following table sets forth information regarding compensation earned by the Corporation's Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), and each of the three other executive officers who had the highest aggregate compensation, for the year ended September 30, 2009 (collectively, the "Named Executive Officers"):

Name and Principal Position	Year	Base Salary ⁽¹⁾	Option-Based Awards ⁽²⁾	Non-Equity Incentive Plan Compensation		All Other Compensation	Total Compensation
				Annual Incentive Plans	Long-Term Incentive Plans		
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Lucas Skoczowski Chief Executive Officer	2009	275,000	154,000	132,000		2,612 ⁽³⁾	563,612
David Charron ⁽⁶⁾ Chief Financial Officer	2009	213,889	308,000	48,425			570,314
Vishal Kothari Vice-President Global Sales	2009	200,000	77,000	90,619			367,619
Michael Bryce Vice-President Global Operations	2009	220,000	77,000	52,800		100,000 ⁽⁴⁾	449,800
Colley Clarke ⁽⁵⁾ Former Chief Financial Officer	2009	240,000				308,125 ⁽³⁾⁽⁷⁾	548,125
Jim Diotte Chief Human Resources Officer	2009	220,000	77,000	45,738		15,150 ⁽³⁾	357,888

- (1) The salary and non-equity incentive plan compensation is paid in Canadian dollars.
- (2) Amounts set forth in this column represent the amount recognized as the accounting share-based payment expense in our consolidated financial statements for fiscal 2009 and do not reflect whether the Named Executive Officer has actually realized a financial benefit from the exercise of the awards. The grant date fair value of a stock option is determined using the Black-Scholes model. This model is used as it is the model used to value stock options for the purposes of the Corporation's consolidated financial statements. In determining the grant date fair value of options granted on March 13, 2009, assumptions and estimates used included a 70.1% volatility factor, 2.44% risk-free rate and 10-year expected life. Additional details on key assumptions and estimates used for financial statement purposes are discussed at Note 9 "Stock Option Plan" to our Consolidated Financial Statements for fiscal 2009.
- (3) Represents a tenure award bonus under the Corporation's Stock Option Loan Program which was established in November 2006, and retired in fiscal 2009. Under the Program, the Corporation enabled its employees and executive officers to exercise their vested options and acquire Class B common shares in Redknee Inc. (which shares subsequently converted to common shares of the Corporation). Employees and executives were eligible for a cash tenure-award bonus annually for a period of three years equal to 10% of the outstanding loan amount provided they remain an employee of the Corporation as of the anniversary date of the original loan.
- (4) Represents payments made in the year ended September 30, 2009 provided for in Mr. Bryce's contract of employment in respect of entitlements that he would have otherwise received from his former employment.
- (5) Colley Clarke's employment ended February 27, 2009.
- (6) After Colley Clarke's departure, David Charron acted as interim CFO, and was formally appointed CFO on August 1, 2009.
- (7) In addition to a tenure award bonus as described in Note 3, All Other Compensation amounts for Colley Clarke contain certain payments made in respect to severance.

Outstanding Share-Based Awards and Option-Based Awards

The following table (presented in accordance with Form 51-102F6) sets forth for each Named Executive Officer all awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options	Option exercise price	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾	Number of shares or units of shares that have not vested ⁽²⁾	Market or payout value of share-based awards that have not vested
	(#)	(\$)		(\$)	(#)	(\$)
Lucas Skoczkowski Chief Executive Officer	550,000	\$ 0.36	13-Mar-19	\$ 390,500	312,500	387,500
David Charron Chief Financial Officer	75,000 50,000 300,000	\$ 1.09 \$ 0.36 \$ 1.25	11-Sep-17 13-Mar-19 14-Aug-19	\$ 35,500		
Vishal Kothari Vice-President Global Sales	275,000	\$ 0.36	13-Mar-19	\$ 195,250		
Michael Bryce Vice-President Global Operations	200,000 100,000 275,000	\$ 0.80 \$ 0.75 \$ 0.36	10-Jan-18 24-Jun-18 13-Mar-19	\$ 53,485 \$ 32,278 \$ 195,250		
Jim Diotte Chief Human Resources Officer	375,000 275,000	\$ 1.21 \$ 0.36	10-Jul-15 13-Mar-19	\$ - \$ 195,250		

(1) The value of unexercised in-the-money options has been calculated using the difference between the closing price of the Corporation's Common Shares on the TSX as at September 30, 2009 (Cdn \$1.07) and the option exercise price. Where the value is \$0, the exercise price is higher than Cdn.\$1.07. No adjustment has been made for options that have not yet vested and are therefore not yet exercisable.

(2) All share-based awards are in the form of RSUs vested from November 10, 2006.

Incentive Plan Awards- Value Vested or Earning During the Year

The following table (presented in accordance with Form 51-102F6) sets forth details of the value vested or earned during the most recently completed financial year for each incentive plan award:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Lucas Skoczkowski Chief Executive Officer	-	\$ 387,500	\$ 132,000
David Charron Chief Financial Officer	-	-	\$ 48,425
Vishal Kothari Vice-President Global Sales	-	-	\$ 90,619
Michael Bryce Vice-President Global Operations	\$ 21,441	-	\$ 52,800
Jim Diotte Chief Human Resources Officer	-	-	\$ 45,738

Employment Contracts for Named Executive Officers

The Corporation has entered into employment agreements with each of the Named Executive Officers, the material terms of which are summarized below.

Lucas Skoczkowski is employed as the Chief Executive Officer pursuant to the terms of a service agreement with Redknee dated October 1, 2006. The agreement can be terminated by Redknee at any time for cause or by Mr. Skoczkowski upon 12 months' notice. If Mr. Skoczkowski's employment is terminated by Redknee without cause at any time, then Mr. Skoczkowski is entitled to all outstanding and accrued salary, performance incentive pay, vacation pay, and 24 months of current salary plus a performance incentive pay equal to 100 percent of his base salary for this period, continuation of benefit coverage for 24 months or a payment of an amount equal to such coverage, and the immediate vesting of 100 percent of his unvested restricted shares. If Mr. Skoczkowski's employment is terminated without cause within 12 months after the occurrence of a change in control of Redknee, then Mr. Skoczkowski is entitled to all outstanding and accrued salary, performance incentive pay, and vacation pay, and 24 months of current base salary plus a performance incentive pay equal to 24 months' base salary, continuation of benefit coverage for 24 months, or a payment of an amount equal to such coverage, and immediate vesting of 100 percent of his unvested restricted shares. Mr. Skoczkowski is subject to certain non-competition and non-solicitation covenants for a period of 12 months following the termination of his employment. Mr. Skoczkowski is paid a base salary of \$275,000 and is eligible to receive an annual performance incentive pay for achieving financial objectives as determined and set by the Board.

David Charron is employed as the Chief Financial Officer pursuant to the terms of a service agreement with Redknee dated August 1, 2009. The agreement can be terminated by Redknee at any time for cause or by Mr. Charron upon 3 months' notice. If Mr. Charron's employment is terminated by Redknee without cause at any time, then Mr. Charron is entitled to all outstanding and accrued salary and vacation pay, a performance incentive pay amount equal to 50 percent of the total base salary paid or earned for the current fiscal year up to the last day of active employment, 6 months of current salary, an amount in respect of performance incentive pay of 50 percent of 6 months' salary, continuation of benefit coverage for 6 months or a payment of an amount equal to such coverage, and the immediate vesting of those of his unvested options due to vest within 6 months, exercisable for up to 42 months or the date of expiry of the options, whichever is earlier. If Mr. Charron's employment is terminated without cause or Mr. Charron resigns, in either case within 12 months after the occurrence of a change in control of Redknee, then Mr. Charron is entitled to all outstanding and accrued salary and vacation pay, a performance incentive pay amount equal to 50 percent of the total base salary paid or earned for the current fiscal year up to the last day of active employment, 12 months of current salary, an amount in respect of performance bonus of 50 percent of 12 months' salary, continuation of benefit coverage for 12 months or a payment of an amount equal to such coverage, and only in the event that Mr. Charron is terminated without cause within the first 6 months, the immediate vesting of 25 percent of his unvested options. Mr. Charron is subject to certain non-competition and non-solicitation covenants for a period of 6 months following the termination of his employment. Mr. Charron is paid a base salary of \$225,000 and is eligible to receive an annual performance incentive pay for achieving financial objectives as determined and set by the CEO.

Michael Bryce is employed as the Vice President, Global Operations pursuant to the terms of a service agreement with Redknee dated July 20, 2007. The agreement can be terminated by Redknee at any time for cause or by Mr. Bryce upon 2 months' notice. If Mr. Bryce's employment is terminated by Redknee without cause at any time, then Mr. Bryce is entitled to all outstanding and accrued salary, and vacation pay, a lump sum payment of \$220,000, and continuation of benefit coverage for 6 months. Mr. Bryce is subject to certain non-competition and non-solicitation covenants for a period of 4 months and 12 months respectively following the termination of his employment. Mr. Bryce is paid a base salary of \$220,000 and is eligible to receive an annual performance incentive pay for achieving financial objectives as determined and set by the CEO. Under the terms of his service agreement, Mr. Bryce was entitled to payments up to an aggregate of \$300,000 (all of which have been paid as at December 15, 2009). These payments were payable pursuant to a fixed schedule and were made in respect of entitlements that he would have otherwise received from his former employment. Mr. Bryce is paid a base salary of \$220,000

and is eligible to receive an annual performance bonus for achieving financial objectives as determined and set by the CEO.

Jim Diotte is employed as the Chief Human Resources Officer pursuant to the terms of a service agreement with Redknee dated July 11, 2005 and amended November 14, 2006. The agreement can be terminated by Redknee at any time for cause or by Mr. Diotte upon 2 months' notice. If Mr. Diotte's employment is terminated by Redknee without cause at any time, then Mr. Diotte is entitled to all outstanding and accrued salary, performance bonus, and vacation pay, 12 months of current salary, an amount in respect of his performance bonus equal to 45 percent of base salary, continuation of benefit coverage for 12 months, or a payment of an amount equal to such coverage, and the immediate vesting of 25 percent of his unvested options (not including the March 13, 2009 option grant to executives, which has been specifically excluded from any accelerated vesting rights under applicable contracts of employment arising from termination or change of control related to a going private transaction), exercisable for up to 5 years or the date of expiry of the options, whichever is earlier. If Mr. Diotte's employment is terminated without cause or Mr. Diotte resigns, in either case within 12 months after the occurrence of a change in control of Redknee, then Mr. Diotte is entitled to all outstanding and accrued salary, performance bonus, and vacation pay, 18 months of current salary plus a performance bonus equal to 45 percent of 18 months' base salary, continuation of benefit coverage for 12 months or a payment of an amount equal to such coverage, and only if Mr. Diotte is terminated without cause within the first 6 months, the immediate vesting of 25 percent of his options, and all then vested options are exercisable for up to 5 years or the date of expiry of the options, whichever is earlier. Mr. Diotte is subject to certain non-competition and non-solicitation covenants for a period of 12 months following the termination of his employment. Mr. Diotte is paid a base salary of \$220,000 and is eligible to receive an annual performance bonus for achieving financial objectives as determined and set by the CEO.

Vishal Kothari is employed as the Vice President, Global Sales pursuant to the terms of a service agreement with Redknee dated November 14, 2006. The agreement can be terminated by Redknee at any time for cause or by Mr. Kothari upon 2 months' notice. If Mr. Kothari's employment is terminated by Redknee without cause at any time, then Mr. Kothari is entitled to all outstanding and accrued salary, performance incentive pay, and vacation pay, 12 months of current salary, an amount in respect of his performance incentive pay equal to 100 percent of base salary, continuation of benefit coverage for 12 months or a payment of an amount equal to such coverage, and the immediate vesting of 25 percent of his unvested options (not including the March 13, 2009 option grant to executives, which has been specifically excluded from any accelerated vesting rights under applicable contracts of employment arising from termination or change of control related to a going private transaction), exercisable for up to 5 years or the date of expiry of the options, whichever is earlier. If Mr. Kothari's employment is terminated without cause or Mr. Kothari resigns, in either case within 12 months after the occurrence of a change in control of Redknee, then Mr. Kothari is entitled to all outstanding and accrued salary, performance bonus, and vacation pay, 18 months of current salary plus a performance incentive pay equal to 100 percent of 18 months' base salary, continuation of benefit coverage for 12 months, or a payment of an amount equal to such coverage, and only if Mr. Kothari is terminated without cause within the first 6 months, the immediate vesting of 25 percent of his options and all then vested options are exercisable for up to 5 years or the date of expiry of the options, whichever is earlier. Mr. Kothari is subject to certain non-competition and non-solicitation covenants for a period of 12 months following the termination of his employment. Mr. Kothari is paid a base salary of \$200,000 and is eligible to receive an annual performance incentive pay for achieving financial objectives as determined and set by the CEO.

For all Named Executive Officers, upon termination of employment any unvested options terminate in accordance with the Stock Option Plan.

Composition of the Compensation Committee

The compensation committee of the Board (the "Compensation Committee") is comprised of three board members namely John Phillips (Chairman), Stephen Davies and Kent Thexton (Chairman of the Board). All of the Compensation Committee members are independent directors and none of whom is presently, or has ever been, an officer or employee of the Corporation or any of its subsidiaries.

STATEMENT OF DIRECTOR COMPENSATION

Summary Compensation Table

The following table (presented in accordance with Form 51-102F6) sets forth all amounts of compensation provided to the directors for the Corporation's most recently completed financial year:

Name	Fees earned (\$)	Option-based awards ⁽³⁾ (\$)	Non-equity incentive plan compensation (\$)	All other compensation (\$)	Total (\$)
Stephen Davies ⁽¹⁾	41,490	\$14,970			\$56,460
Alan Michels ⁽²⁾	29,167	\$14,970		14,764	\$58,900
James Pelot	45,000	\$14,970			\$59,970
John Phillips	45,000	\$14,970			\$59,970
Kent Thexton	85,000	\$14,970			\$99,970

- (1) Stephen Davies fees are converted using a rate of 1.845= 1 GBP.
- (2) Alan Michels was appointed within the fiscal year, on December 10, 2008. He also received USD\$12,000 (Cdn. \$14,764) to purchase Redknee Shares in the open market.
- (3) Amounts set forth in this column represent the amount recognized as the accounting share-based payment expense in our consolidated financial statements for fiscal 2009 and do not reflect whether the Director has actually realized a financial benefit from the exercise of the awards. The grant date fair value of a stock option is determined using the Black-Scholes model. This model is used as it is the model used to value stock options for the purposes of the Corporation's consolidated Awards and Share Based Awards. In determining the grant date fair value of options granted on June 12, 2009, assumptions and estimates used included a 78.8% volatility factor, 2.91% risk-free rate and 10-year expected life. Additional details on key assumptions and estimates used for financial statement purposes are discussed at Note 9 "Stock Option Plan" to our Consolidated Financial Statements for fiscal 2009.

The Chairman of the Board is entitled to an annual cash retainer of \$60,000, and an annual grant of Options under the Stock Option Plan valued at \$15,000. In addition, at the completion of each fiscal quarter, the Board of the Corporation reviews the Chairman's compensation to ensure it is commensurate with the recipient's service over the previous quarter in his capacity as Chairman. In this regard, in recognition of Mr. Thexton's additional contributions and guidance in fiscal 2009, the Board awarded an additional \$25,000 in cash compensation.

Other than the Chairman and directors who are members of management, each director receives an annual cash retainer of \$40,000, as well as an annual grant of Options under the Stock Option Plan valued at \$15,000. In addition to the director compensation summarized above, the Chairman of each committee of the Board receives an annual cash retainer of \$5,000.

Incentive Plan Awards for Directors

Directors are eligible to participate in the Corporation's Stock Option Plan and Restricted Share Plan. Directors are also entitled to be reimbursed for expenses incurred by them in their capacity as directors. Directors who are also officers or employees of the Corporation are not paid any amount as a result of their serving as directors of the Corporation.

Outstanding Share-Based Awards and Option-Based Awards

The following table (presented in accordance with Form 51-102F6) sets forth for each director all awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year and awards subject to the Option Grant Resolution to be ratified by the shareholders at this Meeting:

Name	Option-based Awards		Share-based Awards			
	Number of securities underlying unexercised options	Option exercise price	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested
	(#)	(\$)		(\$)	(#)	(\$)
Stephen Davies	20,000	\$ 0.75	30-Jun-18	\$6,456		
	16,450	\$1.12	12-Jun-19			
Alan Michels	20,000	\$ 0.23	10-Dec-18	\$16,800		
	16,450	\$1.12	12-Jun-19			
James Pelot ⁽²⁾	50,000	\$ 1.21	1-Jan-14			
	20,000	\$ 0.75	30-Jun-18	\$6,456		
	16,450	\$1.12	12-Jun-19			
John Phillips	93,750	\$ 1.21	11-Jun-13			
	42,187	\$ 1.21	1-Jan-14			
	14,062	\$ 1.21	10-Mar-14			
	46,875	\$ 1.21	16-May-15			
	20,000	\$ 0.75	30-Jun-18	\$6,456		
	16,450	\$1.12	12-Jun-19			
Kent Thexton	125,000	\$ 1.21	5-Feb-14			
	37,500	\$ 1.21	16-May-15			
	20,000	\$ 0.41	30-Jun-18	\$13,300		
	16,450	\$1.12	12-Jun-19			

- (1) The value of unexercised in-the-money options has been calculated using the difference between the closing price of the Corporation's Common Shares on the TSX as at September 30, 2009 (Cdn.\$1.07) and the option exercise price. Where the value is \$0, the exercise price is higher than Cdn. \$1.07. No adjustment has been made for options that have not yet vested and are therefore not yet exercisable. Director options vest immediately.
- (2) Mr. James Pelot will not be standing for re-election at the Meeting.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table (presented in accordance with Form 51-102F6) sets forth details of the value vested or earned during the most recently completed financial year for each incentive plan award:

Name	Option-based awards – Value vested during the year ⁽¹⁾	Share-based awards – Value vested during the year	Non-equity incentive plan compensation – Value earned during the year
	(\$)	(\$)	(\$)
Stephen Davies	\$6,456		
Alan Michels	\$16,800		
James Pelot	\$6,456		
John Phillips	\$6,456		
Kent Thexton	\$13,300		

(1) The total value of stock options that vested in fiscal 2009. The value is equal to the difference between the exercise price of the option and the closing price of the Common Shares reported on the vesting date. Director options vest immediately.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth certain information with respect to the Stock Option Plan and obligations assumed on behalf of the Corporation's predecessor company as at December 31, 2009.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercised price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
<i>Equity Compensation plans approved by securityholders</i>	8,311,495	\$0.89	1,159,250
<i>Equity Compensation plans not approved by securityholders</i>	Nil	Nil	Nil
TOTAL	8,311,495	\$0.89	1,159,250

Stock Option Plan

The Corporation adopted the Stock Option Plan to provide long-term incentives to attract, motivate and retain its employees, directors, officers and service providers. The following is a description of certain provisions of the Stock Option Plan.

(a) *Eligibility*

Under the Stock Option Plan, the Corporation may grant options to (i) any of its or its affiliates, (as defined in the *Securities Act* (Ontario) (OSA), directors, officers or employees, or any service provider (an "Eligible Individual"), or (ii) a corporation controlled by an Eligible Individual, the issued and outstanding voting shares of which are, and will continue to be, beneficially owned by such Eligible Individual and/or the spouse, children and/or grandchildren of such Eligible Individual.

(b) *Grant of Options, Exercise Price and Vesting*

The Corporation may, from time to time, grant options to a Participant to acquire the Corporation's Common Shares in accordance with the Stock Option Plan. The maximum number of Common Shares that may be issued by the Corporation to Participants pursuant to options granted and outstanding under this Stock Option Plan is 5,250,000 which represents approximately 8.9% of the total and issued and outstanding Common Shares, and of which 4,090,750 options granted remain unexercised. When granting options, the Corporation will designate the maximum number of the Corporation's Common Shares that may be purchased under the options, taking into account the amount and terms of outstanding options and shares to establish the exercise price of the options, designate the conditions under which the options will vest, determine the expiry date for exercise of the options (which shall be no later than 10 years after the date the options are granted), and with respect to options granted to US residents or citizens, whether the option is intended to constitute an incentive stock option. Stock options grants typically vest in increments of 25% per year over four years and expire after ten years.

The exercise prices for options shall not be less than the fair market value of the Common Shares on the date the options are granted, which so long as the Corporation's Common Shares are traded on a stock exchange, is defined to be the closing price for the Common Shares on the day immediately prior to such date on the stock exchange on which the highest aggregate volume of Common Shares have traded on such date.

Upon termination of employment with or without cause, all entitlements under the stock option plan cease subject to a ten day period to exercise any vested options.

(c) *Amendments*

The following types of amendments to the Stock Option Plan require shareholder approval:

1. any increase in the maximum number of Common shares in respect of which may be granted as options under the Stock Option Plan;
2. any amendment that would reduce the exercise price, including a cancellation of an option and re-grant of an Option in conjunction therewith, at which options may be granted below the minimum price currently provided for in the Corporation's Stock Option Plan;
3. any amendment that would increase the limits on the total number of Common shares issuable to any one individual under the Stock Option Plan or to any one insider and the insider's associates;
4. any amendment that would increase the limits on the total number of Common shares reserved for issuance pursuant to options granted to insiders of the Corporation for issuance to insiders within a one year period;
5. any amendment that would increase the maximum term of an option granted under the Stock Option Plan;
6. any amendment that would extend the expiry date of any outstanding option, except in the case of termination of an employee of the Corporation or any of its affiliates in which case no option shall be extended beyond the exercise date specified at the time of grant;
7. any amendment that would reduce the exercise price of an outstanding option (other than as may result from adjustments contemplated by the Stock Option Plan);
8. any amendment that would permit assignments to persons not currently permitted under the Plan;
9. any amendment to the definition of "Participant" or any amendment that would expand the scope of those persons eligible to participate in the Stock Option Plan; and

10. any amendment to the types of amendments requiring shareholder approval, other than as permitted under the rules of the TSX.

Any amendments to the Stock Option Plan, other than those listed above, may be made by the Board of Directors of the Corporation without shareholders' approval.

Restricted Share Plan

The Corporation adopted the Restricted Share Plan on November 10, 2006. Under the Restricted Share Plan eligible employees ("Eligible Employees") and directors may receive restricted shares ("RSU" or "RSUs"). Under such plan, beneficial ownership of the Common Shares underlying the RSUs arises at the outset however any unvested restricted shares will be forfeited if the Eligible Employee ceases to be an Eligible Employee, and, if the employee is terminated for cause, any vested RSUs that have not been distributed to the employee will also be forfeited. The restricted shares granted to employees will have, subject to any applicable employment or grant agreement, the following vesting schedule: 50 percent on the second anniversary of the date they were granted; 25 percent on the third anniversary; and the remaining 25 percent on the fourth anniversary. The RSUs granted to Directors vest immediately but are subject to a one year resale restriction (unless the director dies within this one year period, in which case, the shares may be sold immediately).

For the financial year ended September 30, 2009, there were no RSU grants pursuant to the Corporation's Restricted Share Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director executive officer, former director, or former executive officer of the Corporation, or any associate of any such person, was indebted to the Corporation or its subsidiary at any as at the date of this Circular.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation maintains liability insurance for its directors and officers acting in their respective capacities in an aggregate amount of \$15,000,000, subject to a \$100,000 deductible/loss payable by the Corporation for securities claims and a \$50,000 deductible/loss payable for all other claims, such deductibles/loss payables payable by the Corporation. The premium paid by the Corporation for this coverage was \$138,208 for the year ended September 30, 2009.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate Governance

The Board of Directors (the "Board") of the Corporation has developed and adopted this Statement of Corporate Governance Practices after consideration of the corporate governance guidelines set forth in National Policy 58-201 – *Corporate Governance Guidelines* ("NP 58-201"), and National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101"). The Corporation's corporate governance practices are comprised of a number of policies and resolutions adopted by the Board from time to time. These policies include the Charter for the Board of Directors set out in this Statement of Corporate Governance Practices, the charter for each of the Board Committees, the Code of Conduct & Business Ethics, and the Whistleblower Policy.

National Instrument 58-101 mandates disclosure of corporate governance practices and this disclosure is set out as follows:

Board of Directors

Composition of the Board

The board of directors has adopted governance guidelines consistent with NP 58-201, which recommends that boards of directors of reporting issuers consist of a majority of independent directors. The board of directors currently consists of six directors, five of whom are independent within the meaning of NI 58-101, and provide a wide variety of business experience. In applying these definitions, the board considers all relationships of the director including business, familial and other relationships. The following members of the board have been determined to be independent for the purposes of NP 58-201: Messrs. Kent Thexton, Chairman of the Board, John Phillips and James Pelot, who joined the Board on November 1, 2006; Mr. Stephen Davies, who joined the board on January 9, 2007, and Mr. Alan Michels, who joined the board on December 10, 2008. All of these members are free from any business, familial, or other relationship which could, in the view of the board, be reasonably perceived to materially interfere with the director's ability to act with a view to the best interests of the Corporation.

Mr. Lucas Skoczowski, an executive director is not considered to be an independent director due to his relationship as Chief Executive Officer of the Corporation and his 15.5% ownership of shares in the Corporation.

The board of directors has taken steps to ensure that adequate structures and processes are in place to allow the board to function independently of management. The independent directors hold an *in camera* session at each meeting of the board in order to facilitate open and candid discussion amongst the board's independent directors. A similar *in camera* session is held during each of the meetings of the committees of the board.

All committees of the board of directors (Audit, Compensation, and Nomination are currently comprised solely of directors considered by the board to be independent within the meaning of NP 58-201.

Other Directorships

Certain of the Corporation's directors are presently also directors of one or more other reporting issuers or companies, as set out below. The Board does not believe these interlocking board relationships affect the ability of these directors to act in the best interests of the Corporation.

Summary of Other Directorships	
Director	Company Name
Kent Thexton	Sierra Wireless
Stephen Davies	The Practice Plc AperioCI

Board Meeting Attendance

During the Corporation's financial year ended September 30, 2009, there were 12 meetings of the Board, 5 meetings of the Audit Committee, 7 meetings of the Compensation Committee, and 1 meeting of the Nomination Committee.

The attendance record of each of the Corporation's directors at these meetings (as applicable) is set out below. Each meeting was attended by all directors, subject to the following qualifications:

Summary of Attendance of Directors				
Name	Board Meetings	Audit Committee Meetings	Compensation Committee Meetings	Nomination Committee Meetings
Stephen Davies	11 of 12 Was absent for one meeting of the Board	Not a member	7 of 7	1 of 1
Alan Michels	8 of 8 Appointed to the Board of Directors on December 10, 2008 and therefore did not attend any meetings held prior to his appointment.	3 of 3 Appointed to the Audit Committee on February 11, 2009 and therefore did not attend any Committee meetings held prior to his appointment	Not a member of this Committee	Not a member of this Committee
James Pelot	12 of 12	5 of 5	Not a member of this Committee	Not a member of this Committee
John Phillips	12 of 12	5 of 5	7 of 7	1 of 1
Lucas Skoczowski	12 of 12	Not a member of this Committee	Not a member of this Committee	Not a member of this Committee
Kent Thexton	12 of 12	2 of 2 Ceased to be a member of the Audit Committee effective February 11, 2009 therefore did not attend meetings held after this date	5 of 5 Appointed to the Compensation Committee effective February 11, 2009 and therefore did not attend any Committee meetings held prior to this appointment	1 of 1
Colley Clarke	5 of 5 Ceased to be a director of the Board effective March 23, 2009 and therefore did not attend any meetings held after this date	2 of 2 Ceased to be a member of the Audit Committee effective March 23, 2009 and therefore did not attend any meetings held after this date	Not a member of this Committee	Not a member of this Committee

Board Charter

The Board of Directors is responsible for the overall stewardship of the Corporation. The Board discharges its responsibility directly and through delegation of specific responsibilities to committees of the Board, and officers of the Corporation, all as more particularly described in the Board Charter adopted by the Board of Directors.

As set out in the Board Charter, the Board of Directors has established three committees to assist with its responsibilities: Audit Committee, Compensation Committee and Nominating Committee. Each committee has a charter defining its responsibilities. The Board Charter is attached as Schedule "F".

The Charter outlines the primary responsibilities of the board of directors and is reviewed updated (if required) annually by the board of directors. The current Charter was revised by the in July, 2009 and is available at www.redknee.com.

Strategic Planning Process

The Board of Directors supervises the strategic planning of the Corporation. The strategic plan of the Corporation for 2010 was reviewed by the Board of Directors in July 2009. The Board monitors management's execution of the Corporation's strategic plan on an ongoing basis.

Business and Risk Management

The Board of Directors has the responsibility to take reasonable steps to ensure that management has identified the principal risks of the business of the Corporation and has implemented appropriate practices to manage these risks. The Audit Committee meets regularly to consider reports from management and to discuss significant risk areas and management's risk mitigation practices.

Succession Planning

The Board of Directors has responsibility for succession planning, and is responsible for selecting and appointing the Chief Executive Officer.

Position Descriptions

The Board is responsible for developing and updating position descriptions for all Directors and Chairs of Committees and for the CEO. Position descriptions have been developed and adopted for all directors, Committee Chairs and the CEO. In addition, the board has approved and authorizes the financial authority limits set out in the Corporation's "Management Authority Guidelines" for the CEO and senior management.

Orientation and Continuing Education

When a new member joins the Board, the member has a meeting with senior management of the Corporation. This meeting includes an orientation of the business, strategy, financials and history of the Corporation. All new directors also receive a Director's Manual which contains a record of historical information about the Corporation, Board and Committee Charters and Key Governance Policies of the Corporation. Any further orientation or education is dependent on each member's needs and may include attendance at seminars and/or training sessions. Directors are also encouraged to continually interact with management to better understand the nature of the business.

Board Access to Management, Outside Counsel and Advisors

The Board has complete access to members of senior management and the Corporation's outside counsel and advisors. It is the obligation of each Director to use good judgment to ensure such contact is not distracting to the business and operations of the Corporation and that, except as may be inappropriate, the Chief Executive Officer is advised of all such retainers. The Board and its Committees invite members of senior management, employees, outside advisors to attend any of their meetings to provide advice or information specific matters, as may be needed.

Code of Business Conduct and Ethics

The Board has adopted a Code of Business Conduct and Ethics (the "Code of Ethics"). The purpose of the Code of Ethics is to ensure that the Corporation maintains a high level of trust and integrity and meets high ethical standards applicable to all directors, officers and employees and to subsidiaries. The Code of Ethics can be viewed at www.redknee.com. Each director, officer and employee is required to review

and acknowledge the Code of Ethics annually. Currently The Board has the responsibility to monitor compliance with the Code of Ethics and to recommend improvements as deemed necessary or desirable.

In addition to the foregoing, the Corporation has adopted a Whistleblower policy and set up a confidential hotline from which summary activity reports are provided and reviewed by selected members of management monthly.

Performance Assessment of the Board and its Committees

The Board annually reviews the effectiveness of the Board and its committees in fulfilling their duties and responsibilities. The Board, its Committees and individual directors are assessed annually with respect to their effectiveness and contribution. The Board currently satisfies itself that the Board, its Committees and individual directors are performing effectively by way of the Chairman of the Board in consultation with the Chair of the Nomination Committee conducting informal assessments annually.

Board Committees

As set out in the Board Charter, the Board of Directors has established three committees to assist with its responsibilities: Audit Committee, Compensation Committee and Nominating Committee. Each committee has a charter defining its responsibilities.

Audit Committee

The Audit Committee is comprised of the following 3 directors: James Pelot (Chairman), John Phillips and Alan Michels. All members are considered "independent" and "financially literate" (as such terms are defined in National Instrument 52-110, Audit Committees). The Board has adopted a Charter for the Audit Committee which sets out the mandate and responsibilities of the Audit Committee, as well as its duties and responsibilities. The Audit Committee is responsible for, among other things, overseeing the accounting and financial reporting processes of the Corporation, and audits of its financial statements.

A copy of the Corporation's Audit Committee Charter is set out in the Corporation's Annual Information Form which is available on SEDAR at www.sedar.com and the Redknee website at www.redknee.com.

Compensation Committee

The Compensation Committee is comprised of the following 3 directors: John Phillips (Chairman), Kent Thexton and Stephen Davies. All members are considered "independent" (as such term is defined in NI 58-101). The Board has adopted a Charter for the Compensation Committee which sets out its mandate and purpose, as well as its duties and responsibilities. The Compensation Committee is responsible for, among other things, reviewing the CEO and non-CEO executive officers (the Executives) compensation in support of the achievement of the Corporation's business strategy and making recommendations to the Board as appropriate. A copy of the Corporation's Compensation Committee Charter is available on the Redknee website at www.redknee.com.

Nomination Committee

The Nomination Committee is comprised of the following 3 directors: Stephen Davies (Chairman), John Phillips and Alan Michels. All members are considered "independent" (as such term is defined in NI 58-101). The Board has adopted a Charter for the Nominating Committee which sets out its mandate and purpose, as well as its duties and responsibilities. The Nominating Committee is responsible for, among other things, assisting the Board with the nomination of candidates to the Board and Committee positions and to ensure that the Board and its Committees remain effective through on-going orientation, continuing education and regular self assessments. A copy of the Corporation's Nomination Committee Charter is available on the Redknee website at www.redknee.com.

FEEDBACK

The Board welcomes input and comments from shareholders of the Corporation. Input or comments for the Board or its committees should be directed to the Corporate Secretary at:

Redknee Solutions Inc.
2560 Matheson Blvd. East
Suite 500
Mississauga, Ontario
L4W 4Y9

AUDIT COMMITTEE INFORMATION

The Audit Committee has a formal charter and is comprised of three directors who are independent and financially literate (for education and experience, please refer to section “Nominees for Election to Board of Directors” above). The Audit Committee Charter sets out the mandate and responsibilities of the Audit Committee. Detailed information with respect to the Corporation’s audit committee is contained under the heading “Audit Committee” in the Corporation’s Annual Information Form for the financial year ended September 30, 2009 filed on SEDAR at www.sedar.com.

INTEREST IN MATERIAL TRANSACTIONS

Except as otherwise disclosed in this Circular, no informed person, proposed nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed nominee has or had a material interest, direct or indirect, in any transaction since the beginning of fiscal 2009 or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

AVAILABLE INFORMATION

Financial information is provided in the Corporation’s financial statements, Management’s Discussion and Analysis (MD&A) for the year ended September 30, 2009. Shareholders of the Corporation may request copies of the Corporation’s financial statements including MD&A therein, and Annual Report by resorting to the Corporation’s website, www.redknee.com, or by contacting, the Corporate Secretary of the Corporation, in person, by mail, facsimile, or e-mail at: 2560 Matheson Blvd. East, First Floor, Mississauga, ON, Canada, L4W 4Y9, Tel 1-905-625-2622 Fax 1-905-625-2773. Additional information relating to the Corporation is also available on SEDAR at www.sedar.com.

SHAREHOLDER PROPOSALS

Persons entitled to vote at the next annual meeting of the Corporation who wish to submit a proposal for consideration at the meeting, must submit their proposal to the Corporation by November 26, 2010.

DIRECTORS' APPROVAL

The Board of Directors of the Corporation has approved the contents and the sending of this Information Circular.

DATED at Toronto, as of the 1st day of February, 2010.

Lucas Skoczowski
Chief Executive Officer

Schedule “A”

**TEXT OF PROPOSED AMENDMENTS TO
STOCK OPTION PLAN**

Section 5.3 of the Stock Option Plan of the Corporation is amended by deleting in its entirety after the introduction “Notwithstanding any of the other provisions of this Plan, following completion of a Qualified IPO, no Options shall be granted to any Optionee if such grant could result, at any time,” the provisions of Section 5.3(b) establishing the Grant Limit and replacing it with:

in respect of each non-executive director, the annual grant of options under this Plan to purchase that number of Shares equal to an amount greater than 0.025% of the then outstanding Shares, calculated on a fully-diluted basis;

Schedule “B”

**TEXT OF RESOLUTION AUTHORIZING PROPOSED AMENDMENTS TO
STOCK OPTION PLAN**

BE IT RESOLVED THAT:

1. The amendment to the Corporation’s Stock Option Plan (as set out in Schedule “A” to the Circular) to permit the annual grant of options under the Stock Option Plan to purchase that number of Common Shares equal to an amount up to 0.025% of the then outstanding Common Shares, calculated on a fully-diluted basis, is hereby approved.
2. Any director or officer of the Corporation is hereby authorized to do all such things and execute all such documents and instruments as may be necessary or desirable to give effect to the above resolutions.

Schedule "C"

**TEXT OF RESOLUTION RATIFYING AND CONFIRMING GRANTS
TO NON-EXECUTIVE DIRECTORS UNDER STOCK OPTION PLAN**

BE IT RESOLVED THAT:

1. The grant by the Board of Directors in June 2009, to each of Messrs. Davies, Michels, Pelot, Phillips and Thexton in respect of their remuneration for 2008 of options to purchase 16,450 Common Shares at an exercise price of \$1.12, being at the time a price not less than Fair Market Value of the shares in accordance with the Stock Option Plan, is hereby ratified and confirmed.
2. Any director or officer of the Corporation is hereby authorized to do all such things and execute all such documents and instruments as may be necessary or desirable to give effect to the above resolutions.

Schedule "D"

TEXT OF RESOLUTION ADOPTING SHAREHOLDER RIGHTS PLAN

BE IT RESOLVED THAT:

1. The shareholders rights plan of the Corporation be adopted and the Shareholder Rights Plan Agreement to be made effective as of December 22, 2009 between the Corporation and Computershare Investor Services Inc. is hereby approved; and
2. Any director or officer of the Corporation is hereby authorized to do all such things and execute all such documents and instruments as may be necessary or desirable to give effect to the above resolution.

Schedule “E”

SUMMARY OF SHAREHOLDER RIGHTS PLAN

The following is a summary of the features of the Shareholder Rights Plan. The summary is qualified in its entirety by the full text of the Shareholder Rights Plan, a copy of which is available on request from the Corporate Secretary of the Corporation as described in the Circular or on SEDAR at www.sedar.com. All capitalized terms used in this summary without definition have the meanings attributed to them in the Shareholder Rights Plan unless otherwise indicated.

Issuance of Rights

Effective at the Record Time, the Board of Directors authorized the issuance of one Right: in respect of each Common Share outstanding at the Record Time, to each holder of Common Shares as at the Record Time; and in respect of each Common Share issued after the Record Time and prior to the earlier of the Separation Time and the Expiration Time, to each holder of record of such Common Shares.

Each Right entitles the holder thereof, after the Separation Time, to purchase from the Corporation one Common Share pursuant to the terms and subject to the conditions set forth in the Shareholder Rights Plan.

Separation Time

The Separation Time is the Close of Business on the tenth Trading Day after the earlier of (i) the “Stock Acquisition Date”, (ii) the date of the commencement of, or first public announcement of the intent of any Person (other than the Corporation or any Subsidiary of the Corporation) to commence a Take-over Bid (other than a Permitted Bid), or such later date as may be determined by the Board of Directors acting in good faith, and (iii) the date on which a Permitted Bid ceases to qualify as such or such later date as may be determined by the Board of Directors acting in good faith provided that if any Take-over Bid or any Permitted Bid expires, is cancelled, terminated or otherwise withdrawn prior to the Separation Time, such Take-over Bid or Permitted Bid, as the case may be, shall be deemed never to have been made.

Acquiring Person

In general, an Acquiring Person is a Person who is the Beneficial Owner of 20% or more of the outstanding Voting Shares. Excluded from the definition of “Acquiring Person” are the Corporation and its Subsidiaries, a Grandfathered Person and any Person who becomes the Beneficial Owner of twenty percent (20%) or more of the outstanding Voting Shares as a result of any one or any combination of: (A) Corporate Acquisitions, (B) Permitted Bid Acquisitions, (C) Corporate Distributions, (D) Exempt Acquisitions, or (E) Convertible Security Acquisitions.

Also excluded from the definition of “Acquiring Person” are underwriters or members of banking or selling group acting in such capacity that acquires Voting Shares from the Corporation in connection with a distribution of securities by way of prospectus or private placement to the public.

Beneficial Ownership

General

A Person shall be deemed the Beneficial Owner, and to have Beneficial Ownership of, and to Beneficially Own: any securities of which such Person or any Affiliate or Associate of such Person is the owner at law or in equity or over which such Person or any Affiliate or Associate of such Person exercises control or direction; any securities as to which such Person or any of such Person’s Affiliates or Associates has the right to acquire (A) upon the exercise of any Convertible Securities, or (B) pursuant to any agreement, arrangement or understanding, in each case if such right is exercisable immediately or within a period of sixty (60) days and whether or not on condition or the happening of any contingency (other than

customary agreements with and between underwriters and banking group or selling group members with respect to a distribution of securities or pursuant to a pledge of securities in the ordinary course of business); and any securities that are Beneficially Owned within the meaning of (i) or (ii) hereof by any other Person with whom such Person is acting jointly or in concert.

Exemptions from Beneficial Ownership

The definition of “Beneficial Ownership” contains several exclusions whereby a Person is not considered to “Beneficially Own” a security. There are exemptions from the deemed “Beneficial Ownership” provisions for institutional shareholders acting in the ordinary course of business. These exemptions apply to (i) an fund manager (“Fund Manager”) which holds securities in the ordinary course of business in the performance of its duties for the account of any other Person (a “Client”) including, the acquisition or holding of securities for non-discretionary accounts held on behalf of a Client by a broker or dealer registered under applicable securities laws); (ii) a licensed trust company (“Trust Company”) acting as trustee or administrator or in a similar capacity in relation to the estates of deceased or incompetent persons (each an “Estate Account”) or in relation to other accounts (each an “Other Account”) and which holds such security in the ordinary course of its duties for such accounts; (iii) the administrator or the trustee of one or more pension funds or plans (a “Pension Fund”) registered under applicable law (the “Independent Person”); (iv) a Person who is a Plan or is a Person established by statute (the “Statutory Body”), and its ordinary business or activity includes the management of investment funds for employee benefit plans, pension plans, insurance plans, or various public bodies; (v) a Crown agent or agency (“Crown Agent”); provided the Fund Manager, Trust Company, Pension Fund, Statutory Body, Crown Agent is not then making and has not announced a current intention to make a Take-over Bid alone or by acting jointly or in concert with any other Person, other than pursuant to a distribution by the Corporation or by means of ordinary market transactions executed through the facilities of the a stock exchange.

A Person will not be deemed to Beneficially Own a security because (i) the Person is a Client of the same Fund Manager, an Estate Account or an Other Account of the same Trust Company, or Pension Fund with the same Independent Person as another Person or Pension Fund on whose account the Fund Manager, Trust Company or Independent Person, as the case may be, holds such security; or (ii) the Person is a Client of an Fund Manager, Estate Account, Other Account or Pension Fund, and the security is owned at law or in equity by the Fund Manager, Trust Company or Independent Person, as the case may be.

Permitted Lock-up Agreement

A Person will not be deemed to Beneficially Own any security where the holder of such security has agreed to deposit or tender such security, pursuant to a Permitted Lock-up Agreement, to a Take-over Bid made by such Person or such Person’s Affiliates or Associates or a Person with which such Person is acting jointly, or such security has been deposited or tendered pursuant to a Take-over Bid made by such Person or such Person’s Affiliates, Associates or any other Person with which such Person is acting jointly or in concert provided that: (i) the terms of such agreement are publicly disclosed and a copy of such agreement is made available to the public (including the Corporation) not later than the date of the Lock-Up Bid or, if the Lock-Up Bid has been made prior to the date on which such agreement is entered into, not later than the first business day following the date of such agreement; (ii) the agreement permits a Locked-Up Person to terminate its obligation to deposit or tender Voting Shares to or not to withdraw such Voting Shares from the Lock-Up Bid, and to terminate any obligation with respect to the voting of such Voting Shares, in order to tender or deposit the Voting Shares to another Take-over Bid or to support another transaction where the price or value of the consideration per Voting Share offered under such other Take-over Bid or transaction is greater than the price or value of the consideration per Voting Share at which the Locked-Up Person has agreed to deposit or tender Voting Shares to the Lock-Up Bid or exceeds by as much as or more than a Specified Amount the price or value of the consideration per Voting Share at which the Locked-Up Person has agreed to deposit or tender Voting Shares to the Lock-Up Bid, provided that such Specified Amount is not greater than seven percent (7%) of the price or value of the consideration per Voting Share at which the Locked-Up Person has agreed to deposit or tender Voting Shares to the Lock-Up Bid; and for greater clarity, the agreement may contain a right of first refusal or require a period of delay to give such Person an opportunity to match a higher price in another Take-over Bid or transaction or other similar limitation on a Locked-up Person’s right to withdraw Voting

Shares from the agreement, so long as the limitation does not preclude the exercise by the Locked-up Person of the right to withdraw Voting Shares during the period of the other Takeover Bid or transaction; and (iii) no “break-up” fees, “top-up” fees, penalties, expenses or other amounts that exceed in a certain threshold set out in the Shareholder Rights Plan shall be payable by such Locked-Up Person pursuant to the agreement if the Locked-Up Person fails to deposit or tender Voting Shares to the Lock-Up Bid, withdraws Voting Shares previously tendered thereto or supports another transaction.

Flip-in Event

A Flip-in Event occurs when any Person becomes an Acquiring Person. In the event that, prior to the Expiration Time, a Flip-in Event occurs the Corporation shall take such action as may be necessary to ensure and provide within ten Trading Days of such occurrence, or such longer period as may be required to satisfy all applicable requirements of the Securities Act (Ontario), and the securities legislation of each other province of Canada, and any other applicable law, rule or regulation that, except as provided below, each Right shall thereafter constitute the right to purchase from the Corporation upon exercise thereof in accordance with the terms hereof that number of Common Shares having an aggregate Market Price on the date of consummation or occurrence of such Flip-in Event equal to twice the Exercise Price for an amount in cash equal to the Exercise Price (such Right to be appropriately adjusted in a manner analogous to the applicable adjustment provided for in Section 2.3 of the Shareholder Rights Plan in the event that after such date of occurrence an event of a type analogous to any of the events described in Section 2.3 of the Shareholder Rights Plan shall have occurred with respect to such Common Shares).

Permitted Bid and Competing Permitted Bid

A Permitted Bid is a Take-over Bid that is made by means of a Take-over Bid circular and which also complies with the following additional provisions: (i) the Take-over Bid shall be made to all registered holders of Voting Shares (other than the Voting Shares held by the Offeror); (ii) the Take-over Bid shall contain, and the take up and payment for securities tendered or deposited thereunder shall be subject to, an irrevocable and unqualified condition that no Voting Shares shall be taken up or paid for pursuant to the Take-over Bid prior to the close of business on the date which is not less than sixty (60) days following the date of the Take-over Bid and that no Voting Shares shall be taken up or paid for pursuant to the Take-over Bid unless, at such date, more than fifty percent (50%) of the then outstanding Voting Shares held by Independent Shareholders have been deposited to the Take-over Bid and not withdrawn; (iii) the Take-over Bid shall contain an irrevocable and unqualified provision that, unless the Take-over Bid is withdrawn, Voting Shares may be deposited pursuant to such Take-over Bid at any time during the period of time described in (ii) and that any Voting Shares deposited pursuant to the Take-over Bid may be withdrawn at any time until taken up and paid for; and (iv) the Take-over Bid shall contain an irrevocable and unqualified provision that should the condition referred to in (ii) be met: (A) the Offeror will make a public announcement of that fact on the date the Take-over Bid would otherwise expire; and (B) the Take-over Bid will be extended for a period of not less than ten (10) Business Days from the date it would otherwise expire.

For purposes of the Shareholder Rights Plan, (A) should a Take-over Bid which qualified as a Permitted Bid cease to be a Permitted Bid because it ceases to meet any or all of the requirements mentioned above prior to the time it expires (after giving effect to any extension) or is withdrawn, any acquisition of Voting Shares made pursuant to such Take-over Bid shall not be a Permitted Bid Acquisition and (B) the term “Permitted Bid” shall include a Competing Permitted Bid.

A Competing Permitted Bid is made after a Permitted Bid or while another Competing Permitted Bid is in existence, and satisfies all the components of the definition of a Permitted Bid, except that the requirements set out in Clause (ii) of the definition of a Permitted Bid shall be satisfied if the Take-over Bid shall contain, and the take up and payment for securities tendered or deposited thereunder shall be subject to, an irrevocable and unqualified condition that no Voting Shares shall be taken up or paid for pursuant to the Competing Permitted Bid prior to the close of business on the date that is no earlier than the date which is the later of thirty-five (35) days after the date the Competing Permitted Bid is made (or such other minimum period of days as may be prescribed by applicable law in Ontario) or sixty (60) days after the earliest date on which any other Permitted Bid or Competing Permitted Bid that is then in

existence was made and only if at that date, more than fifty percent (50%) of the then outstanding Voting Shares held by Independent Shareholders have been deposited or tendered to the Competing Permitted Bid and not withdrawn.

Anti-Dilution Adjustments

The Exercise Price of a Right, the number and kind of securities subject to purchase upon exercise of a Right, and the number of Rights outstanding, will be adjusted in certain events, including: (i) declare or pay a dividend on the Common Shares payable in Common Shares (or other securities exchangeable for or convertible into or giving a right to acquire Common Shares or other securities) other than pursuant to a dividend reinvestment plan or a dividend payable on Common Shares in lieu of a regular periodic cash dividend; (ii) a subdivision or change to the then outstanding Common Shares into a greater number of Common Shares; (iii) combination or change to the then outstanding Common Shares into a smaller number of Common Shares; and (iv) the issuance of any Common Shares (or other securities exchangeable for or convertible into or giving a right to acquire Common Shares or other securities) in respect of, in lieu of or in exchange for existing Common Shares in a reclassification, amalgamation, merger, statutory arrangement or consolidation.

Supplements and Amendments

The Corporation may make amendments to correct any clerical or typographical error or which are necessary to maintain the validity of the Shareholder Rights Plan Agreement as a result of any change in any applicable legislation or regulations or rules there under. Any changes made to maintain the validity of the Shareholder Rights Plan shall be subject to subsequent confirmation by the holders of the Common Shares or, after the Separation Time, the holders of the Rights.

The Board of Directors reserves the right to alter any terms of or not proceed with the Amended Rights Plan at any time prior to the Meeting if the Board of Directors determines that it would be in the best interests of the Corporation and its shareholders to do so, in light of subsequent developments.

Expiration

If the Shareholder Rights Plan is approved at the Meeting, it will become effective immediately following such approval and remain in force until the earlier of the Termination Time and the termination of the annual meeting of the Corporation's shareholders in the year 2013. Provided that a Flip-in Event has not occurred prior to such time, the Board of Directors shall submit a resolution ratifying the continued existence of the Shareholder Rights Plan to all holders of Voting Shares for their consideration and, if thought advisable, approval. Unless the majority of the votes cast by all holders of Voting Shares or the Independent Shareholders, as applicable, who vote in respect of such resolution are voted in favour of the continued existence of the Shareholder Rights Plan, the Board of Directors shall, immediately upon the confirmation by the chairman of such shareholders' meeting of the results of the votes on such resolution and, without further formality, be deemed to elect to redeem the Rights at the Redemption Price.

Schedule "F"

REDKNEE SOLUTIONS INC. BOARD OF DIRECTORS CHARTER

1. ***Corporate Governance Statement***

The Board shall develop the Company's approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Company and shall publish a Corporate Governance Statement annually that describes how it achieves good governance. The Corporate Governance Statement shall, as a minimum, describe how each of the principles of good governance and best practices contained in the Corporate Governance Guidelines set out under National Policy 58-201 issued by the Canadian Securities Administrators, is put into practice by the Company and also describe any additional corporate governance standards and procedures that the Company applies beyond these basic levels. Where, the Company is unable to comply with these guidelines, the Corporate Governance Statement shall describe how the features of good governance are being achieved.

2. ***Independence and Conflict of Interest***

The majority of the Board Members, including the Chairman, shall be independent Directors, as that term is defined under the relevant governing legislation.

The Board shall establish formal processes for determining the independence of its members as well as dealing with any conflict of interest situations.

3. ***Committees of the Board***

The Board shall establish appropriate Committees to deal with subject matter areas. These Committees shall comprise entirely of independent Directors and shall set out their roles and responsibilities in formal Terms of References which shall be approved by the Board and made publicly available. Each Committee Chair shall report the Board after each Committee meeting and shall annually provide the Board with a report on its activities in the previous year.

As a minimum the Committees shall comprise:

- a) Audit Committee
- b) Compensation Committee
- c) Nomination Committee

4. ***Position Descriptions***

The Board shall develop clear position descriptions for the Chair of the Board and the Chair of each Board Committee. In addition, the Board, together with the Chief Executive Officer, shall develop a clear position description for the Chief Executive Officer, which includes delineating management's responsibilities.

5. ***Management Authority Guidelines***

The Board should develop formal Management Authority Guidelines delineating authority retained by the Board and authority delegated to the Chief Executive Officer and the other members of the Executive Team. The Authority Guidelines shall also clearly state matters which should be presented to the Board and its Committees. These matters shall include significant changes to management structure and appointments; strategic and policy considerations; major acquisitions and capital expenditures; major marketing initiatives; significant agreements, contracts and negotiations; significant finance related and other general matters.

6. ***Strategic Planning***

The Board shall adopt a strategic planning process and approve, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business with frequent input from management on the Company's performance against the strategic plan.

7. ***Risk Management and Internal Controls***

The Board shall identify the principal risks of the Company's business, shall ensure that appropriate systems are implemented to manage these risks, and shall receive frequent updates on the status of risk management activities and initiatives.

The Board shall, at least annually, provide oversight to a review of the effectiveness of the Company's system of internal controls. The review should cover all material controls, including financial, operational and compliance controls and risk management systems. The Board shall provide adequate oversight to the financial reporting process including the information systems processing.

8. ***Ethical Standards***

The Board shall adopt a written Code of Ethics and Business Conduct and shall establish the appropriate "tone at the top". To the extent feasible, the Board shall satisfy itself as to the integrity of the Chief Executive Officer and other executive officers and that the Chief Executive Officer and other executive officers create a culture of integrity throughout the organization. Any waivers from the Code that are granted for the benefit of the Company's directors or executive officers should be granted by the Board only.

The Board shall review and approve the mandate of the Company's Ethics and Compliance Committee and on an annual basis receive the report of the Ethics and Compliance Committee with respect to the Committee's activities during the quarter.

9. ***Whistle Blower Policy***

The Board shall establish a Whistleblower policy and ensure that there are adequate procedures for it to be apprised on a timely basis and in sufficient detail of all concerns raised by employees, officers and directors of the Company and external parties regarding instances of misconduct including illegal or unethical behaviour, fraudulent activities, and violation of Company policies, particularly with respect to accounting, internal accounting controls or auditing matters and that such concerns are properly received, reviewed, investigated, documented and brought to an appropriate resolution.

10. ***Oversight of Financial Performance***

The Board shall approve the annual budget and periodically shall receive an analysis of actual results versus approved budgets. The Board shall approve the annual and interim reports to shareholders.

11. ***Management Oversight***

The Board should develop or approve the corporate goals and objectives that the Chief Executive Officer is responsible for meeting.

The Board shall provide oversight to a succession planning process (including appointing, training and monitoring the Chief Executive Officer and other members of the Executive Teams). The Board shall provide oversight in determining the compensation of executive officers and the appointment and termination of those individuals. All management incentive plans tied to performance shall be approved by the Board. The Board shall provide oversight to the determination of Senior Management responsibilities.

12. ***Dialogue with Shareholders***

The Board shall adopt a communication policy for the Company and there shall be a dialogue with shareholders based on the mutual understanding of objectives. The Board as a whole has responsibility for ensuring that a satisfactory dialogue with shareholders takes place. The Board shall appoint one of the independent non-executive Directors to be the senior independent Director who shall be available to shareholders if they have concerns which contact through the normal channels of Chairman, Chief Executive Officer or the Chief Financial Officer has failed to resolve or for which such contact is inappropriate.

The Chairman of the Board shall be available at the Annual General Meeting of the Company to respond to any shareholder questions on the activities and responsibilities of the Board

13. ***Meeting Procedures***

- 13.1 The Board shall meet at least quarterly and at such times and with such frequency as the Board shall determine is appropriate to meet its responsibilities. A quorum of the Board shall consist of a majority of the Directors. At least seven days' notice of any meeting of the Board shall be given, although such notice may be waived or shortened with the consent of all the members of the Board.
- 13.2 The independent directors shall hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance.
- 13.3 In setting the meeting agendas, the Chairman of the Board shall encourage members of the Board to provide input in order to address emerging issues.
- 13.4 The Board shall set its annual agenda to ensure compliance with the requirements of the Board's Governance Guidelines and shall cause the same to be done by its Committees with respect to their Terms of Reference. The Board shall review and approve the annual agendas of its Committees.
- 13.5 The Board should be supplied in a timely manner with information (including regular management financial information) in a form and of a quality appropriate to enable it to discharge its duties and to allow monitoring of management's objectives and strategies.
- 13.6 The Secretary of the Board shall circulate the minutes of meetings of the Board to all members of the Board for review and comments.
- 13.7 Directors are expected to attend every Board meeting and review all meeting materials in advance of the meetings.
- 13.8 The Board shall review its Governance Guidelines on an annual basis to ensure that they remain relevant and cause the same to be done by each of its Committees of their Terms of Reference.
- 13.9 The Board, its Committees and each individual Director shall regularly conduct a self-assessment regarding his, her or its effectiveness and contribution. A self-assessment shall consider in the case of the Board or a Board Committee, its Governance Guidelines and Terms of Reference, respectively, and in the case of an individual Director, the applicable position description(s), as well as the competencies and skills each individual Director is expected to bring to the Board.
- 13.10 The Board shall provide continuing education opportunities for all Directors, so that individuals may maintain or enhance their skills and abilities as Directors, as well as to ensure their knowledge and understanding of the Company's business remains current.
- 13.11 The Board shall ensure that all new Directors receive a comprehensive orientation. All new Directors should fully understand the role of the Board and its Committees, as well as the contribution individual Directors are expected to make (including, in particular, the

commitment of time and resources that the Company expects from its Directors). All new directors should also understand the nature and operation of the Company's business.

14. ***Board Administration***

- 14.1 The Board shall establish and monitor procedures for identification of and dealing with conflicts of interest. Directors shall recuse themselves from a particular matter where there may be a perception of conflict or a perception that they may not bring objective judgment to the consideration of the matter.
- 14.2 The Board shall not take any action which may confer on certain shareholders or other parties an unfair advantage at the expense of other shareholders or the Company.
- 14.3 Directors shall annually complete a Directors and Officers Information Form to facilitate the detection of any independence issues or conflicts of interest at the Board level.
- 14.4 The Board shall oversee an annual review of Director Compensation to ensure development of a compensation strategy that properly aligns the interests of Directors with the long-term interests of the Company and shareholders.
- 14.5 The Company shall indemnify Directors against losses that may arise from the appropriate exercise of their authority as Directors, and shall arrange for an adequate level of Directors and Officers Liability Insurance to supplement this indemnification.
- 14.6 The Board shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers being necessary or advisable in order to perform its duties and responsibilities.
- 14.7 The Board shall be entitled to engage independent counsel and other advisors as it considers necessary to carry out its duties and to set and pay the compensation for any such advisors.