

ISEE3D, INC.
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INFORMATION CIRCULAR
(containing information as at April 24, 2009)

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the Management of Isee3d, Inc. (the "Company"), for use at the Annual General Meeting (the "Meeting"), of the Shareholders of the Company, to be held on Wednesday, the 2nd day of June, 2009, at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof. The solicitation will be primarily by mail, however, proxies may be solicited personally or by telephone by the regular officers and employees of the Company. The cost of solicitation will be borne by the Company.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

In this instance by choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of Proxy are Directors and/or Officers of the Company. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE ENCLOSED INSTRUMENT OF PROXY. TO EXERCISE THIS RIGHT, A SHAREHOLDER SHALL STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE INSTRUMENT OF PROXY AND INSERT THE NAME OF HIS/HER NOMINEE IN THE BLANK SPACE PROVIDED, OR COMPLETE ANOTHER INSTRUMENT OF PROXY. A PROXY WILL NOT BE VALID UNLESS IT IS DEPOSITED WITH THE COMPANY'S REGISTRAR AND TRANSFER AGENT, EQUITY TRANSFER & TRUST COMPANY, 200 UNIVERSITY AVENUE, SUITE 400, TORONTO ON M5H 4H1, NOT LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ADJOURNMENT THEREOF.**

The Instrument of Proxy must be signed by the Shareholder or by his attorney in writing, or, if the Shareholder is a Corporation, it must either be under its common seal or signed by a duly authorized officer.

A Shareholder who has given a proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a Corporation, it must either be under its common seal, or signed by a duly authorized officer and deposited at the Company's registered office, 1600 – 609 Granville Street, Vancouver, British Columbia, V7Y 1C3, or with the Company's Registrar and Transfer Agent, Equity Transfer & Trust Company, 200 University Avenue, Suite 400, Toronto Ontario, M5H 4H1, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the proxy is to be used, or to the Chairperson of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed Instrument of Proxy will vote the shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the proxy holder will do so in accordance with such direction.

IN THE ABSENCE OF ANY INSTRUCTION IN THE PROXY, IT IS INTENDED THAT SUCH SHARES WILL BE VOTED IN FAVOUR OF THE MOTIONS PROPOSED TO BE MADE AT THE MEETING AS STATED UNDER THE HEADINGS IN THIS INFORMATION CIRCULAR. The Instrument of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this Information Circular, the Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an "Ordinary Resolution") unless the motion requires a Special Resolution, in which case a majority of not less than three quarters of the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested Shareholder approval, common shares held by Shareholders of the Company who are also "insiders", as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold common shares in their own name. Shareholders who do not hold their common shares in their own name (referred to in this information circular as "Beneficial Shareholders") should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of common shares can be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Shareholder by a broker, then, in almost all cases, those common shares will not be registered in the Shareholder's name on the records of the Company. Such common shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such common shares are registered under the name CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). The common shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person.**

Applicable regulatory rules require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form provided to a Beneficial Shareholder by its broker, agent or nominee is limited to instructing the registered holder of the common shares on how to vote such shares on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications ("Broadridge"). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote common shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure such common shares are voted.**

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of voting common shares registered in the name of their broker, agent or nominee, a Beneficial Shareholder may attend the Meeting as a proxyholder for a shareholder and vote common shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their common shares as proxyholder for the registered shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their common shares as a proxyholder.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company's authorized capital consists of unlimited common shares ("Common Shares") without par value and unlimited preferred shares. As at April 24, 2009, the Company has 18,325,445 Common Shares issued and outstanding, each share carrying the right to one vote and six preferred shares outstanding. The Company has no other classes of voting securities.

Any shareholder of record at the close of business on April 24, 2009 who either personally attends the Meeting or who has completed and delivered a Proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

To the best of the knowledge of the directors and named executive officers of the Company, the only person who holds, directly or indirectly, or exercise control or direction, over more than 10% of the issued and outstanding Common Shares of the Company, is as follows:

Name	Number of Voting Securities	Percentage
Alan Smith ⁽¹⁾	2,750,413	14%

(1) Includes 2,645,913 shares held by A.G. Solutions Ltd., a company 100% owned and controlled by Alan Smith and 51,500 shares held by Helen Smith and 53,000 shares held directly by Alan Smith.

EXECUTIVE COMPENSATION

In accordance with the provisions of applicable securities legislation, the Company had two "Named Executive Officers" during the financial year ended December 31, 2008, namely Dwight Romanica and Alan Smith.

Definitions: For the purpose of this Information Circular:

"**CEO**" means an individual who acted as chief executive officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**CFO**" means an individual who acted as chief financial officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**closing market price**" means the price at which the company's security was last sold, on the applicable date,

- (a) in the security's principal marketplace in Canada, or
- (b) if the security is not listed or quoted on a marketplace in Canada, in the security's principal marketplace;

"**company**" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

"**equity incentive plan**" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of Section 3870 of the Handbook;

"**external management company**" includes a subsidiary, affiliate or associate of the external management company;

"**grant date**" means a date determined for financial statement reporting purposes under Section 3870 of the Handbook;

"**incentive plan**" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"**incentive plan award**" means compensation awarded, earned, paid, or payable under an incentive plan;

"**NEO**" or "**named executive officer**" means each of the following individuals:

- (a) a CEO;

- (b) a CFO;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of National Instrument 51-102, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year;

"**NI 52-107**" means National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*;

"**non-equity incentive plan**" means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

"**option-based award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

"**plan**" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

"**replacement grant**" means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;

"**repricing**" means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option;

"**share-based award**" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

COMPENSATION DISCUSSION AND ANALYSIS

Each executive officer receives a base salary, which constitutes the largest share of the officer's compensation package. Base salary is recognition for discharging job responsibilities and reflects the named executive officer's performance over time, as well as that individual's particular experience and qualifications. A named executive officer's base salary is reviewed by the Board of Directors on an annual basis and may be adjusted to take into account performance contributions for the year and to reflect sustained performance contributions over a number of years. Named executive officers are also eligible to receive discretionary bonuses as determined by the Board of Directors based on each named executive officer's responsibilities, his achievement of corporate objectives and the Company's financial performance.

In addition, named executive officers are eligible under the Company's Stock Option Plan (the "Plan") to receive grants of stock options. The Plan is an important part of the Company's long-term incentive strategy for its named executive officers, permitting them to participate in any appreciation of the market value of the Common Shares over a stated period of time. The Plan is intended to reinforce commitment to long-term growth in profitability and shareholder value. The size of stock option grants to named executive officers is dependent on each named executive officer's level of responsibility, authority and importance to the Company and the degree to which such named executive officer's longterm contribution to the Company will be key to its long-term success.

At the end of the most recently completed financial year, the Company had a written agreement with Panliant Financial (the "Panliant Contract"), a company 50% owned and controlled by Dwight Romanica and 50% owned and controlled by Alan Smith, in respect of Mr. Romanica's services as President of the Company. The terms of the Panliant Contract provided that the contract could be terminated by the Company by providing Panliant with written notice, in which case the Company must pay Panliant a lump sum payment of \$60,000. The Panliant Contract could be terminated by Panliant providing the Company with 3 month's written notice. As at December 31, 2008, the Company had paid Panliant \$45,000 in consulting fees and accrued a \$50,000 bonus related to the reactivation of the

Company on the TSX-V. Neither Mr. Romanica nor Panliant Financial provide executive management services to any other company.

In addition, the Company paid consulting fees to AG Solutions, a Corporation owned and controlled by Alan Smith, the former Chief Financial Officer and a Director of the Company. During the year the Company paid consulting fees aggregating \$33,000 to Alan Smith and AG Solutions.

The following table sets out certain information respecting the compensation paid to the CEO and CFO and any other named executive officer of the Company whose salary and bonus for the financial year ended December 31, 2008 exceeded \$150,000. These individuals are referred to collectively as “named executive officers” or “NEOs”.

Summary Compensation Table

Name and principal position (a)	Year (b)	Salary (c)	Share-based awards (d)	Option-based awards (e)	Non-equity incentive plan compensation (f)		Pension value (g)	All other compensation (h)	Total Compensation (i)
				\$	Annual Incentive Plans (f1)	Long-term incentive plans (f2)			
Dwight Romanica, CEO ⁽¹⁾	2008	45,000 ⁽³⁾	Nil	56,250 ⁽⁴⁾	Nil	Nil	Nil	50,000	95,000
Alan Smith, CFO ⁽²⁾	2008	33,000	Nil	26,250 ⁽⁵⁾	Nil	Nil	Nil	Nil	33,000

(1) Mr. Romanica held the position of President of the Company until March 31, 2008. From March 31, 2008 to June 9, 2008 he held the position of CEO. On June 9, 2008 he was reappointed as President and then re-appointed as CEO on November 6, 2008 to date.

(2) Mr. Smith was appointed CFO on November 6, 2008. Prior to that, he was CEO from June 9, 2008 to November 6, 2009. He resigned from the position of CFO on March 25, 2009.

(3) Paid to Mr. Romanica indirectly under the Panliant Contract.

(4) Represents 375,000 options exercisable at \$0.15 until November 19, 2013.

(5) Represents 175,000 options exercisable at \$0.15 until November 19, 2013.

INCENTIVE PLAN AWARDS

Common Share Purchase Plan

The Company has in effect an incentive stock option plan (the "Stock Option Plan") in order to provide effective incentives to directors, officers, consultants, senior management personnel and employees of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's Shareholders. The Company has no equity compensation plans other than the Stock Option Plan.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth particulars of all outstanding share-based and option-based awards granted to the named executive officers and which were outstanding at December 31, 2008:

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 (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)
Dwight Romanica, CEO	375,000	0.15	Nov. 19, 2013	Nil ⁽¹⁾	N/A	N/A
Alan Smith, CFO	175,000	0.15	Nov. 19, 2013	Nil ⁽¹⁾	N/A	N/A

(1) Based on closing price of \$0.095 on December 31, 2008.

Incentive Plan Awards – Value Vested Or Earned During The Year

The following table sets forth particulars of the value vested or earned during the year ended December 31, 2008 in respect of incentive awards to the named executive officers:

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 (\$)
Dwight Romanica, CEO	\$11,585 ⁽¹⁾	N/A	N/A
Alan Smith, CFO	\$5,406 ⁽¹⁾	N/A	N/A

(1) All options vest evenly over two years from the date of grant. The value vested during the period November 19, 2008 to December 31, 2008 are based upon the Black and Scholes Option pricing model.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The terms of the Panliant Contract provided that the contract could be terminated by the Company by providing Panliant with written notice, in which case the Company must pay Panliant a lump sum payment of \$60,000. The Panliant Contract may be terminated by Panliant providing the Company with three month's written notice or payment of three months salary in lieu.

DIRECTOR COMPENSATION

Director Compensation Table

There are no arrangements under which directors were compensation by the Company and its subsidiaries during the most recently completed financial year end for their services in their capacity as directors.

The following table sets forth particulars of all compensation paid to directors who were not named executive officers during the year ended December 31, 2008:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(i)
Ilya Sorokin	Nil	Nil	\$2,317 ⁽¹⁾	Nil	Nil	Nil	\$2,317 ⁽¹⁾
Helen Kim	Nil	Nil	\$2,317 ⁽¹⁾	Nil	Nil	Nil	\$2,317 ⁽¹⁾

(1) Represents 75,000 options exercisable at \$0.15 issued November 19, 2008 and vesting over two years. The value of the options vested during the year are calculated based upon the Black and Scholes pricing model.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth particulars of all outstanding share-based and option-based awards granted to the directors who were not named executive officers and which were outstanding at December 31, 2008:

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 (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)
Ilya Sorokin	75,000	0.15	Nov. 19, 2013	Nil ⁽¹⁾	N/A	N/A
Helen Kim	75,000	0.15	Nov. 19, 2013	Nil ⁽¹⁾	N/A	N/A

(1) Based on closing price of \$0.095 on December 31, 2008.

Incentive Plan Awards – Value Vested Or Earned During The Year

The following table sets forth particulars of the value vested or earned during the year ended December 31, 2008 in respect of incentive awards to the directors who were not named executive officers:

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 (\$)
Ilya Sorokin	\$2,317 ⁽¹⁾	N/A	N/A
Helen Kim	\$2,317 ⁽¹⁾	N/A	N/A

(1) All options vest evenly over a period of two years from the date of grant. The valuation of the options which vested during the year is based upon the Black and Scholes pricing model.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION

The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as of December 31, 2008:

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾	Weighted-average exercise price of outstanding options, warrants and rights ⁽¹⁾	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽¹⁾
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders	1,375,000 ⁽²⁾	0.15	265,694 ⁽²⁾
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
TOTAL	1,375,000	N/A	265,694

(1) The foregoing information is presented as of December 31, 2008.

(2) Represents the Stock Option Plan of the Company, which reserves a number of common shares equal to 10% of the then outstanding common shares for issue pursuant to stock options. As at December 31, 2008, the Option Plan reserved a maximum of 1,640,694 common shares for issue pursuant to stock options.

For further information on the Company's equity compensation plans, refer to the heading "Approval and Adoption of New Rolling Stock Option Plan."

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than as disclosed hereunder, none of the Directors, named executive officers, proposed nominees for election as directors or their associates have been indebted to the Company since the beginning of the last completed financial year.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed herein, none of:

- (a) the directors or named executive officers of the Company at any time since the beginning of the last financial year of the Company;
- (b) the proposed nominees for election as a Director of the Company; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting exclusive of the election of directors or the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, "**Informed Person**" means (a) a Director or Executive Officer of the Company; (b) a Director or Executive Officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed, elsewhere herein or in the Notes to the Company's financial statements for the financial year ended December 31, 2008, none of:

- a) the Informed Persons of the Company;
- b) the proposed nominees for election as a Director of the Company; or
- c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the last financial year of the Company or in a proposed transaction which has materially affected or would materially affect the Company or any subsidiary of the Company.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the period ended December 31, 2008 (the "Financial Statements"), together with the Auditor's Report thereon, will be presented to Shareholders at the Meeting. The Financial Statements, together with the Auditor's Report thereon and the Management Discussion and Analysis, are being mailed with this Information Circular to Shareholders who have requested to receive them. Copies of the Financial Statements, together with the Management Discussion and Analysis, Notice of Meeting, Information Circular and Proxy will be available from the Company's registered and records office, 1600 – 609 Granville Street, Vancouver, BC V7Y 1C3 or at www.sedar.com.

ELECTION OF DIRECTORS

The persons named in the enclosed Instrument of Proxy intend to vote in favour of fixing the number of Directors at four (4). Although Management is nominating four (4) individuals to stand for election, the names of further nominees for Directors may come from the floor at the Meeting.

Each Director of the Company is elected annually and holds office until the next Annual General Meeting of Shareholders or until his successor is duly elected, unless his office is earlier vacated, in accordance with the Articles of the Company.

In the absence of instructions to the contrary, the shares represented by Proxy will be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a Director.

INFORMATION CONCERNING NOMINEES SUBMITTED BY MANAGEMENT

The following table sets out the names of the persons proposed to be nominated by Management for election as a Director, the province or state and country in which he is ordinarily resident, the positions and offices which each presently holds with the Company, the period of time for which he has been a Director of the Company, the respective principal occupations or employment during the past five years if such nominee is not presently an elected Director and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular. The three nominees are all currently Directors of the Company.

Name, Province and Country of Ordinary Residence⁽¹⁾	Positions Held with the Company	Principal Occupation and, IF NOT at Present an Elected Director, Occupation During the Past Five Years⁽¹⁾	Date First Became a Director	No. of common shares Beneficially Owned, Directly or Indirectly⁽²⁾
Dwight Romanica ⁽⁴⁾ <i>Montreal, Quebec</i>	CEO & Chairman	N/A	November 22, 2006	66,667
Ilya Sorokin ⁽⁴⁾ <i>Stanford, Connecticut</i>	Director	Chief Executive Officer of ActForex, Inc.	April 2, 2007	218,867 ⁽³⁾

Name, Province and Country of Ordinary Residence ⁽¹⁾	Positions Held with the Company	Principal Occupation and, IF NOT at Present an Elected Director, Occupation During the Past Five Years ⁽¹⁾	Date First Became a Director	No. of common shares Beneficially Owned, Directly or Indirectly ⁽²⁾
Helen Kim <i>La Habra, California</i>	Director	Vice President of KAMPS Inc. (representing SoftForum and Hyundai LCD of South Korea in North America); President and Chief Executive Officer of Quartus Inc.; Chairman of U.S. Korean American Citizens League of Orange County	June 9, 2008	Nil
Tom Mitchell <i>Bowen Island, British Columbia</i>	Director and Chief Technology Officer	Owner of TNM Ventures, a business management proprietorship, since 1997; Professional Engineer; Director of Traction Technologies Inc, a private VC funded firm in Kamloops; BC, since 2005; Director of the First Credit Union Bowen Island partnership branch, since 2008; Sessional Business Management Lecturer at British Columbia Institute of Technology, since 1993; Director and Chair of Oyco Systems Inc a VC funded firm in Burnaby BC, until Jan. 15 2009; VP Operations JGKB Photonics Inc a VC funded telecom fiber optic component company, until November 2005	February 17, 2009	27,326

- (1) *The information as to country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective Directors individually.*
- (2) *The information as to common shares beneficially owned or over which a Director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective Directors individually.*
- (3) *Held indirectly through Universal Venture Group, Inc.*
- (4) *Denotes current member of Audit Committee*

Three of the proposed nominees are ordinarily resident in Canada, the remaining nominees are resident in the United States. The Company does not currently have any committees except for the Audit Committee. The members of the Audit Committee are: Dwight Romanica, Alan Smith and Ilya Sorokin.

None of the proposed nominees for Director have, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets.

No proposed director (including any personal holding company of a proposed director), is:

- (1) as at the date of the Information Circular, or has been, within ten years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
 - (A) was the subject of a cease trade order (including a management cease trade order which applies to directors or executive officers), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued while such person was acting in the capacity as director, chief executive officer or chief financial officer; except as follows:
 - (B) was subject to an order that was issued after such person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer;
- (2) is, as at the date of this Information Circular, or has been within ten years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (3) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (4) has been subject to:
 - (A) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority since December 31, 2000, or entered into before December 31, 2000 if the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; or
 - (B) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

AUDIT COMMITTEE DISCLOSURE

The Charter of the Company's audit committee and other information required to be disclosed by Form 52-110F2 is attached to this Information Circular as Schedule "A".

APPOINTMENT AND REMUNERATION OF AUDITORS

Management recommends the re-appointment of WSBG LLP, Chartered Accountants, Montreal, Quebec, as Auditors for the Company, to hold office until the next Annual General Meeting of the shareholders at a remuneration to be fixed by the Board of Directors. WSBG LLP, Chartered Accountants, were appointed as the

Company's Auditors as of August 18, 2006. Management recommends the appointment, and the persons named in the enclosed form of Proxy intend to vote in favour of such appointment.

MANAGEMENT CONTRACTS

The Company is not a party to a Management Contract with anyone other than Directors or Executive Officers of the Company.

CORPORATE GOVERNANCE

The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* is attached to this information circular as Schedule "B".

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

APPROVAL AND ADOPTION OF NEW ROLLING STOCK OPTION PLAN

At last year's annual general meeting, the Company proposed and the shareholders approved a 10% "rolling" stock option plan. Under the policies of the TSX Venture Exchange (the "Exchange"), a rolling stock option plan must be re-approved on a yearly basis by shareholders. In addition to the foregoing, the Exchange recently implemented changes to its policies governing stock option plans and stock option grants for Tier 2 Issuers, and the Company proposes to cancel its current stock option plan and adopt a new stock option plan in order to incorporate the changes to the policies.

Accordingly, Shareholders will be asked to pass an ordinary resolution approving the Company's new rolling stock option plan, to accommodate the Exchange's new policies governing stock option plans (the "New Plan"). The details of the New Plan are set forth below.

- the New Plan reserves, for issue pursuant to stock options, a maximum number of common shares equal to 10% of the outstanding common shares of the Company from time to time, with no mandatory vesting provisions;
- the number of common shares reserved for issue to any one person in any 12 month period under the New Plan may not exceed 5% of the outstanding common shares at the time of grant without Disinterested Shareholder Approval (as defined in Policy 4.4 of the Exchange);
- the number of common shares reserved for issue to any Consultant (as defined by the Exchange) in any 12 month period under the New Plan may not exceed 2% of the outstanding common shares at the time of grant;
- the aggregate number of common shares reserved for issue to any Employee (as defined by the Exchange) conducting Investor Relations Activities (as defined by the Exchange) in any 12 month period under the New Plan may not exceed 2% of the outstanding common shares at the time of grant;
- the number of common shares issued to any one person within a 12 month period on the exercise of stock options may not exceed 5% of the outstanding common shares at the time of exercise without Disinterested Shareholder Approval;
- the exercise price per common share for a stock option may not be less than the Discounted Market Price (as calculated pursuant to the policies of the Exchange);
- stock options may have a term not exceeding ten years;
- there is no longer any requirement that stock options terminate within specified periods of the optionee ceasing to be a director, officer, employee or consultant of the Company;
- stock options are non-assignable and non-transferable; and

- the New Plan contains provisions for adjustment in the number of common shares or other property issuable on exercise of stock options in the event of a share consolidation, split, reclassification or other relevant change in the common shares, or an amalgamation, merger or other relevant change in the Company's corporate structure, or any other relevant change in the Company's capitalization.

Management recommends, and the persons named in the enclosed form of proxy intend to vote in favour of, the approval of the New Plan.

Pursuant to the Board's authority to govern the implementation and administration of the New Plan, all previously granted and outstanding stock options shall be governed by the provisions of the New Plan.

ACTS AND DEEDS OF DIRECTORS

Shareholders will be requested to pass an ordinary resolution to confirm, ratify and approve all acts, deeds and things done by and the proceedings of the Directors and Officers of the Company on behalf of the Company during the preceding year.

As of the date of this circular, management knows of no other matters to be acted upon at this Annual General Meeting. However, should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Copies of the Company's Financial Statements and Management Discussion and Analysis may be obtained without charge upon request from the Company, at 550 Beaumont, Suite 502, Montreal, Quebec H3N 1V1 or (212) 425-7111 and such documents will be sent by mail or electronically by email as may be specified at the time of the request.

DIRECTOR APPROVAL

The contents of this Information Circular and the sending thereof to the Shareholders of the Company have been approved by the Board of Directors.

DATED at Montreal, Quebec, this 29th day of April, 2009.

"Dwight Romanica"
DWIGHT ROMANICA
Chief Executive Officer and Director

ISEE3D, INC.
(the "Company")

AUDIT COMMITTEE CHARTER

1. THE AUDIT COMMITTEE'S CHARTER

1.1 Purpose

The overall purpose of the Audit Committee (the "Committee") is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements of the Company and related financial information, and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. In performing its duties, the committee will maintain effective working relationships with the Board of Directors (the "Board"), management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Company's business, operations and risks.

1.2 Composition, Procedures and Organization

- (a) The Committee shall consist of at least three members of the Board.
 - (1) At least two (2) members of the Committee shall be independent¹, and the Committee shall endeavour to appoint a majority of independent directors to the Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment. At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Company. For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
- (b) All of the members of the Committee shall be "financially literate"².
- (c) The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- (d) Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
- (e) The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present.

¹ "Independent" member of an audit committee means a member who has no direct or indirect material relationship with the Company. A "material relationship" means a relationship which could, in the view of the Company's board of directors, reasonably interfere with the exercise of a member's independent judgement.

² "Financially literate" individual is an individual who has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

- (f) The Committee 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 to be necessary or advisable in order to perform its duties and responsibilities.
- (g) Meetings of the Committee shall be conducted as follows:
 - (1) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (2) the external auditors shall receive notice of and have the right to attend all meetings of the Committee;
 - (3) management representatives may be invited to attend all meetings, except private sessions with the external auditors; and
 - (4) the proceedings of all meetings will be minuted.
- (h) The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.
- (i) Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a director. The Board may fill vacancies on the Committee by election from among its number. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains in office. Subject to the above, each member of the Committee shall hold office as such until the next Annual General Meeting of the Shareholders after his/her election.
- (j) The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

1.3 ROLES AND RESPONSIBILITIES

The overall duties and responsibilities of the Committee shall be as follows:

- (1) assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements and related financial disclosure;
 - (2) establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
 - (3) ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
 - (4) report regularly to the Board on the fulfilment of its duties and responsibilities.
- (k) The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
 - (1) recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
 - (2) review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;

- (3) review the audit plan of the external auditors prior to the commencement of the audit;
 - (4) approve in advance provision by the external auditors of services other than auditing;
 - (5) review with the external auditors, upon completion of their audit:
 - (A) contents of their report;
 - (B) scope and quality of the audit work performed;
 - (C) adequacy of the Company's financial and auditing personnel;
 - (D) co-operation received from the Company's personnel during the audit;
 - (E) internal resources used;
 - (F) significant transactions outside of the normal business of the Company;
 - (G) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - (H) the non-audit services provided by the external auditors;
 - (6) discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles;
 - (7) implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management; and
 - (8) review any significant disagreements between management and the external auditor regarding financial reporting.
- (l) The duties and responsibilities of the Committee as they relate to the Company's internal auditors are to:
- (1) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
 - (2) review and approve the internal audit plan; and
 - (3) review significant internal audit findings and recommendations, and management's response thereto.
- (m) The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- (1) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (2) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
 - (3) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

- (n) The Committee is also charged with the responsibility to:
- (1) review the Company's quarterly financial statements and related financial information, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
 - (2) review and approve the financial sections of:
 - (A) the annual report to shareholders;
 - (B) the annual information form, if required;
 - (C) annual and interim MD&A;
 - (D) prospectuses;
 - (E) news releases discussing financial results of the Company; and
 - (F) other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;
 - (3) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;
 - (4) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
 - (5) review and report on the integrity of the Company's consolidated financial statements;
 - (6) establish procedures for:
 - (A) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - (B) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
 - (7) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;
 - (8) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
 - (9) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information;
 - (10) review and recommend updates to the charter and receive approval of changes from the Board;
 - (11) review the minutes of any audit committee of subsidiary companies;
 - (12) and perform other functions as requested by the full Board.

2. COMPOSITION OF THE AUDIT COMMITTEE

The current members of the Committee are Dwight Romanica, Alan Smith and Ilya Sorokin. All of the members are financially literate. "Independent" and "financially literate" have the meaning used in Multilateral Instrument 52-110 (the "Instrument") of the Canadian Securities Administrators.

Mr. Dwight Romanica is not considered Independent due to the fact that he is the President.

Prior to his resignation as CFO on March 25, 2009, Mr. Alan Smith was not Independent due to the fact that he was the CFO. Mr. Smith is currently considered Independent.

3. RELEVANT EDUCATION AND EXPERIENCE

The members of the Audit Committee have acted as directors or officers of the following public companies which has provided them with experience relevant to the performance of their responsibility as Audit Committee Members.

Alan Smith: Director of Verb Exchange Inc. (current)
Dwight Romanica: Former Chairman and CEO of International Retail Systems Inc.
Former Chairman and CEO of Canmax Retail Systems Inc.

4. AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Company's most recently completed financial year was a recommendation by the Committee to nominate or compensate an external auditor (currently, WSBG LLP) not adopted by the Board.

5. RELIANCE ON CERTAIN EXEMPTIONS

Since the effective date of MI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of MI 52 110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of MI 52-110, in whole or in part.

6. PRE-APPROVAL POLICIES AND PROCEDURES

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of the Instrument, the engagement of non-audit services is considered by the Company's Board of Directors, and where applicable by the Audit Committee, on a case by case basis.

7. EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees charged to the Company by the external auditor in each of the last two fiscal years is as follows:

	FYE 2008	FYE 2007
Audit Costs Including T2 Corporate Tax Returns for the year ended	\$13,000 ⁽¹⁾	\$20,000 ⁽¹⁾
All other fees (non-tax) Assistance with Quarterly Report Preparation	Nil	\$8,000

(1) *Estimated.*

8. EXEMPTION

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of the Instrument with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of the Instrument.

SCHEDULE "B"

ISEE3D INC.

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 Disclosure of Corporate Governance Practices the Company is required to and hereby discloses its corporate governance practices as follows.

1. BOARD OF DIRECTORS

The Board of Directors of the Company facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

Following his resignation as CFO on March 25, 2009, Mr. Alan Smith, a director of the Company, is "independent" in that he is independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from shareholdings.

Mr. Ilya Sorokin, a director of the Company, is "independent" in that he is independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from shareholdings.

Ms. Helen Kim, a director of the Company, is "independent" in that she is independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from shareholdings.

Mr. Thomas Mitchell, a director of the Company, is "independent" in that he is independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from shareholdings.

Mr. Dwight Romanica is the CEO of the Company and is therefore not independent.

2. DIRECTORSHIPS

Of the current directors, Dwight Romanica, Helen Kim, Thomas Mitchell and Ilya Sorokin are not presently directors of any other reporting issuer (or equivalent) in a Canadian or foreign jurisdiction.

Name	Other Reporting Issuer
Alan Smith	Verb Exchange Inc.

3. ORIENTATION AND CONTINUING EDUCATION

The Board of Directors of the Company brief all new directors with the policies of the Board of Directors, and other relevant corporate and business information.

4. ETHICAL BUSINESS CONDUCT

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a

director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

The Company has, effective January 28, 2008, adopted a Code of Business Conduct and Ethics (the "Code"). A copy of the Code is available on SEDAR at www.sedar.com.

5. NOMINATION OF DIRECTORS

Management is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

6. COMPENSATION

The Board reviews, as needed, compensation to directors and affairs with respect to industry comparables and with regard to the particular circumstances of the Company.

7. OTHER BOARD COMMITTEES

The Board of Directors does not have any other committees other than the Audit Committee.

8. ASSESSMENTS

The Board of Directors monitors the adequacy of information given to directors, communication between the board and management and the strategic direction and processes of the board and committees.