



iLOOKABOUT CORP.

**NOTICE OF MEETING AND
MANAGEMENT INFORMATION CIRCULAR
FOR ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 24, 2012**

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iLOOKABOUT CORP.

NOTICE OF ANNUAL MEETING OF COMMON SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting (the “Meeting”) of Common Shareholders of iLOOKABOUT CORP. (hereinafter called “iLOOKABOUT” or the “Company”) will be held at the London Club, 177 Queens Ave, London, Ontario, on Thursday, May 24, 2012 at 9:00 a.m. (Eastern Time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of iLOOKABOUT for the fiscal year ended December 31, 2011, together with the auditor’s report thereon;
2. to elect two (2) directors of the Company for three year terms;
3. to appoint the auditors of the Company for the ensuing year, and to authorize the directors to fix the auditors’ remuneration;
4. to reapprove the Company’s existing Stock Option Plan; and
5. to transact such other business as may properly come before the Meeting, including any adjournment or adjournments thereof.

It is desirable that as many Common Shares of the Company as possible be represented at the Meeting. If you do not expect to attend and would like your shares represented, please sign and date the enclosed proxy and return it as soon as possible to the Company’s Transfer Agent or Corporate Secretary as set out below.

A copy of iLOOKABOUT’s Management Information Circular, Audited Annual Consolidated Financial Statements, Management’s Discussion and Analysis, Form of Proxy and a supplemental mail card circulated pursuant to National Instrument 54-101 accompany this Notice.

The Board of Directors of the Company has fixed Tuesday, May 22, 2011 at 1:00 p.m. (Eastern Time) or, in the event that the Meeting is adjourned, 48 hours (excluding Saturdays, Sundays and statutory holidays in Ontario) preceding the time of commencement of the adjourned Meeting, as the time before which proxies that are to be used at the Meeting are to be deposited with iLOOKABOUT’s Transfer Agent, Equity Financial Trust Company at 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1 or with the Corporate Secretary of iLOOKABOUT at 383 Richmond Street, Suite 408, London, Ontario N6A 3C4.

DATED at London, Ontario, this April 25th, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) Geoff Davies

CHAIR OF THE BOARD

ILOOKABOUT CORP.

MANAGEMENT INFORMATION CIRCULAR

This Management Information Circular (this “Circular”) and the information contained herein are given as of April 25, 2012.

VOTING AND SOLICITATION OF PROXIES

Solicitation of Proxies

This Circular is furnished in connection with the solicitation of proxies by or on behalf of the Management of iLOOKABOUT CORP. (“iLOOKABOUT” or the “Company”) for use at the Annual Meeting of Common Shareholders of iLOOKABOUT to take place at the London Club, 177 Queens Ave., London, Ontario on Thursday, May 24, 2012 at 9:00 a.m. (Eastern Time) and every adjournment thereof (the “Meeting”) for the purposes set forth in the accompanying Notice of Meeting. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally or by telephone by regular employees of iLOOKABOUT at nominal cost. The cost of this solicitation by or on behalf of Management will be borne by iLOOKABOUT.

No remuneration will be paid to any person for soliciting proxies, but iLOOKABOUT may, upon request, pay to certain brokerage firms, fiduciaries or other persons holding shares of the Company in their names for others, the charges entailed in sending out the form of proxy to the persons for whom they hold such shares.

Appointment of Proxies

The individuals named in the enclosed form of proxy are executive officers of iLOOKABOUT. **A SHAREHOLDER DESIRING TO APPOINT SOME OTHER INDIVIDUAL, WHO NEED NOT BE A SHAREHOLDER OF iLOOKABOUT, AS HIS OR HER PROXYHOLDER MAY DO SO** by either deleting therefrom the names of the iLOOKABOUT proxy holder and inserting such individual’s name in the blank space provided in the form of proxy or by completing another proper form of proxy and, in either case, delivering the completed proxy to iLOOKABOUT’s Transfer Agent, Equity Financial Trust Company at 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1 or to the attention of the Corporate Secretary of iLOOKABOUT at 383 Richmond Street, Suite 408, London, Ontario N6A 3C4, in either case, before 1:00 p.m. (Eastern Time) on Tuesday, May 22, 2012 or, if the Meeting is adjourned, 48 hours (excluding Saturdays, Sundays or statutory holidays in Ontario) preceding the time at which the adjourned Meeting is to commence.

In all cases, the form of proxy should be dated and must be signed by the shareholder or an attorney authorized in writing, with proof of such authorization attached where an attorney has executed the form of proxy, or, if the shareholder is a corporation, it must be signed by an officer of said corporation or by an attorney duly authorized by a certified resolution authorizing the execution. If a form of proxy is not dated, it will be deemed to bear the date it was mailed, the postmark being sufficient proof of such date.

Revocation of Proxies

A shareholder executing a proxy has the right to revoke it under subsection 110(4) of the *Business Corporations Act* (Ontario) (the “OBCA”). A shareholder may revoke a proxy as to any matter on which a vote has not already been cast pursuant to the authority conferred by such proxy and may do so: (a) by completing and signing a proxy bearing a later date and depositing it as aforesaid; (b) by depositing an instrument in writing revoking the proxy executed by the shareholder or the shareholder’s attorney authorized in writing (i) at the registered office of iLOOKABOUT at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used, or (ii) with the Chair of the Meeting immediately prior to the Meeting being called to order or any adjournment thereof; or (c) in any other manner permitted by law.

Notice to Beneficial Owners

Generally, only registered holders of Common Shares of the Company or the individuals that they appoint as their respective proxy are entitled to attend and vote at the Meeting. However, Common Shares of iLOOKABOUT may be beneficially owned by a person (a “Non-registered Shareholder”) and registered either (a) in the name of an intermediary, such as a bank, trust company, securities dealer or broker or trustees of self-administered RRSP’s, RRIF’s, RESP’s and similar plans (an “Intermediary”); or (b) in the name of a clearing agency of which the Intermediary is a participant, such as, but not limited to, the Canadian Depository for Securities Limited.

Pursuant to the requirements of the Canadian Securities Administrators, iLOOKABOUT has distributed copies of the Notice of Meeting, this Circular and the Form of Proxy to the Intermediaries and clearing agencies for distribution to Non-registered Shareholders of iLOOKABOUT who have not waived their right to receive such materials. Non-registered Shareholders may be forwarded a proxy already signed by the Intermediary or a voting instruction form to allow them to direct the voting of the Common Shares of iLOOKABOUT beneficially owned by them. Should a Non-registered Shareholder who receives either a proxy or a voting instruction form from an Intermediary wish to attend and vote at the Meeting in person (or have another individual attend and vote on their behalf), the Non-registered Shareholder should strike out the names of the individuals named in the proxy and insert their own (or another individual’s name) in the blank space provided or, in the case of a voting instruction form, follow the appropriate instructions on the form. In either case, Non-registered Shareholders should carefully follow the instructions provided by the Intermediaries.

Voting of Proxies and Exercise of Discretion

Each Shareholder may instruct their proxy how to vote their Common Shares by marking the Form of Proxy accordingly. All Common Shares represented at the Meeting by properly executed proxies will be voted, or withheld from voting (including the voting on any ballot) and where a choice with respect to any matter to be acted upon has been specified in the proxy, the shares represented by the proxy will be voted in accordance with such specification. The individuals named in the enclosed Form of Proxy will vote the Common Shares in respect of which they are appointed or will withhold such shares from voting in accordance with the direction of the shareholders appointing them on any ballot that may be called for, and if such shareholders specify a choice with respect to any matter to be acted upon, such shares will be voted accordingly. **In the absence of such direction, such shares will be voted:**

- (i) **FOR** the election of the two (2) nominees to the Board of Directors as set forth in this Circular;
- (ii) **FOR** the appointment of auditors and the authorization of the directors to fix the auditors’ remuneration as set forth under the heading “Appointment of Auditors” in this Circular; and
- (iii) **FOR** the re-approval of the Company’s existing Stock Option Plan, a copy of which is included as Exhibit A to this Circular.

The enclosed Form of Proxy confers discretionary authority upon the individuals named as proxyholders therein or any other individual named as proxyholder by the shareholder with respect to amendments to, or modifications of, matters identified in the accompanying Notice of Meeting and any other matters that may properly come before the Meeting. As of the date hereof, Management of iLOOKABOUT is not aware of any amendments to, variations of or other matters that may come before the Meeting. HOWEVER, IF ANY SUCH AMENDMENTS, VARIATIONS OR OTHER MATTERS WHICH ARE NOT NOW KNOWN TO MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXIES HEREBY SOLICITED WILL BE VOTED THEREON IN ACCORDANCE WITH THE BEST JUDGMENT OF THE INDIVIDUAL OR INDIVIDUALS VOTING SUCH PROXIES.

Quorum

The by-laws of iLOOKABOUT provide that a quorum for the transaction of business at any meeting of shareholders shall be two individuals present in person, and holding or representing by proxy not less than 10% of the outstanding shares entitled to vote at the meeting.

Interested Persons in Matters to be Acted Upon

To the knowledge of iLOOKABOUT, none of iLOOKABOUT's directors or executive officers, nor any proposed nominees for election as directors of the Company, or an associate or affiliate of any such persons, has any material interest in any matters to be acted upon at the Meeting.

Voting Shares and Principal Holders Thereof

The Company is authorized to issue an unlimited number of Common Shares and an unlimited number of preference shares, issuable in series, of which Common Shares and Series 1 Preference Shares are issued and outstanding as of the date hereof.

Each Common Share carries the right to vote, the right to receive discretionary dividends when declared by the Board of Directors, and the right to receive the balance of the assets of the Company after the payment of all creditors and all shareholders ranking in priority to the holders of Common Shares in the event of the dissolution or winding up of the Company.

Each Series 1 Preference Share carries the right to receive quarterly cumulative dividends at a rate of 12% per annum and is redeemable at the option of the Company or the holder after the third anniversary of their issuance for \$1.00. For the first three years following their issuance, the Series 1 Preference Shares are convertible at the option of the holder at a conversion rate of 1/0.31 (being approximately 3.226) Units per share, subject to certain earlier conversion requirements and later conversion rights in specified circumstances, where each Unit consists of one common share and one-half of a warrant to purchase one common share at an exercise price of \$0.31 per full warrant, which warrants are excisable until the last business day preceding the fifth anniversary of the issuance of the Series 1 Preference Shares, subject to certain earlier exercise requirements in specified circumstances. From the third to the fifth anniversary of issuance, the Series 1 Preference Shares are only convertible in the event that any cumulative dividends are outstanding.

The rights and privileges attaching to any other series of preference shares shall be determined by the Board of Directors if and when such shares are issued.

Only holders of Common Shares of iLOOKABOUT of record at 5:00 p.m. (Eastern Time) on April 25, 2012 (the "Record Date") will be entitled to vote at the Meeting.

As of the date of this Circular, iLOOKABOUT has 40,710,417 issued and outstanding Common Shares, 750,000 issued and outstanding Series 1 Preference Shares, and outstanding warrants and options of the Company entitling the holders thereof to acquire an aggregate of 9,130,058 Common Shares of the Company. In addition, each Series 1 Preference Share may be converted, at the option of the holder, into one Common Share and one-half of a common share purchase warrant. See the section entitled "SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS" below and the Company's 2012 Annual Information Form which can be found on SEDAR at www.sedar.com for more details.

Other than the persons noted below, the directors and executive officers of the Company are not aware of any person who beneficially owns, or controls or directs, directly or indirectly, more than 10% of the issued and outstanding Common Shares of iLOOKABOUT as of the date hereof:

Name of Holder	Type of Ownership	Number of Common Shares Held	Percentage of Outstanding Common Shares
John C. Drake	Direct and Indirect ⁽¹⁾	5,346,105	13.13%
Jeff Hack	Direct and Indirect ⁽²⁾	5,350,000	13.14%
Jeff Young	Direct and Indirect ⁽³⁾	5,350,000	13.14%

Notes:

(1) Directly holds 443,533 common shares, and indirectly through Cassandra Capital L.P. holds 4,902,572 common shares.

(2) Directly holds 1,100,000 common shares, and indirectly through 2143244 Ontario Limited holds 4,250,000 common shares.

(3) Directly holds 1,100,000 common shares, and indirectly through 2143243 Ontario Limited holds 4,250,000 common shares.

BUSINESS OF THE MEETING

Financial Statements

iLOOKABOUT's Audited Consolidated Financial Statements for the year ended December 31, 2011 will be placed before the Meeting, which statements have been mailed to the shareholders with the Notice of Meeting and this Circular and are available on SEDAR at www.sedar.com.

Election of Directors

The Company's by-laws permit the election of Directors for a term of up to three years, with the objective being that, when implemented, approximately one third of the Board would stand for election at each annual meeting of shareholders, thus helping to ensure some consistency and experience on the Board year over year. The Board has nominated the two nominees set out in this Circular for election as the directors of the Company at the Meeting, namely Geoff Davies and Mark McArdle, each for a term of approximately three years. Brief biographies of each nominee director can be found below under the heading "Nominee Directors".

Unless otherwise instructed, the individuals named in the enclosed Form of Proxy intend to vote for the election of the two nominee directors identified in this Circular for the terms set out herein.

Appointment of Auditors

The Board recommends that KPMG LLP be reappointed as the Company's auditors, to hold such office until the close of the next annual meeting of shareholders or until its successor is appointed, and that the Board be authorized to fix the auditors' remuneration.

Unless otherwise instructed, the individuals named in the enclosed Form of Proxy intend to vote for the reappointment of KPMG LLP as auditors of iLOOKABOUT and to authorize the Board to fix the remuneration of the Company's auditors.

Approval of Company's Stock Option Plan

The Company's existing Stock Option Plan (the "Plan") constitutes a "rolling plan" under the TSX Venture Exchange Corporate Finance Manual (the "TSXV Corporate Manual") as the authorized number of options that may be granted under the Plan at any time is equal to ten percent (10%) of the number of issued and outstanding Common Shares of the Company. As such, the TSXV Corporate Manual requires that the Plan be reapproved by the shareholders each year at the Company's annual meeting. Management is not recommending any amendments to the Plan.

At this time, there are 2,352,558 options outstanding, and a further 1,505,984 are available for grant under the Plan, of which an estimated 993,126 options have been reserved for issuance pursuant to employment and consulting agreements, and the 2012-2013 directors' compensation model that has been approved by the Board, as amended (as described under the heading "Directors Compensation"). A copy of the Plan is attached to this Circular as Exhibit A and a brief summary of the Plan can be found under the heading "SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS" below.

Unless otherwise instructed, the individuals named in the enclosed Form of Proxy intend to vote for the re-approval of the Plan.

Other Matters

The Board knows of no other matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

MATTERS RELATING TO CURRENT AND NOMINEE DIRECTORS

Nominee Directors

The Board has nominated two individuals for election as directors of the Company at the Meeting, namely Geoff Davies and Mark McArdle, each for a term of approximately three years. The individuals named in the enclosed Form of Proxy intend to vote for the two individuals so nominated by the Board to be elected as directors at the Meeting for the terms set out above, unless authority to do so is withheld.

The Board does not contemplate that either of these nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the individuals named in the enclosed Form of Proxy shall exercise discretionary authority to vote for the election of any other individual or individuals who may be properly nominated as directors.

The following table and notes set out the name and city of residence of each individual nominated for election as a director of iLOOKABOUT, all other positions and offices within iLOOKABOUT or any of its subsidiaries now held by them, their principal occupation or employment, the year in which they became a director of the Company and the number of securities beneficially owned, or controlled or directed, either directly or indirectly, by each of them as of the date of this Circular.

Name, Residence, Position within Company	Principal Occupation⁽¹⁾	Served as Director From	Term to be Elected	No. of Securities⁽²⁾
Geoff Davies⁽³⁾ London, Ontario Director, Executive Chair, Chair of the Board, Director	Business Consultant, Executive Chair, iLOOKABOUT.	May 2009	3	200,000 Common Shares 100,000 Series 1 Preference Shares 347,500 Options
Mark McArdle⁽⁴⁾ Conestogo, Ontario Director	Business Consultant	May 2010	3	50,000 Series 1 Preference Shares 197,500 Options

Notes:

(1) Unless otherwise indicated below, all individuals have carried on the same principal occupation or employment for at least the past five years.

(2) The information as to securities beneficially owned, or controlled or directed, either directly or indirectly, not being within the knowledge of the Company, has been furnished by each of the respective nominee directors individually.

(3) Geoff Davies is the Chair of the Nomination & Compensation Committee and the Governance Committee and is a member of the Audit Committee.

(4) Mark McArdle is a member of the Audit Committee.

The following is a brief biography of each of the nominee directors:

Geoff Davies – Prior to returning to his consulting business in 2008, Mr. Davies was the President and Chief Executive Officer of Century II, which operated a national courier business under the name “ICS Courier” from June 2003 until October 2007, when Century II was purchased by a subsidiary of TransForce Income Trust. Century II’s shares were traded on the TSX. Mr. Davies directed the restructuring of this business and the substantial improvement of its financial performance, which led to the sale of the company to TransForce in October 2007. From 1969 to 1996 Mr. Davies was employed by Charterways Transportation Limited. He was President and CEO of Charterways, a subsidiary of Scott’s Hospitality Inc., from 1978 to 1996 when Charterways was sold. Charterways was the third largest ground passenger transportation company in North America. From 1996 to 2003, Mr. Davies provided business and financial consulting services to various transportation businesses, organizations and institutions, primarily in the transportation and health care sectors, including the Ontario Ministry of Health and Long Term Care. Mr. Davies is currently a director of the London Health Sciences Foundation and has served as a director of various entities, including most recently, the Ontario Trucking Association, the Canadian Courier and Logistics Association, the London Health Sciences Centre (including Chairman of the Board from 2000 to 2002), Robarts Research Institute, the Children’s Health Foundation, and the Sunshine Foundation of Canada. Over his career, he has also served as a member of various advisory groups, including the O.H.A. Governance Leadership Council and the Ministry of Health Hospital Advisory Group. Mr. Davies received his Masters of Business Administration degree from Harvard in 1990. Mr. Davies was appointed as the Executive Chair of iLOOKABOUT on April 4, 2012.

Mark McArdle - Mr. McArdle is a seasoned technology executive with over 18 years of industry experience in global product development in consumer, SMB and enterprise markets. Mr. McArdle was most recently the Chief Executive Officer of tinyHippos Inc., a mobile smartphone software and services company that was acquired by RIM in March, 2011. From September, 2009 to October, 2011, Mr. McArdle was an Executive-in-Residence of The Accelerator Centre in Waterloo Ontario. As part of Communitech Technology Association’s Venture Services team, Mr. McArdle provided mentorship and guidance to technology companies and entrepreneurs in the areas of business and intellectual property planning and strategy, investment and channel development. Prior to joining Communitech, Mr. McArdle worked at McAfee Corporation in Sunnyvale, California for 11 years, holding various executive positions including Vice-President, Security Engineering and Senior Vice-President, Consumer Product Development. Mr. McArdle is a named inventor under several U.S. patents, primarily relating to computer security systems. Mr. McArdle is a graduate of the Ivey Business School’s Executive Program at the University of Western Ontario and has a Bachelor of Science degree from the University of Waterloo.

Current Directors

The following individuals will continue as directors of the Corporation for the balance of the terms as set out below.

Ronald Breen, FCA (One Year) – Prior to starting his current career as a business consultant for various companies, Mr. Breen was the Chief Operating Officer and Chief Financial Officer of Chinook Global Limited (“Chinook”), a manufacturer of choline chloride, from 2003 until December 2007, at which time it underwent the sale of substantially all of its assets in 2007. Prior to that time, Mr. Breen was the President and Chief Financial Officer of Wave Plastics Inc., a high-density polyethylene ducting manufacturer and was a former executive officer of Amtelecom Group Inc., and later became a director of its successor, Century II Holdings Inc. (“Century II”), both of which were listed on the TSX. Mr. Breen variously acted as Chair of the Audit Committee and Chair of the Governance Committee during his

tenure as a Director of Century II. Mr. Breen ceased to be a Director of Century II late in 2007 when all of Century II's shares were acquired by a subsidiary of TransForce Income Trust ("TransForce") by way of a business combination. Mr. Breen chaired the Special Committee of the Board struck for the purpose of reviewing the transaction with TransForce. Mr. Breen received a B.A. from the University of Western Ontario in 1971, a B.Comm. from the University of Windsor in 1972 and earned his Canadian Chartered Accountant designation in 1976 while working for Peat Marwick Mitchell & Co. (now KPMG). Mr. Breen was recognized as an FCA by the Ontario Institute of Chartered Accountants in 1989.

John C. Drake, LL.B.(One Year) - Mr. Drake is the President and co-founder of Drake Goodwin Corporation, a London, Ontario investment firm with diverse interests in financial services, real estate development and manufacturing, which has realized substantial investment gains over its 23 year history. Mr. Drake is the Chairman of Critical Outcome Technologies Inc., a TSXV company whose business is focused on the identification, profiling and optimization of targeted small molecules potentially effective in the treatment of human diseases through a proprietary computational platform technology. Mr. Drake is also the Vice Chairman of Children's Choice Learning Centers, a leading provider of corporate childcare in the United States, and has served on the board of this company since April 1999. Mr. Drake was the Chairman of DGM Bank and Trust Inc., a privately-owned offshore bank located in Barbados, from January 2002 to September 2008, and a director of Discovery Air Inc., an aviation services company whose shares are listed on the TSX, from January 2006 until August 2008. Mr. Drake is the co-owner of Redtail Golf Course, an exclusive golf course located outside of Port Stanley, Ontario. Mr. Drake was appointed an Honorary Colonel of the 1st Hussars of the Royal Canadian Armored Corps. in 1999. Mr. Drake obtained his B.A. and LL.B degrees from the University of Western Ontario and remains a member of the Law Society of Upper Canada.

Jeff Hack (Two Years) - Mr. Hack co-founded iLOOKABOUT with Jeff Young in 2000 and has been the Chief Technology Officer of the Company and its subsidiaries since that time. Mr. Hack has extensive software engineering experience and is the inventor of all of iLOOKABOUT's proprietary software and hardware to date, including the technology comprising iLOOKABOUT's patents and patents pending. Mr. Hack attended Civil Engineering Courses at the University of Western Ontario from September 1991 to April 1996.

John Kennedy(Two Years) - From 2006 to present, Mr. Kennedy has served as the Lab Director of the IBM Software Group (SWG) for IBM Canada Limited, one of the largest technology services and consulting organizations in Canada, with a focus on assisting clients of all sizes and in all industries to transform their operations through the use of technology. From 1998 to 2006, Mr. Kennedy was the Vice-President of Operations of MRO Software Inc. ("MRO"), where his focus was on development and delivery related to e-commerce applications instrumental in the automation of procurement for the industrial supply chain. Mr. Kennedy led the MRO transition team through the acquisition by and integration with IBM. From 1991 to 1998, Mr. Kennedy was an owner and a founding partner of Applied Resource Management Group Inc., a software engineering firm for which he successfully helped lead the funding, development and delivery of a commercial e-commerce platform. Mr. Kennedy has served on the Board of Directors of Rowecom Inc., located in Cambridge, Mass., from 1999 to 2001, and was appointed by Working Ventures Income Fund, a major investor in Rowecom Inc., to serve on the Board of Directors of A.R.M. Group Inc. from 1991 to 1998.

Jeff Young (Two Years) - Mr. Young is a co-founder of iLOOKABOUT and has served as the President and Chief Executive Officer of the Company and its subsidiaries since its formation in 2000. From November 1994 to present, Mr. Young has been the Secretary and Treasurer of D-J Consortium Inc., a real estate investment company that he owns with his father. Mr. Young has a Bachelor of Arts Degree from the University of Western Ontario.

Independence and other Relationship of Current and Nominee Directors

A director of iLOOKABOUT is considered independent if he or she has no direct or indirect material interest in the Company or any of its subsidiaries. The Board has the responsibilities of determining whether a director is independent or not. Without limiting its discretion in this area, a director is not considered to be independent if, currently or within the preceding three years, as applicable, he or she:

- (a) is or was an employee or executive officer of the Company or any of its subsidiaries;
- (b) is or was an immediate family member of an executive officer of the Company or any of its subsidiaries;
- (c) is or was a partner or employee of, or otherwise affiliated with, any of the Company's current or former external auditors;
- (d) is or was an immediate family member of a partner of any of the Company's current or former external auditors;
- (e) is or was an immediate family member of an employee of the Corporation's external auditor who either (i) participates in its audit, assurance or tax compliance (but not tax planning) practice, or (ii) is or was employed or affiliated with any of the Company's current or former external auditors and personally works or worked on the Company's audit within such time; or
- (f) is or was an executive officer of an entity for which an executive officer of the Company serves or served on the compensation committee of such entity, or an immediate family member of such person;
- (g) has received, or one of their immediate family members has received, more than Cdn\$75,000 in direct compensation from the Company and any of its subsidiaries during any twelve month period in the past three fiscal years other than directors and committees fees and pension or other forms of deferred compensation for prior service (provided that such compensation is not contingent in any way on the continued service); or
- (h) beneficially owns, or directs or controls, either directly or indirectly, more than ten percent (10%) of the issued and outstanding shares of the Company.

The Board has determined that two of the five current Directors are "independent", namely, Ronald Breen and John Kennedy. Each of Jeff Young and Jeff Hack are not independent as they are officers and employees of the Company and beneficially own, or directs or controls, either directly or indirectly, more than ten percent of such Company's shares. John C. Drake is not considered to be independent because he beneficially owns, or directs or controls, either directly or indirectly, more than ten percent of such shares.

The Board has determined that one of the two nominee Directors is "independent", namely Mark McArdle. Geoff Davies is no longer independent as he has become an employee of the Company upon his appointment as the Executive Chair of iLOOKABOUT as of April 2, 2012.

Directors' Meeting Attendance

The following chart sets out each of the current Directors' attendance at meetings of the Board and its Committees, as applicable, from the Annual General Meeting held May 25, 2011 to the date of this Circular.

Director	Board	Audit	Governance	Nomination and Compensation
Ronald Breen	9 of 10	5 of 5	1 of 1	2 of 2
Geof Davies	10 of 10	5 of 5	1 of 1	2 of 2
John C. Drake	10 of 10	N/A	N/A	2 of 2
Jeff Hack	10 of 10	N/A	N/A	N/A
John Kennedy	9 of 10	N/A	1 of 1	N/A
Mark McArdle	10 of 10	4 of 5	N/A	N/A
Jeff Young ¹	10 of 10	N/A	1 of 1	1 of 2

Notes:

(1) Mr. Young is an *ex officio* member of the Nomination and Compensation Committee.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No nominee director is or has been within the ten years preceding the date of this Circular:

- (a) a director, chief executive officer or chief financial officer of any company that was the subject of a cease trade, or similar order or an order that denied the relevant company or entity access to any exemption under applicable securities legislation, in any case for a period of more than 30 consecutive days (an "Order") while such individual held such position within such company or after they ceased to hold such position where the Order was the result of any an event that occurred while that individual was acting in such capacity;
- (b) a director or chief executive officer of any company that, while that individual was acting in that capacity, or within one year of the individual ceasing to act in the 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 has a receiver, receiver manager or trustee appointed to hold such company's assets; or
- (c) become 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 the assets of such individual.

DIRECTOR COMPENSATION

The Board has the authority to authorize and pay fees and remuneration for directors to compensate them for their time and responsibility, including responsibility for special projects outside of the normal scope of their duties. The Nomination and Compensation Committee has been charged with reviewing matters relating to Directors' compensation and making recommendations to the Board in respect thereof.

In 2008 and 2010, the Nomination and Compensation Committee completed a review of Directors' compensation of a select number of comparable Canadian reporting issuers. To date, the Nomination and Compensation Committee has not retained the services of any independent consultants to assist it with its review of compensation matters.

The Company's current director compensation was approved by the Board in February 2010 on the recommendation of the Nomination and Compensation Committee following the completion of the Committee's review of the compensation practices of a number of companies that are at a similar stage of

development to iLOOKABOUT. Minor amendments to the Director Compensation Program relating to the date of the option grants were approved in April 2011 and 2012.

The Company's current Director Compensation Program is premised on two principles, namely (i) the Company's desire to retain its existing independent directors and attract new ones in a competitive market that sees more reporting issuers providing some level of compensation to their directors, and (ii) the fact that the Company's limited cash resources preclude the payment of cash consideration to Directors at this time. Accordingly, the Committee developed an option-based compensation model until such time as the Company generates sustainable net cash flow from operations to support cash based compensation. The Director Compensation Program includes an annual retainer for Board and Committee membership for directors other than full-time Management directors, as well as meeting fees, in each case providing additional compensation for those directors holding chair positions and providing reduced compensation where meeting attendance is by way of teleconference. Annually, the Nomination and Compensation Committee determines an appropriate value to base conversion of the cash value of compensation to the number of options to be granted in lieu of cash compensation. Such options will be granted in arrears on a half yearly basis on the last trading day of June and December of each year and will vest immediately upon being granted. All such options will have a term of five years and an exercise price equal to the closing trading price of the Company's Common Shares on the TSXV on the trading day immediately preceding the grant date. Upon the Nomination and Compensation Committee's recommendation, the Board approved in December 2012 this value was set at a rate of 3.33 options per \$1.00 of cash compensation value for the 2012/2013 Board year.

The current Program also provides that, given the significant shareholdings of Mr. Drake, he will be given a modest cash payment of \$1,000 per Board meeting and \$500 per meeting of any Committee that he is appointed to in lieu of any options. Mr. Drake is also not entitled to any retainer, either in the form of cash compensation or options, for his membership on the Board or any Committee.

In accordance with the Director Compensation Plan, it is anticipated that approximately 253,000 options will be granted and approximately \$3,000 in total will be paid to the current eligible Directors on June 29, 2012, and based on the current expectations regarding the Board and Committee composition and expected number of meetings that will be required between the Meeting and the Company's 2013 annual meeting, 540,313 options have been reserved for issuance and \$6,000 is expected to be paid to the eligible Directors' in respect of their service to the Company for the period.

At this time, those Directors who are also full-time senior officers and employees of the Company, namely Mr. Hack and Mr. Young, are not entitled to any compensation, including the granting of stock options, in respect of their role and services as directors of the Company, and it is not contemplated that this policy will be changed prior to the Company's 2013 annual meeting.

Directors' 2011 Compensation

The following amounts were paid or earned by each of the Directors for serving in such capacity for the fiscal year of the Company ended December 31, 2011.

Name	Option Based Awards⁽¹⁾	All Other Compensation	Total
Ronald Breen	Nil	Nil	Nil
Geoff Davies	Nil	Nil	Nil
John C. Drake ⁽²⁾	Nil	\$7,000	\$7,000
Jeff Hack ⁽³⁾	Nil	Nil	Nil
Alfred A. Jay ⁽⁴⁾	Nil	Nil	Nil
John Kennedy	Nil	Nil	Nil
Mark McArdle	Nil	Nil	Nil
Jeff Young ⁽³⁾	Nil	Nil	Nil

Notes:

(1) This amount represents the aggregate value of the options that were granted to the Director during the fiscal year ended December 31, 2011, which amount is based on the difference between market price of the Company's Common Shares as at December 31, 2011, being \$0.30, and the exercise price of the options. The exercise prices of all options granted to Directors in 2011 were equal to or greater than \$0.30. All options granted to the Directors in 2011 vested immediately on the date of grant.

(2) Due to Mr. Drake's current shareholdings in the Company, he has agreed to take a nominal fee of \$1,000 per Board meeting and \$500 per meeting of any Committee that he has been appointed to that he attends in full satisfaction of any compensation owing to him as a Director of iLOOKABOUT.

(3) As members of full-time Management, neither Mr. Hack nor Mr. Young is entitled to any compensation for acting as a director or for serving on any Committees of the Board.

(4) Mr. Jay resigned as a director effective May 25, 2012 immediately following the Company's 2011 Annual Meeting.

Outstanding Option-Based Awards

The following table provides information relating to outstanding stock options as at December 31, 2011 for all Directors, whether vested or unvested. Unless otherwise noted, all options set out below have vested.

Name	Number of Securities Underlying Unexercised Options - Exercisable	Option Exercise Price	Option Expiration Date	Value of Unexercised In-the-Money Options⁽¹⁾
Ronald Breen	25,000	\$0.38	May 28, 2014	Nil
	56,250	\$0.60	May 31, 2015	Nil
	71,875	\$0.38	November 30, 2015	Nil
	68,750	\$0.37	May 24, 2016	Nil
	76,250	\$0.30	December 29, 2016	Nil
Geoff Davies	25,000	\$0.38	May 28, 2014	Nil
	65,625	\$0.60	May 31, 2015	Nil
	81,250	\$0.38	November 30, 2015	Nil
	77,500	\$0.37	May 24, 2016	Nil
	98,125	\$0.30	December 29, 2016	Nil
John C. Drake	69,433 ⁽²⁾	\$0.48	September 13, 2012	Nil
	25,000	\$0.38	May 28, 2014	Nil
Jeff Hack ⁽³⁾	40,000	\$0.22	January 1, 2014	\$3,200
Alfred A. Jay ⁽⁴⁾	25,000	\$0.38	May 24, 2012	Nil
	37,500	\$0.60	May 24, 2012	Nil
	47,500	\$0.38	May 24, 2012	Nil
	45,000	\$0.37	May 24, 2012	Nil
John Kennedy	40,000	\$0.37	May 24, 2016	Nil
	50,000	\$0.30	December 29, 2016	Nil
Mark McArdle	40,625	\$0.60	May 31, 2015	Nil
	54,375	\$0.38	November 30, 2015	Nil
	50,625	\$0.37	May 24, 2016	Nil
	51,875	\$0.30	December 29, 2016	Nil
Jeff Young ⁽³⁾	40,000	\$0.22	January 1, 2014	\$3,200

Notes:

(1) This amount represents the aggregate value of the unexercised options that were exercisable as at December 31, 2011, which amount is based on the difference between market price of the Company's Common Shares as at December 31, 2011, being \$0.30, and the exercise price of the options.

(2) Mr. Drake received these options in his capacity as a Director of Berkeley Capital Corp I, a predecessor of iLOOKABOUT.

(3) Mr. Young and Mr. Hack received these options in their capacity as executive officers of the Company.

(4) Mr. Jay resigned as a director effective May 25, 2012 immediately following the Company's 2011 Annual Meeting. In accordance with the Stock Option Plan, options not exercised within one year of a Director's resignation are forfeited.

Directors' and Officers' Liability Insurance

As at December 31, 2011, iLOOKABOUT maintained directors' and officers' liability and corporate reimbursement insurance, providing coverage with a limit of \$5,000,000 for Management Liability and \$5,000,000 for Employment Practices Liability for the policy year, subject to deductibles of \$25,000 for each claim. The amount of the premium paid or to be paid by iLOOKABOUT for the 2012 policy year is expected to be \$23,000. The individuals covered by the policy did not pay any part of the insurance premium. No claims have been made under this policy to date of this Circular.

Indebtedness of Directors and Officers

During the fiscal year ended December 31, 2011, the Company disposed of a vehicle to a director and officer of the Company for proceeds equal to the fair value of the disposed asset. The related amount due to the Company was settled subsequent to December 31, 2011.

With the exception of the above noted item, during the fiscal year ended December 31, 2011, no director or executive officer of the Company was indebted to the Company or any of its subsidiaries, and no director, nominee director or executive officer is currently indebted to iLOOKABOUT or any of its subsidiaries.

Interest of Informed Persons in Material Transactions

For a discussion of any material interest, direct or indirect, of any informed person of the Company or any nominee director, in any transaction since January 1, 2011 or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries, please see the Company's 2012 Annual Information Form, a copy of which can be found on SEDAR at www.sedar.com.

COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

The following Compensation Discussion and Analysis discusses the structure, policies, principles and elements of the Company's compensation program for Named Executives, as well as the process related to its compensation decisions.

The Nomination and Compensation Committee is charged with reviewing, on an annual basis, the compensation paid to directors and the Chief Executive Officer and the Chief Technology Officer of the Company, and making such recommendations to the Board as it deems appropriate. In addition, in April 2012, this Committee recommended that Geoff Davies be appointed as the Executive Chair of iLOOKABOUT to take a more active role in the strategic direction of the Company as a part-time employee. The Committee also recommended to the Board for its approval Mr. Davies compensation package for this Executive Officer position.

To date, the Nomination and Compensation Committee has not engaged any third-party consultants to assist it with the discharge of these duties. The Chief Executive Officer has responsibility for reviewing and approving the compensation of all of the other employees and contractors of the Company, including the other Named Executives.

The Company's director compensation program is discussed above under the heading "DIRECTOR COMPENSATION".

At this time, the Company's executive compensation is composed of six elements, namely, base salary, cash bonuses, commissions, stock options, extended long term health benefits and termination benefits.

Compensation Structure and Policy

The compensation structure for executive officers (other than the Executive Chair), which is described below, is designed to attract, motivate and retain qualified executives. The Company believes that the most effective compensation program is one that is competitive in the marketplace, rewards both individual achievement as well as the overall performance of the Company, and attempts to align the interests of executives with those of the Company's shareholders. However, the Nomination and Compensation Committee and the Board recognize that these factors need to be balanced against the stage of the Company's development and its limited cash resources.

Compensation Principles

The following principles have been adopted by both the Nomination and Compensation Committee and the Board to help guide them in respect of the discharge of their duties relating to executive compensation matters:

1. The Company's compensation program shall be designed to attract, retain, and motivate talented executives who are critical to the Company's long-term growth and success.
2. In determining total compensation, reference shall be made to similar positions in comparable companies, including other public companies of comparable size and development, the Company's competitors, and other companies in Southwestern Ontario, in order to help ensure that the Company provides a competitive level of compensation to its executives.
3. All executive compensation should include a variable component that is designed to reward both individual achievement and the overall success of the Company.
4. The Company's compensation program shall strive to ensure internal equity between individuals in similar jobs, having similar levels of responsibility and/or working from similar locations.

Elements of Compensation

The Company's current executive compensation program consists of six elements: base salary, cash bonuses, commissions, stock options, extended health care benefits and termination benefits.

Base Salary – Each executive's base salary, which is payable in cash, has been established on the basis of their responsibilities within the Company and their contribution to its overall success, while keeping in mind the Company's current limited cash resources and the need for internal equity. Salaries of executives that report to the Chief Executive Officer are reviewed annually by the Chief Executive Officer and the Nomination and Compensation Committee, and the Chief Executive Officer's and Chief Technology Officer's annual base salaries are subject to the approval of the Board upon the recommendation of the Nomination and Compensation Committee.

Cash Bonuses – Each executive officer and other employees of the Company, other than the Chief Executive Officer, the Chief Technology Officer and the Vice President, Business Development, are eligible for a discretionary cash bonus each year, based on the recommendations of the Chief Executive Officer to the Nomination and Compensation Committee, and approval by the Board. At this point in the Company's development, no formal annual bonus criteria have yet been established for any positions other than the Chief Executive Officer, the Chief Technology Officer and the Vice President, Business Development.

Both of the Chief Executive Officer and the Chief Technology Officer may be entitled to an annual cash bonus based on specific quantitative and qualitative milestones for both individual performance and the overall performance of the Company. These milestones are set annually by the Nomination and Compensation Committee in consultation with these executives and are derived from the Company's then-current strategic plan and annual operating budget, and are subject to the Board's approval.

The Vice-President, Business Development is entitled to a cash bonus based on predetermined quantitative and qualitative milestones based on his personal performance and contribution to the Company's overall performance. This cash bonus may be satisfied, in whole or in part, by the issuance of stock options having an exercise price equal to the closing trading price of the Company's Common Shares on the TSXV on the trading day immediately preceding the grant date, less the maximum allowable discount in accordance with TSXV regulations.

In 2012 the Company introduced a bonus plan for the Chief Financial Officer, based on both the Company's financial performance, and qualitative performance targets specific to the Chief Financial Officer role.

Sales Commissions – The Vice President, Sales, like other members of the Company's sales team, is entitled to sales commissions in respect of new written sales agreements at varying rates primarily dependent on the total contract value and achievement of predetermined aggregate sales targets. Commissions are earned upon the signing of the related sales agreement. In addition, the Vice President, Sales is entitled to a reduced commission on the sales of other employees that report to him. These commissions are earned upon the Company's receipt of payment for the qualifying sales agreements. This position was vacant on December 31, 2011 and remains vacant as at the date hereof.

Stock Options - Each Named Executive of the Company is eligible to participate in the Company's Stock Option Plan at the discretion of the Board. At this time, no formal and regular option granting program has been established for the Named Executives or any other employee of the Company other than the Vice President, Business Development, who, upon accepting his employment with the Company, was granted options to purchase 250,000 Common Shares and is eligible to receive options to purchase up to a further 250,000 Common Shares, at rate of 50,000 per year, upon meeting certain qualitative and quantitative milestones over each of the first five years of his employment with the Company.

Extended Health Care Benefits - The Company maintains a policy of extended benefits for its four full time executive officers, namely the Chief Executive Officer, Chief Technology Officer, Chief Operating Officer and Chief Financial Officer, with the primary distinction from the core group benefit plan available to other employees of the Company being a higher potential benefit amount for long term disability and the requirement that the executive have the ability to return to their own occupation, as opposed to any occupation, for benefits to cease.

Termination Benefits - In case of termination without cause, the Company strives to provide appropriate termination benefits for its executive officers that takes into account the potential difficulty in obtaining comparable employment in the short term, ensure a complete separation between the executive and the Company, and provide the Company with a determinable liability in the event of such termination.

Under the terms of each of the Chief Executive Officer's and Chief Technology Officer's employment agreement, in the event of his termination without cause or within six months of a change of control at the executive's option, such executive is entitled to two times the executive's then-current annual base salary plus two times their average annual cash bonus for the previous three years, which would equal \$285,333 as of the date of this Circular.

Under the terms of her employment agreement, the Chief Financial Officer is entitled to pay in lieu of notice for termination without cause equal to six months of the executive's then current base salary if such termination occurs after the third anniversary thereof.

The other Named Executive's employment agreements provide termination pay as required under the *Employment Standards Act* (Ontario).

Executive Chair's Compensation

The Executive Chair, who was appointed in April 2012, has been hired by the Company on a part-time basis. At this time, he is expected to work the equivalent of two days per week, and is entitled to an

annual salary of \$60,000 and 200,000 stock options per year, granted quarterly in arrears. In addition, the Executive Chair is entitled to approximately \$1,500 in lieu of benefits and a cash bonus of up to 50% of his base salary upon he and the Company meeting certain predetermined milestones. The Nomination and Compensation Committee has undertaken to review the Executive Chair's compensation in October 2012, once the Company has determined if this role can, in fact, be fulfilled on the part-time basis set out above.

Compensation Consultants and Comparator Groups

The Company has not engaged any third party consultants to either assist in the development of, or to review, its compensation program, and, given the stage of the Company's development and limited cash resources, it does not expect to do so in the near to medium-term.

In establishing its current compensation program, the Company reviewed the public disclosure material of Canadian reporting issuers of comparable size and development, as well as those in similar industries, and also considered information known to it relating to comparable companies in Southwestern Ontario and surrounding area, where all of the Company's executives reside and work.

Executive Share Ownership Guidelines

While the Company believes that share ownership by executives helps to align their interests with those of the Company's shareholders, it has not developed formal executive share ownership guidelines. At this time, all of the executive officers are direct or indirect shareholders and each has outstanding options to purchase Common Shares.

Chief Executive Officer's and Chief Technology Officer's Compensation

Annually, the Nomination and Compensation Committee reviews the Chief Executive Officer's and the Chief Technology Officer's compensation package and makes its recommendations to the Board. These Executive's current salaries were established in 2008 in contemplation of the Company becoming a reporting issuer and have not been revisited by the Nomination and Compensation Committee since that time.

In addition to their base salary, each of the Chief Executive Officer and Chief Technology Officer is entitled to an annual cash bonus based on specific qualitative and quantitative milestones that are the same for each. These milestones are set annually by the Nomination and Compensation Committee in consultation with the executives and are approved by the Board. For the Company's fiscal year ended December 31, 2011, these milestones focused on measurable improvements in the Company's revenues, cash flow from operations, products and processes.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth the total compensation paid by the Company in fiscal 2011, 2010 and 2009 to the Chief Executive Officer, the Chief Technology Officer, the Chief Financial Officer and those employees whose annual compensation in 2011 exceeded \$150,000 (each, a “Named Executive”). It is noted that the Company does not and has not provided either share-based award compensation programs or pension programs to any of its employees, including the Named Executives.

Name and Principal Position	Year	Salary (\$)	Option-Based Awards ⁽²⁾ (\$)	Annual Non-Equity Incentive Plan Compensation (\$)	All Other Compensation ⁽³⁾ (\$)	Total Compensation (\$)
Jeff Young President and Chief Executive Officer	2011	135,000	-	13,000	-	148,000
	2010	135,000	-	10,000	-	145,000
	2009	135,000	-	-	-	135,000
Jeff Hack Chief Technology Officer	2011	135,000	-	13,000	-	148,000
	2010	135,000	-	10,000	-	145,000
	2009	135,000	-	-	-	135,000
Robin Dyson Chief Financial Officer and Secretary	2011	104,885	-	-	-	104,885
	2010	100,000	29,175	-	-	129,175
	2009	100,000	-	-	-	100,000
Michael Mercer Vice President – Sales	2011	93,270 ⁽⁴⁾	-	68,721	-	161,991
	2010	100,000	29,175	59,140	-	188,315
	2009	100,000	-	129,871	-	229,871
Mike Power Vice President – Business Development	2011	110,000	11,050	39,713	-	160,763
	2010	110,000	14,850	37,713	-	162,563
	2009	24,615 ⁽⁵⁾	124,500	-	-	149,115

Notes:

(1) Any bonus or options granted are reported for the fiscal year in which they were earned, notwithstanding that the bonus is actually paid or the option are actually granted in the following fiscal period.

(2) The value of option-based awards is determined utilizing the Black-Scholes option pricing model, utilizing various assumptions.

(3) The value of perquisites and benefits for each Named Executive does not exceed the lesser of \$50,000 and 10% of the total annual salary and is therefore not required to be reported herein.

(4) Mr. Mercer resigned from the Company effective November 11, 2011.

(5) Mr. Power joined the Company in November 2009.

Outstanding Option Based Awards

The following table provides information relating to outstanding stock options as at December 31, 2011 for Named Executives, whether vested or unvested. Unless otherwise noted, all options set out below have vested.

Name	Number of Securities Underlying Unexercised Options - Exercisable	Number of Securities Underlying Unexercised Options - Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options	Option Exercise Price	Option Value ⁽¹⁾	Option Expiration Date
Jeff Young	40,000	-	-	\$0.22	\$3,200	January 1, 2014
Jeff Hack	40,000	-	-	\$0.22	\$3,200	January 1, 2014
Robin Dyson ⁽²⁾	100,000	-	-	\$0.46	Nil	July 18, 2012
	20,000	-	-	\$0.22	\$1,600	January 1, 2014
	37,500	37,500	-	\$0.37	Nil	March 14, 2015
Michael Mercer ⁽²⁾	25,000	-	-	\$0.125	\$4,375	February 9, 2012
	100,000	-	-	\$0.46	Nil	February 9, 2012
	35,000	35,000	-	\$0.37	Nil	February 9, 2012
Mike Power ⁽²⁾	187,500	62,500	-	\$0.48	Nil	November 17, 2014
	12,500	37,500	-	\$0.285	\$188	April 24, 2016

Notes:

(1) This amount represents the aggregate value of the unexercised options that were exercisable as at December 31, 2011, which amount is based on the difference between market price of the Company's Common Shares as at December 31, 2011, being \$0.30, and the exercise price of the options.

(2) At the date of grant, 25% of the options vested immediately, and the balance vest as to 25% on each of the first three anniversaries of the grant date.

(3) On April 25, 2012, Ms. Dyson was granted 100,000 options and Mr. Power was granted 50,000 options. In each case the options have an exercise price of \$0.12 and vest 25% upon grant and 25% on each of the first three anniversaries of the grant date, and will expire on April 24, 2017.

Incentive Plan Awards –Options Exercised

Since January 1, 2011, no Named Executive has exercised any outstanding options held by them.

Other Matters Relating to Incentive Plans

Additional information relating to the Company's current Stock Option Plan and the securities issued or issuable thereunder can be found under the heading "SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS" below.

Termination and Change of Control Benefits

The following table sets forth estimates of the amounts that would have been payable to each Named Executive upon the specified termination events, assuming that each such event took place on the last business day of fiscal year 2011. This table does not include the benefits that are generally payable to all salaried employees of the Company such as Canada Pension Plan or the value of outstanding options that have previously vested.

Nature of Termination	Jeff Young	Jeff Hack	Robin Dyson	Mike Power
Involuntary Termination/Termination Without Cause	\$285,333	\$285,333	\$55,000	\$4,569
Voluntary Termination Within Six Months of a Change of Control ⁽¹⁾	\$285,333	\$285,333	\$55,000	NA

Notes:

(1) A “Change of Control” is defined in the employment agreements of each of Mr. Young and Mr. Hack to mean (i) the sale of all or substantially all of the assets of the Company to a third party; (ii) the acquisition of more than 40% of the voting shares of the Company by a third party (by way of share purchase, amalgamation, merger or otherwise), where the existing shareholders of the Company do not retain a majority of the issued and outstanding voting shares of such successor and exclusive of the voting shares held, either directly or indirectly, by the Executive; or (iii) a change in the composition of the Board occurring at a meeting of the shareholders such that individuals who were members of the Board immediately prior to such meeting cease to constitute a majority of the Board, without the Board (as constituted immediately prior to such meeting) approving of such change. In Ms. Dyson’s employment agreement, a “Change of Control” means (i) the sale of all or substantially all of the assets of iLOOKABOUT to a third party; or (ii) the acquisition of more than fifty percent (50%) of the voting shares of the Company by a third party (by way of share purchase, amalgamation, merger or otherwise), where the shareholders of the Company do not retain a majority of the issued and outstanding voting shares of such successor.

Payments Made Upon Disability or Death

The Company does not directly operate any disability programs for any of its employees, including Named Executives, but does maintain life insurance and health benefit plans with a third party provider for its full time employees, including the Named Executives. If a Named Executive becomes disabled, such individual would be entitled to short or long term disability benefits, as applicable. The Company also maintains a policy of extended benefits for its full time executive officers (which group does not include Michael Mercer or Mike Power), with the primary distinction from the core group benefit plan being a higher potential benefit amount for long term disability, should it be required, and the requirement that the executive be able to return to their own occupation, as opposed to any occupation, for benefits to cease.

As part of the Company’s Executive Benefit Plan, the Named Executives, other than Michael Mercer and Mike Power, have or had life insurance at a benefit amount of two times the Named Executive’s annual earnings to a maximum of \$300,000.

Retirement Benefits

The Company does not provide any retirement benefits to any of its employees, including any Named Executives, at this time.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

2008 Stock Option Plan

The 2008 Stock Option Plan (the “Plan”) was approved by the shareholders of the predecessor companies of iLOOKABOUT and came into effect on April 1, 2008. Subject to certain amendments that were approved at the Company’s 2011 Annual Meeting, the Plan has been re-approved by the shareholders of iLOOKABOUT at each of the Company’s annual meetings since its adoption as required by the TSXV. A copy of the Plan, as amended, is attached as Exhibit A to this Circular.

The purpose of the Plan is to enable the Company to attract, retain and motivate directors, officers, employees and service providers by providing them with the opportunity, through options, to purchase Common Shares of iLOOKABOUT and increase their proprietary interest in the Company and its success.

The Plan provides that the Board may from time to time, in its discretion, and in accordance with the requirements of the TSXV, grant to directors, senior officers, employees and consultants, non-transferable options to purchase Common Shares of the Company in accordance with the Plan, including such other terms and conditions as the Board may impose in respect of any individual grant of options.

The number of Common Shares of the Company that may be reserved for issuance under the Plan at any time is limited to 10% of the then issued and outstanding iLOOKABOUT Common Shares. The number of Common Shares which may be issued to Insiders of the Company under the Plan, together with any other previously established or proposed share compensation arrangements, within any 12 month period is limited to 10% of the number of Common Shares issued and outstanding at the time of grant. The number of iLOOKABOUT Common Shares reserved for issuance to any one individual Insider under the Plan, together with any other previously established or proposed share compensation arrangements, within any 12 month period is limited to 5% of the issued and outstanding Common Shares, and the number of Common Shares reserved for issuance to any one consultant or to all persons who are conducting investor relation activities, including any other stock option plans or options for services, may not exceed 2% of the issued and outstanding Common Shares of the Company.

The exercise price of any options granted under the Plan will be determined by the Board at the time of such issuance based on the market price of the Company’s Common Shares less any discounts from the market price permitted by Policy 4.4 of the TSXV Corporate Manual, subject to a minimum price of \$0.10. The exercise price of any options granted to an individual cannot be reduced without the prior approval of a majority of the Company’s disinterested shareholders voting on this amendment if the holder of such option is an Insider of iLOOKABOUT when the amendment is proposed.

In accordance with the TSXV’s policies, options granted under the Plan will expire, if not exercised, at the latest of 10 years following the granting date, as the Company is listed as a Tier 1 issuer on the TSXV or such earlier time as the Board may determine at the time that such options were granted.

Options granted under the Plan are non-assignable and non-transferable, except by operation of law and as may be permitted under the policies of the TSXV and applicable securities laws. The Plan provides for an adjustment in the number of options granted in the event of a merger, consolidation, subdivision, reclassification, concession or payment of dividends in the Common Shares of the Company.

Options must be exercised on or before the earlier of their expiry date and 90 days following the cessation of an optionee’s position with the Company or its subsidiaries (30 days for options granted to investor relations employees), provided that if the cessation of employment, office, directorship, or consulting arrangement was by reason of death, the option may be exercised within a maximum period of 12 months after such death, subject to the expiry date of such option. The Plan also permits a director of the Company or any subsidiary that receives an option in lieu of cash compensation to have up to one year following the time that he or she ceases to be an Eligible Person to exercise such option.

The Company will not, upon the exercise of any option, be required to issue or deliver any Common Shares prior to (a) the admission of such shares to listing on any stock exchange on which its shares may then be listed, and (b) the completion of such registration or other qualification of such shares under any law, rules or regulation as it shall determine to be necessary or advisable.

The following chart sets out, as at December 31, 2011, the compensation plans under which equity securities of the Company are authorized for issuance.

Plan Category	Number of Securities to be Issued upon the Exercise of Outstanding Options (a)	Weighted-Average Exercise Price of Outstanding Options (b)	Number of Securities Remaining Available for Future Issuance under Equity Plans (excluding securities reflected in column (a)) (c)
Equity Compensation Plans Approved by the Securityholders	2,457,558 ⁽¹⁾	\$0.396	1,610,984
Equity Compensation Plans Not Approved by the Securityholders	N/A	N/A	N/A

Notes:

- (1) In April 2012 a further 300,000 options were granted to employees.
- (2) In addition, as of the date of this Circular, a further 993,126 options have been reserved for issuance for future Director and Executive Officer compensation.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board of iLOOKABOUT is committed to sound corporate governance practices that contribute to effective and efficient decision making, which helps contribute to stakeholder value. The Board believes that the Company's approach to corporate governance, which is summarized below, meets or exceeds its obligations under applicable securities laws, regulations and rules, including National Policy 58-201 – Corporate Governance Guidelines (the "Guidelines") except in respect of the independence of Directors.

Board Membership

According to the Guidelines, a majority of the directors of the Company should constitute "independent" directors.

Two of the five current Directors constitute independent directors, namely, Ronald Breen and John Kennedy. John C. Drake is not independent because he beneficially owns, or controls or directs, either directly or indirectly, more than ten percent of the issued and outstanding Common Shares of the Company, and Jeff Hack and Jeff Young are not independent as a result of their positions as executive officers and employees of iLOOKABOUT and its subsidiaries and the fact that they each beneficially owns, or controls or directs, either directly or indirectly, more than ten percent of the issued and outstanding Common Shares of the Company.

One of the two nominee Directors constitutes an independent director, namely Mark McArdle. The other, Geoff Davies, was independent until his appointment as the Executive Chair of iLOOKABOUT in April 2012 which made him a part-time employee of the Company.

Chair of the Board

The Chair of the Board, Geoff Davies, is not an independent director by reason of his appointment as Executive Chair in April 2012, which has made him a part-time employee of the Company and a member of Management. As Executive Chair, Mr. Davies has been tasked with redrafting the Company's strategic

plan and assisting Management in the execution of such plan. The Board has appointed a Lead Director, who shall be independent, who will chair Board meetings (or portions thereof) when Mr. Davies is required to report to the Board as the Executive Chair or during which directors are meeting without members of Management and/or non-independent directors are present. iLOOKABOUT remains committed to the concept of the separation of the offices of Chair of the Board and Chief Executive Officer.

Appointment of Lead Director

Upon the appointment of Mr. Davies as Executive Chair, the Board appointed Mr. Breen as Lead Director. The Lead Director is independent and chairs any meetings or that portion of any meeting of the Board during which Mr. Davies is required to report to the Board as the Executive Chair or during which non-Management Directors are meeting without members of Management present.

Meetings of Independent Directors

At each Board meeting, the opportunity is provided for independent directors to meet without members of Management and/or any other non-independent directors present. In addition, the independent directors are reasonably well known to each other and communicate informally without the non-independent directors present and are able to discuss any material issues of the Company that may arise outside of the official Board meeting setting as may be required.

Orientation and Continuing Education

Upon joining the Board, new directors are given copies of all Board and Company policies and procedures and meetings with Management and key personnel are held at the Company's Ontario locations to provide new directors with direct information regarding the Company's business, operations and finances.

In addition, all directors are fully educated on the issues of independent judgment in considering transactions or agreements for which they have or may have, either directly or indirectly, a material interest. In all circumstances, each director is required to declare and explain the nature of his or her material interest and is not permitted to be present when such transaction or agreement or any related matters are discussed by the Board and voted on.

The Company does not provide formal in-house continuing education to its directors. However, Board members are encouraged to participate in continuing education programs provided by independent services. Directors attending education courses are asked to provide a report (either written or oral) of what they learned at the next Board meeting in order to ensure that all directors have the benefit of such information.

In addition, the Company's counsel is well known to a majority of the current directors and is invited to attend Board meetings as deemed appropriate to provide updates as to any changes in the directors' legal obligations to the Company and its stakeholders, as well as any changes in the regulatory environment and to answer any other questions posed by the Board.

Directorships

The following table sets out the current and nominee Directors of the Company who also hold directorship in other reporting issuer(s) in any jurisdiction:

Director	Reporting Issuer's Name (and Jurisdiction)	Name of Stock Exchange or Market	Title	From	Until
John C. Drake	Critical Outcome Technologies Inc. (Ontario)	TSX Venture Exchange	Director	February 2007	Present

Code of Business Conduct and Ethics and Other Key Governance Policies

The Board has adopted a Code of Business Conduct and Ethics (the “Code”). Through the Code, the Board has set a high standard for each of its directors, executive officers, employees and consultants in respect of their dealings on behalf of, or relating to the affairs of, the Company.

Each Director and the Board as a whole are entrusted with the responsibility of monitoring full compliance with the Code. In the event of a breach of the Code, the issue is immediately referred to the Governance Committee to investigate the matter and to report back to the Board with its findings.

Since its adoption in April 2008, iLOOKABOUT has not filed any material change reports that pertain to any conduct of a director that constitutes a departure from the Code.

In addition, the Board has adopted a Conflict of Interest and Confidentiality Policy which applies not only to Directors, but also to executive officers, employees, contract workers, consultants and agents of the Company. This Policy provides guidance as to when a conflict of interest will be considered to exist and sets out the procedure to be followed with respect to the disclosure of such conflict and how such conflict is to be dealt with and resolved.

The Board has also adopted a Corporate Disclosure Policy, a policy relating to the Disclosure of Material Information and Trading in Securities and a Whistleblower Policy.

A copy of the Code and the other policies reference herein may be obtained from the Corporate Secretary of the Company at its registered office upon written request.

Nomination of Directors

During this year’s nomination process, all Directors were encouraged to submit the names of individuals who should be considered for nomination to the Board to the Nomination and Compensation Committee, including themselves, if they wished to stand for re-election.

Compensation of the Board and Executive Officers

The Nomination and Compensation Committee is responsible for reviewing the compensation, including bonuses and stock options, to be paid or granted to the Directors, as well as the Chief Executive Officer, the Chief Technology Officer and the new position of Executive Chair, and to make the appropriate recommendations relating to such matters to the Board for its consideration and approval. In making its recommendations, this Committee considers the individual’s and the Company’s overall performance and the prevailing rates in comparable companies, and tries to balance these factors with the Company’s limited cash resources.

See the Sections entitled “DIRECTOR COMPENSATION” and “EXECUTIVE COMPENSATION” above for further details.

As at December 31, 2011, the Nomination and Compensation Committee was composed of a majority of independent directors. In addition, Jeff Young, the Company’s President and CEO, is an *ex officio* member of this Committee.

Other Board Committees

In addition to the Nomination and Compensation Committee discussed above, and the Audit Committee discussed below, the Company has established a Governance Committee which is charged with responsibility for the development and oversight of the Company’s corporate governance policies and its regulatory compliance. The Governance Committee is also charged with oversight of the Disclosure Committee. The Governance Committee is made up of four directors, three of whom constituted independent directors as of December 31, 2011.

Mandates of the Board and Individual Directors

The Board has adopted mandates for the Board as a whole, as well as for each individual director. The Board approved amendments to the Board Mandate in April 2012. Copies of these Mandates, as amended, are attached as Exhibits B and C of this Circular respectively.

Assessments

In accordance with Board Policy, the Directors are required to annually complete confidential Board assessments. In addition, the Chair of the Board and the Chair of each Committee is responsible for assessing, on an annual basis, each member's performance and to communicate the results to the Board as a whole.

AUDIT COMMITTEE

Audit Committee Mandate

The Board approved amendments to the Company's Audit Committee Mandate in April 2012. This Mandate, as amended, is attached as Exhibit D of this Circular.

Composition of Audit Committee

The Company's Audit Committee is comprised of the following directors: Ronald Breen (Chair of the Committee), Geoff Davies and Mark McArdle. Each of the members of the Committee was considered to be independent directors as at December 31, 2011. The Board has determined that all of the members of the Audit Committee are financially literate.

Relevant Education and Experience

Ronald Breen, FCA – Chair

Mr. Breen received a B.A. from the University of Western Ontario in 1971, a B.Comm. from the University of Windsor in 1972 and earned his Canadian Chartered Accountant designation in 1976 while working for Peat Marwick Mitchell & Co. (now KPMG). Mr. Breen has held several financial positions in various private and public companies over the course of his 37 year career, including most recently, as the Chief Operating Officer and Chief Financial Officer of Chinook Global Limited, President and Chief Financial Officer of Wave Plastics Inc., and Executive Vice-President and Chief Financial Officer of Amtelecom Group Inc. Mr. Breen was recognized as an FCA by the Ontario Institute of Chartered Accountants in 1989.

Geoff Davies

Over the course of his career, Mr Davies has provided business and financial consulting services to various businesses in the, transportation and health care sectors. Prior to returning to his consulting business in 2008, Mr. Davies was the President and Chief Executive Officer of Century II, which operated a national courier business under the name "ICS Courier" from June 2003 until October 2007, when it was purchased by a subsidiary of TransForce Income Trust. Century II's shares were traded on the TSX. From 1969 to 1996 Mr. Davies was employed by Charterways Transportation Limited, holding various positions, including President and CEO of Charterways from 1978 to 1996 when Charterways was sold. Mr. Davies received his Masters of Business Administration degree from Harvard in 1990.

Mark McArdle

Mr. McArdle is a seasoned technology executive with over 18 years of industry experience in global product development in consumer, SMB and enterprise markets. Mr. McArdle was most recently the Chief Executive Officer of tinyHippos Inc., a mobile smartphone software and services company that was acquired by RIM in March, 2011. From September, 2009 to October, 2011, Mr. McArdle was an

Executive-in-Residence of The Accelerator Centre in Waterloo Ontario. As part of Communitech Technology Association’s Venture Services team, Mr. McArdle provided mentorship and guidance to technology companies and entrepreneurs in the areas of business and intellectual property planning and strategy, investment and channel development. Prior to joining Communitech, Mr. McArdle worked at McAfee Corporation in Sunnyvale, California for 11 years, holding various executive positions including Vice-President, Security Engineering and Senior Vice-President, Consumer Product Development. Mr. McArdle is a named inventor under several U.S. patents, primarily relating to computer security systems. Mr. McArdle is a graduate of the Ivey Business School’s Executive Program at the University of Western Ontario and has a Bachelor of Science degree from the University of Waterloo.

Audit Committee Oversight

In the most recently completed fiscal year, no recommendation made by the Audit Committee to the Board relating to the nomination or compensation of the Company’s external auditor, was not approved by such board.

Pre-Approval Policies and Procedures

The Audit Committee of iLOOKABOUT approves in advance, on a case by case basis, any non-audit services to be provided by the Company’s external auditor, in accordance with the Company’s Pre-Approval Policy for services provided by the external auditor, which is reviewed and approved annually by the Audit Committee.

External Auditor Services

The table below shows the fees billed for services, in the aggregate, to the Company for the past two fiscal years by their auditors, KPMG LLP.

Audit Fees

These fees include professional services provided by the external auditor for auditor services including the review of the interim financial statements and statutory audits of the annual consolidated financial statements.

Audit-Related Fees

These fees include professional services provided by the external auditor that are reasonably related to the audit of the Company’s financial statements and are not reported as audit services.

Tax Fees

These fees relate to professional services rendered with respect to tax compliance, tax planning and advisory services relating to the preparation of corporate tax and capital tax returns. In accordance with reporting requirements for this Circular, the amounts below have been compiled based on invoice date as opposed to the period in which the service was provided as would be required for financial reporting purposes.

(in \$ thousands)	2011	2010
Audit Fees	\$108.9	\$69.9
Audit-Related Fees	36.4	1.5
Tax Fees	2.7	8.1
Other Fees	-	-
Total Fees	\$148.0	\$79.5

OTHER MATTERS

Transfer Agent and Registrar

The transfer agent and registrar of the Common Shares of the Company is Equity Financial Trust Company (formerly known as Equity Transfer & Trust Corporation) at its principal offices in Toronto, Ontario.

Approval

The contents and the sending of this Circular have been approved by the Board of iLOOKABOUT.

Additional Information

Financial information relating to iLOOKABOUT is provided in the 2011 Audited Consolidated Financial Statements of iLOOKABOUT, and Management's Discussion and Analysis for the fiscal year ended December 31, 2011. Additional information relating to iLOOKABOUT may be obtained from SEDAR at www.sedar.com.

Shareholders may request additional copies of iLOOKABOUT's 2011 Audited Consolidated Financial Statements and Management's Discussion and Analysis by written request to the Secretary of iLOOKABOUT, 383 Richmond Street, Suite 408, London, Ontario N6A 3C4.

DATED at London, Ontario, this April 25, 2012.

(Signed) GEOFF DAVIES

CHAIR OF THE BOARD

(Signed) JEFF YOUNG

**PRESIDENT & CHIEF EXECUTIVE
OFFICER**

EXHIBIT A
ILOOKABOUT CORP.
STOCK OPTION PLAN

1. GENERAL PROVISIONS

1.1 Interpretation

For the purposes of this Plan, the following terms shall have the following meanings:

- (a) “**Affiliate**” has the meaning ascribed to that term in Policy 1.1 of the TSX Venture Exchange Corporate Finance Manual, as amended from time to time;
- (b) “**Associate**” has the meaning ascribed to that term in Policy 1.1 of the TSX Venture Exchange Corporate Finance Manual, as amended from time to time;
- (c) “**Board**” means the Board of Directors of the Company;
- (d) “**Common Shares**” means Common Shares in the capital of the Company;
- (e) “**Company**” means iLOOKABOUT Corp.;
- (f) “**Consultant**” means, in relation to the Company, an individual or Consultant Company, other than an Employee or a Director of the Company, that:
 - (i) is engaged to provide, on an ongoing bona fide basis, consulting, technical, management or other services to the Company or to an Affiliate of the Company, other than services provided in relation to a Distribution;
 - (ii) provides the services under a written contract between the Company or the Affiliate and such individual or Consultant Company;
 - (iii) in the reasonable opinion of the Company, spends or will spend a significant amount of time and attention on the affairs and business of the Company or an Affiliate of the Company; and
 - (iv) has a relationship with the Company or an Affiliate of the Company that enables the individual to be knowledgeable about the business and affairs of the Company;
- (g) “**Consultant Company**” means for an individual consultant, a company or partnership of which the individual is an employee, shareholder or partner;
- (h) “**Directors**” means directors, senior officers and Management Company Employees of the Company, or directors, senior officers and Management Company Employees of the Company’s Subsidiaries to whom stock options can be granted in reliance on a Prospectus exemption under applicable Securities Laws;
- (i) “**Discounted Market Price**” has the meaning ascribed to that term in Policy 1.1 of the TSX Venture Exchange Corporate Finance Manual, as amended from time to time;
- (j) “**Disinterested Shareholder Approval**” means a majority of the votes cast at a meeting of shareholders other than votes attaching to securities beneficially owned by:
 - (i) Insiders to whom shares may be issued pursuant to the Plan; and
 - (ii) any Associate of persons referred to in clause (i);

Non-voting and subordinate voting shares are to be given full voting rights in these circumstances.

- (k) “**Eligible Person**” means, subject to all applicable laws, any director, officer, employee, Consultant, Consultant Company or Management Company Employee of the Company or any of its Subsidiaries;
- (l) “**Insider**” has the meaning ascribed to that term in Policy 1.1 of the TSX Venture Exchange Corporate Finance Manual, as amended from time to time;
- (m) “**Management Company Employee**” means an individual employed by a person providing management services to the Company which are required for the ongoing successful operation of the business of the Company, but excluding a person engaged in investor relations activities;
- (n) “**Market Price**” has the meaning ascribed to that term in Policy 1.1 of the TSX Venture Exchange Corporate Finance Manual, as amended from time to time;
- (o) “**Option**” means an option to purchase Common Shares granted to an Eligible Person pursuant to the terms of the Plan;
- (p) “**Outstanding Issue**” is determined on the basis of the number of Common Shares that are outstanding immediately prior to the share issuance or grant of the option in question, on a non-diluted basis, excluding Common Shares issued pursuant to Share Compensation Arrangements over the preceding one-year period;
- (q) “**Participant**” means an Eligible Person to whom Options have been granted;
- (r) “**Plan**” means this Stock Option Plan of the Company as may be amended from time to time;
- (s) “**Share Compensation Arrangement**” means any stock option, share option plan, employee share purchase plan or any other compensation or incentive mechanism involving the issuance or potential issuance of Common Shares, including a share purchase from treasury which is financially assisted by the Company by way of a loan, guarantee or otherwise;
- (t) “**Subsidiary**” has the meaning ascribed to that term in the Ontario *Business Corporations Act*; and
- (u) “**Termination Date**” means the date on which a Participant ceases to be an Eligible Person.

Words importing the singular number only shall include the plural and vice versa and words importing the masculine shall include the feminine.

This Plan and all matters to which reference is made herein shall be governed by and interpreted in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

1.2 Purpose

The purpose of the Plan is to advance the interests of the Company by (i) providing Eligible Persons with additional incentive to develop and promote the growth and success of the Company, (ii) encouraging stock ownership by such Eligible Persons, (iii) increasing the proprietary interest of Eligible Persons in the success of the Company, (iv) encouraging Eligible Persons to remain with the Company or its Subsidiaries, and (v) attracting and retaining persons of outstanding competence whose efforts will dictate, to a large extent, the future growth and success of the Company.

1.3 Administration

- (a) This Plan shall be administered by the Board or a committee of the Board duly appointed for this purpose by the Board and consisting of not less than three directors. If a

committee is appointed for this purpose, all references to the Board will be deemed to be references to the Committee.

- (b) Subject to the limitations of the Plan, the Board shall have the authority:
 - (i) to grant Options to purchase Common Shares to Eligible Persons,
 - (ii) to determine the terms, limitations, restrictions and conditions respecting such grants, including, the number of Common Shares for which any Option may be granted to an Eligible Person and the exercise price at which Common Shares may be purchased under any Option to be granted to an Eligible Person,
 - (iii) to interpret the Plan and to adopt, amend and rescind such administrative guidelines and other rules and regulations relating to the Plan as it shall from time to time deem advisable, and
 - (iv) to make all other determinations and to take all other actions in connection with the implementation and administration of the Plan including, without limitation, for the purpose of ensuring compliance with Section 1.7 hereof, as it may deem necessary or advisable. The Board's guidelines, rules, regulations, interpretations and determinations shall be conclusive and binding upon the Company and all other persons.

1.4 Shares Reserved

- (a) The number of authorized but unissued Common Shares that may be issued upon the exercise of Options granted under the Plan at any time plus the number of Common Shares reserved for issuance under outstanding incentive stock options otherwise granted by the Corporation shall not exceed 10% of the issued and outstanding Common Shares on a non-diluted basis at any time, and such aggregate number of Common Shares shall automatically increase or decrease as the number of issued and outstanding Common Shares changes.
- (b) Subject only to Section 1.4(d) and Section 1.5(iv) below, the maximum number of Common Shares which may be reserved for issuance under Options in any 12 month period to any one individual under the Plan shall be 5% of the Common Shares outstanding at the time of the grant (on a non-diluted basis) less the aggregate number of Common Shares reserved for issuance to such person under any other option to purchase Common Shares from treasury granted as a compensation or incentive mechanism.
- (c) Subject only to Section 1.4(d) and Section 1.5(iv) below, the maximum number of Common Shares which may be reserved for issuance under Options in any 12 month period to any one Consultant under the Plan shall be 2% of the Common Shares outstanding at the time of the grant (on a non-diluted basis) less the aggregate number of Common Shares reserved for issuance to such person under any other option to purchase Common Shares from treasury granted as a compensation or incentive mechanism.
- (d) As long as the Company's Common Shares are listed on the TSX Venture Exchange, the maximum number of Common Shares which may be reserved for issuance under Options in any 12 month period to a Director who is employed in an investor relations capacity or to an employee who is employed in an investor relations capacity at any time under the Plan shall be the aggregate of 2% of the Common Shares outstanding at the time of the grant (on a non-diluted basis) less the aggregate number of Common Shares reserved for issuance to all persons engaged in investor relations activities under this Plan or any other option to purchase Common Shares from treasury granted as a compensation or incentive mechanism.

- (e) Any Common Shares subject to an Option which for any reason is cancelled or terminated without having been exercised, shall again be available for grant under the Plan. No fractional shares shall be issued. Please refer to Section 1.9(d) for the manner in which a fractional share value shall be treated.
- (f) If there is a change in the outstanding Common Shares by reason of any stock dividend or any recapitalization, amalgamation, merger, subdivision, consolidation, combination or exchange of shares, or other corporate change, the Board shall make, subject to the prior approval of the relevant stock exchanges, appropriate substitution or adjustment in:
 - (i) the number or kind of shares or other securities reserved for issuance pursuant to the Plan, and
 - (ii) the number and kind of shares subject to unexercised Options theretofore granted and in the option price of such shares;

provided however, that no substitution or adjustment shall obligate the Company to issue or sell fractional shares. If the Company is reorganized, amalgamated or merged with another corporation or consolidated, the Board shall make such provisions for the protection of the rights of Participants as the Board in its discretion deems appropriate.

1.5 Limits with respect to Insiders

Subject only to obtaining approval of the TSX Venture Exchange (and any other exchange upon which the Common Shares of the Company may be posted and listed for trading) and Disinterested Shareholder Approval for the grant of any Options under the circumstances described in this Section 1.5, the Company may cause:

- (i) the number of Common Shares reserved for issuance pursuant to Options granted to Insiders to exceed 10% of the Outstanding Issue;
- (ii) the grant to Insiders, within a one-year period, of Options to purchase Common Shares that exceed 10% of the Outstanding Issue;
- (iii) at such time as the Company's Common Shares are listed on Tier 1 of the TSX Venture Exchange, the issuance to any one Insider, within a one year period of a number of shares exceeding 5% of the Outstanding Issue; or
- (iv) a reduction in the exercise price of Options previously granted to Insiders.

Any Common Shares issuable pursuant to an option granted to a Participant prior to the Participant becoming an Insider shall be excluded for the purposes of the limits set out in this Section 1.5.

1.6 Amendment and Termination

- (a) The Board may amend, suspend or terminate the Plan or any portion hereof at any time in accordance with applicable legislation, and subject to any required regulatory approval. No such amendment, suspension or termination shall alter or impair any Options or any rights pursuant thereto granted previously to any Participant without the consent of such Participant. If the Plan is terminated, the provisions of the Plan and any administrative guidelines and other rules and regulations adopted by the Board and in force at the time of such termination shall continue in effect during such time as an Option or any rights pursuant thereto remain outstanding.
- (b) With the consent of the affected Participants, the Board may amend or modify any outstanding Option in any manner to the extent that the Board would have had the authority to initially grant such award as so modified or amended, including without

limitation, to change the date or dates as of which an Option becomes exercisable, subject to the prior approval of the relevant stock exchanges.

1.7 Compliance with Legislation

The Plan, the grant and exercise of Options hereunder and the Company's obligation to sell and deliver Common Shares upon exercise of Options shall be subject to all applicable federal, provincial and foreign laws, rules and regulations, the rules and regulations of any stock exchange on which the Common Shares are listed for trading and to such approvals by any regulatory or governmental agency as may, in the opinion of counsel to the Company, be required but shall not require the Company to file a prospectus in relation to the granting of an Option or the issuance of Common Shares upon the exercise of an Option. The Company shall not be obliged by any provision of the Plan or the grant of any Option hereunder to issue or sell Common Shares in violation of such laws, rules and regulations or any condition of such approvals. No Option shall be granted and no Common Shares issued or sold hereunder where such grant, issue or sale would require registration of the Plan or of Common Shares under the securities laws of any foreign jurisdiction and any purported grant of any Option or issue or sale of Common Shares hereunder in violation of this provision shall be void. In addition, the Company shall have no obligation to issue any Common Shares pursuant to the Plan unless such Common Shares shall have been duly listed, upon official notice of issuance, with all stock exchanges on which the Common Shares are listed for trading. Common Shares issued and sold to Participants pursuant to the exercise of Options may be subject to limitations on sale or resale under applicable securities laws. In addition to resale restrictions under applicable securities laws, and as long as the Company's Common Shares are listed on the TSX Venture Exchange, all Options and Common Shares issued on the exercise of Options must be legended with a four month hold period from the date of grant. If Options are granted to any resident or citizen of the United States, the Board and the Company will use their best efforts to ensure that all matters pertaining to such Options shall be made in compliance with applicable United States securities laws.

1.8 Effective Date

The Plan shall become effective upon the creation of the Company

1.9 Miscellaneous

- (a) Nothing contained herein shall prevent the Board from adopting other or additional compensation arrangements, subject to any required regulatory or shareholder approval.
- (b) Nothing contained in the Plan nor in any Option granted hereunder shall be deemed to give any Participant any interest or title in or to any Common Shares of the Company or any rights as a shareholder of the Company or any other legal or equitable right against the Company whatsoever other than as set forth in the Plan and pursuant to the exercise of any Option.
- (c) The Plan does not give any Participant the right or obligation to or to continue to serve as a director, officer or employee, as the case may be, of the Company or any of its Subsidiaries. The awarding of Options to any Eligible Person is a matter to be determined solely in the discretion of the Board. The Plan shall not in any way fetter, limit, obligate, restrict or constrain the Board with regard to the allotment or issue of any Common Shares or any other securities in the capital of the Company or any of its Subsidiaries other than as specifically provided for in the Plan.
- (d) No fractional Common Shares shall be issued upon the exercise of Options granted under the Plan and, accordingly, if a Participant would become entitled to a fractional Common Share upon the exercise of an Option, such Participant shall only have the right to purchase the next lowest whole number of Common Shares and no payment or other adjustment will be made with respect to the fractional interest so disregarded.

2. OPTIONS

2.1 Grants

Subject to the provisions of the Plan, the Board shall have the authority to determine the limitations, restrictions and conditions, if any, in addition to those set forth in Section 2.3 hereof, applicable to the exercise of an Option, including, without limitation, the nature and duration of the restrictions, if any, to be imposed upon the sale or other disposition of Common Shares acquired upon exercise of the Option, and the nature of the events, if any, and the duration of the period in which any Participant's rights in respect of Common Shares acquired upon exercise of an Option may be forfeited. An Eligible Person may receive Options on more than one occasion under the Plan and may receive separate Options on any one occasion.

2.2 Option Price

The Board shall establish the Option price at the time each Option is granted, which shall, as long as the Company's Common Shares are listed on the TSX Venture Exchange, be not less than the Discounted Market Price. At such time as the Company's Common Shares are listed on the TSX Exchange, the Option price shall be not less than the "market price" as defined in the TSX Company Manual.

The Option price shall be subject to adjustment in accordance with the provisions of Section 1.4(f) hereof.

2.3 Exercise of Options

- (a) Options granted must expire not later than:
 - (i) as long as the Company's Common Shares are listed on Tier 2 of the TSX Venture Exchange, a maximum of 5 years from the date of grant; or
 - (ii) at such time as the Company's Common Shares are listed on Tier 1 of the TSX Venture Exchange or on the TSX Exchange, a maximum of 10 years from the date of grant.
- (b) Options will vest at the discretion of the Board, as determined at the time of each grant, provided that Options granted to employees or Consultants performing investor relations activities shall vest in stages over 12 months with no more than one quarter of the Options vesting in any three month period.
- (c) Options shall not be assignable or transferable by the Participant otherwise than by will or the laws of descent and distribution, and shall be exercisable during the lifetime of a Participant only by the Participant and after death only by the Participant's legal representative.
- (d) Subject to Section 2.3(a) and except as otherwise determined by the Board:
 - (i) if a Participant ceases to be an Eligible Person which, for the purposes of this subsection does not include persons engaged in investor relations activities, for any reason whatsoever other than death, each Option held by the Participant will cease to be exercisable no more than 90 days after the Termination Date; provided that, in respect of any Option granted to a director of the Company or any Subsidiary in lieu of cash compensation, such Option will cease to be exercisable no more than one year after the Termination Date. Options granted to Participants engaged in investor relations activities must expire within 30 days after such Participant ceases to be employed or engaged to provide investor relations activities. If any portion of an Option is not vested by the Termination Date, that portion of the Option may not under any circumstances be exercised by the Participant. Without limitation, and for greater certainty only, this provision will apply regardless of whether the Participant was dismissed with or without

cause and regardless of whether the Participant received compensation in respect of dismissal or is entitled to a period of notice of termination which would otherwise have permitted a greater portion of the Option to vest with the Participant;

- (ii) if a Participant dies, the legal representative of the Participant may exercise the Participant's Options within one year after the date of the Participant's death, but only to the extent the Options were by their terms exercisable on the date of death;
 - (iii) the retirement of any Participant who is a director of the Company or any Subsidiaries at any annual general meeting of the Company or such Subsidiaries as required by the constating documents of the Company or Subsidiaries, as the case may be, shall not result in the termination of the Option granted to such Participant provided that such Participant is re-elected at such annual general meeting as a director of the Company or such Subsidiary, as the case may be;
 - (iv) the change in the duties or position of a Participant or the transfer of such Participant from a position with the Company to a position with a Subsidiary, or vice-versa, shall not trigger the termination of such Participant's Option provided such Participant remains an Eligible Person.
- (e) Each Option shall be confirmed by an Option agreement executed on behalf of the Company by any one director of the Board or officer of the Company and by the Participant and each Option agreement shall incorporate such terms and conditions as the Board in its discretion deems appropriate and consistent with the terms of the Plan.
 - (f) The exercise price of each Common Share purchased under an Option shall be paid in full in cash or by bank draft or certified cheque at the time of such exercise, in lawful money of Canada, and upon receipt of payment in full, but subject to the terms of the Plan, the number of Common Shares in respect of which the Option is exercised shall be duly issued as fully paid and non-assessable.
 - (g) Subject to the terms and conditions of this Plan, an Option may be exercised by written notice signed by the Participant and dated the date of exercise, and not post-dated, stating that the Participant elects to exercise his rights to purchase Common Shares under such Option and the number of Common Shares in respect of which such Option is being exercised, accompanied by full payment for the Common Shares being purchased under such Option delivered to the Company at its principal office (or such other address as the Board may, from time to time, in writing, direct) addressed to the attention of the President of the Company. Delivery of any notice of exercise accompanied by the payment may be made by personal delivery, by courier service or by agent.
 - (h) Upon exercise of an Option, a certificate or certificates evidencing the Common Shares in respect of which the Option is exercised shall forthwith be delivered to the Optionee.
 - (i) Notwithstanding the time or times specifically provided herein or in an Option agreement for the exercise of an Option, the Participant may elect to purchase all or any of the Common Shares remaining subject to such Option at any time if a "take-over bid" or an "issuer bid" occurs (within the meaning of any securities laws or other Federal, Provincial or State laws or regulations).

2.4 Representation by Optionees

Each Option agreement shall provide that upon each exercise of an Option, the Participant (including for the purposes of this Section 2.5 each other person who, pursuant to Section 2.3(d) hereof, may purchase

Common Shares under an Option granted to an Eligible Person) shall, if so requested by the Company, represent and agree in writing that:

- (a) the person is, or the Participant was, a director, officer, employee or Consultant of the Company or a director, officer, employee or Consultant of any Subsidiary and has not been induced to purchase the Common Shares by expectation of employment or continued employment;
- (b) the person is purchasing the Common Shares pursuant to the exercise of such Option as principal for the Participant's own account (or if such Participant is deceased, for the account of the estate of such deceased Participant) for investment purposes, and not with a view to the distribution or resale thereof to the public;
- (c) the person will, prior to and upon any sale or disposition of any of the Common Shares purchased pursuant to the exercise of such Option, comply with all applicable securities laws and any other federal, provincial or state laws or regulations to the extent that such laws or regulations are applicable to such sale or disposition; and
- (d) such Participant (or such other person) will not offer, sell or deliver any of the Common Shares purchased pursuant to the exercise of such Option, directly or indirectly, in the United States or to any citizen or resident of, or any corporation, partnership or other entity created or organized in or under the laws of, the United States, or any estate or trust the income of which is subject to United States federal income taxation regardless of its source, except in compliance with United States federal and state securities laws. The Participant acknowledges that the Company has the right to place any restriction or legend on any securities issued pursuant to this agreement or its Plan including, but in no way limited to placing a legend to the effect that the securities have not been registered under the Securities Act (1933) of the United States and may not be offered or sold in the United States unless registration or an exemption from registration is available.

The Company may employ other procedures and require further documentation from a Participant to ensure compliance with all applicable laws.

The issue and sale of Common Shares pursuant to any Option granted under the Plan is specifically conditional on such issue and sale being made in compliance with applicable securities laws, and the Company shall have no obligation to issue or sell any Common Shares pursuant to the exercise of any Option unless the Board determines in its sole discretion that such issue and sale will be made in compliance with applicable securities laws without the requirement that a prospectus be filed in connection therewith. The Company will be entitled to take such action as it deems necessary to restrict the transferability in the United States of any Common Shares acquired on exercise of any Option.

2.5 Representation by the Company

Each Option agreement related to Options granted to an employee, Consultant or Management Company Employee shall include a representation by the Company that the Participant is a bona fide employee, Consultant or Management Company Employee of the Company or its Subsidiaries.

2.6 Notice to Commissions and Exchanges

The Company will give notice to all applicable securities commissions and other regulatory bodies in Canada and the United States and all applicable stock exchanges and other trading facilities upon which the Common Shares are listed or traded, as may be required, of its adoption of this Plan and of its entering into Option agreements with Eligible Persons and the terms and conditions for the purchase of Common Shares under such Option agreements, and will use all reasonable efforts to obtain any requisite approvals as may be required from such bodies, exchanges and trading facilities.

2.7 Prior Plans

On the effective date (as set out in Section 1.8 hereof), subject to approval by the TSX Venture Exchange and, if required, shareholder approval:

- (a) the Plan shall entirely replace and supersede prior stock option plans, if any, enacted by the Company or any predecessor entities of the Company; and
- (b) all outstanding options shall be deemed to be granted pursuant to the Plan

EXHIBIT B
MANDATE OF THE BOARD

I. OBJECTIVE AND SCOPE

- A. The Board of Directors (“Board”) of ILA has the responsibility to supervise the management of the business and affairs of the Corporation, including, without limitation, the specific duties described below. In addition, individual Directors have the responsibilities and specific duties set out in the *Individual Director Mandate*.

II. COMPOSITION

- A. As determined by the Board and approved by the Shareholders from time to time, the Board will be comprised of between three and eleven directors. Save in the case of a temporary vacancy on the Board, a majority of the Board will be non-Management directors, and the Board shall include such proportion of independent Directors (as such term is defined in applicable securities regulations) as the Board determines to be best practice in the circumstances.
- B. All Directors will have the skills and abilities appropriate to enable each of them to discharge their duties and obligations as directors of the Corporation. It is recognized that the right mix of experiences and competencies of individual directors will help ensure that the Board carries out its duties and responsibilities in the most competent and effective manner.
- C. Subject to the Articles and By-Laws of ILA, Directors will be elected for a term of three years, which term to end immediately prior to the annual meeting of shareholders at which Directors are to be elected. In conjunction with the commencement of the application of the three year term and in order to implement staggered director terms the Nomination and Compensation Committee will make recommendations to the board on the length of the first term of each director. In circumstances arising from vacancies, a Director may be elected for a shorter term to coincide with the term of the vacated director position or, where the vacancy results from an increase in the size of the Board, to expire at the next following annual meeting. Board members will serve until their resignation is tendered to the Corporation, they cease to be qualified by law, the By-laws of the Corporation or Board policy or their successors are duly elected.

III. RESPONSIBILITY

- A. The Board is responsible for the stewardship of ILA, providing independent, effective leadership to supervise the CEO of ILA in respect of the Corporation’s business and affairs in order to grow value responsibly, in a profitable and sustainable manner.
- B. The Board has a fiduciary duty to act only in the best interest of the Corporation.

IV. LEADERSHIP

- A. The Board shall:
- i. provide leadership and strategic vision, and provide oversight of the CEO of ILA.

- ii. ensure that a process is in place for the development of, and adherence to, the Mission Statement and Strategic Plan of ILA ; and
- iii. review and approve an Annual Operating Plan for ILA, including business plans, operational requirements, organizational structure, staffing and budgets that is consistent with and in furtherance of the Strategic Plan.

V. CHIEF EXECUTIVE OFFICER (“CEO”)

A. The Board shall:

- i. select, appoint, evaluate and, as appropriate, counsel, discipline or terminate, the CEO; and
- ii. approve or develop the corporate objectives for which the CEO is responsible and ensure an assessment methodology is in place for measuring success and ensure that the CEO is assessed annually against those objectives.

VI. SUCCESSION AND COMPENSATION

A. The Board shall:

- i. ensure that a process is in place for succession planning for each member of Senior Management;
- ii. ensure that a process is in place for the identification, training and development of Senior Management; and
- iii. monitor and approve all changes in Board-appointed Senior Management personnel.

VII. ETHICS AND INTEGRITY

A. The Board shall:

- i. set an ethical and professional tone for ILA and its Senior Management;
- ii. foster ethical and responsible decision-making behaviour of Senior Management;
- iii. take all reasonable steps to ensure that the CEO and other members of Senior Management create and promote a culture of integrity throughout the organization;
- iv. approve and regularly review and update as necessary ILA’s Code of Business Conduct and Ethics and other corporate governance policies;
- v. monitor compliance with ILA’s Code of Business Conduct and Ethics and grant and disclose or decline, as appropriate, any waivers of the Code of Business Conduct and Ethics for Senior Management or Directors; and
- vi. respond to potential conflict of interest situations involving Directors or Senior Management of ILA.

VIII. GOVERNANCE

A. The Board shall:

- i. establish governance policies and processes that are in compliance with applicable regulatory requirements and good governance practices;
- ii. at least annually, ensure that an evaluation is performed of each of the following:
 - a. Governance Policies;
 - b. Board Mandate;
 - c. Individual Director Mandate;
 - d. Chair of the Board Mandate;
 - e. Audit Committee Mandate;
 - f. Whistle Blower Policy;
 - g. Role of a Committee Chair;
 - h. Governance Committee Mandate
 - i. Nominating & Compensation Committee (“NCC”) Mandate;
 - j. Job Descriptions:
 - Chief Executive Officer Position Description;
 - Chief Financial Officer Position Description;
 - k. ILA’s Code of Business Conduct and Ethics;
 - l. Disclosure Policy; and
 - m. such other governance policies or processes that may be adopted from time to time,
- iii. ensure that ILA’s governance practices and policies are appropriately disclosed;
- iv. on an annual basis, assess and determine which Directors are “independent” within the meaning of relevant securities regulations; and
- v. as required under applicable securities regulations, determine those individual Directors serving on the Audit Committee who are qualified as being “financially literate” and ensure that appropriate disclosures of such qualifications are made.

IX. COMMUNICATIONS, DISCLOSURE AND COMPLIANCE

A. The Board shall:

- i. ensure that a current Disclosure Policy is in place for ILA which addresses disclosure matters;
- ii. at least annually, review the Disclosure Policy and consider any recommended changes;
- iii. ensure policies and procedures are in place to help ensure ILA’s compliance with applicable laws, including timely disclosure of relevant corporate information and regulatory reporting; and
- iv. ensure measures are in place and appropriately disclosed for receiving feedback from stakeholders.

X. BOARD CHAIR

- A. At the first meeting of the Board following each annual meeting of shareholders, or as more often as required, the Board shall appoint the Chair of the Board.

XI. COMMITTEES

- A. Unless otherwise approved by the Board, but subject to applicable laws, the Board will appoint the following committees:
 - i. an Audit Committee comprised of a majority of independent directors with the responsibility to assist the Board in fulfilling its oversight responsibilities with respect to (a) the integrity of annual and quarterly financial statements; (b) the external auditor's qualifications and independence; (c) the system of internal controls and the effectiveness of such internal controls to ensure compliance with policies and procedures relating to both financial transactions and financial reporting; (d) the external audit processes; and (e) the performance of the external auditors;
 - ii. a Governance Committee comprised of such proportion of independent Directors as is considered, from time to time, as best practice in the circumstances, with the responsibility to assist the Board in fulfilling its oversight responsibilities with respect to (a) the development and implementation of good governance principles and systems for Senior Management; (b) the implementation and effectiveness of the Code of Business Conduct and Ethics; (c) reviews of committees, membership of committees and roles of committees; (d) evaluations of the Board, Board Committees, the Board Chair and Committee Chairs and individual directors, all with a view to ensuring ILA is "leading edge" in implementing best-in-class governance practices; and (e) its disclosure obligations under applicable securities regulations, including the oversight of a Disclosure Committee;
 - iii. a Nomination and Compensation Committee which shall assist the Board in the performance of its duties and obligations in respect of director recruitment and nominations and Directors and Senior Management compensation administration responsibilities and processes and making recommendations to the Board in respect of same as appropriate; and
 - iv. such other committees, whether standing or special, and having such authority and mandate as the Board may determine necessary or advisable; and
 - v. in the Board's discretion, confirm the annual appointments of Chairs of each Board Committee.

XII. DELEGATIONS AND APPROVAL AUTHORITIES

- A. The Board shall delegate authority and approve matters in accordance with the following guidelines:
 - i. establish, and review as required, limits of authority for the CEO;
 - ii. consider and, in the Board's discretion, approve financial and other commitments that are in excess of delegated authority;

- iii. pursuant to the recommendations of the Audit Committee, review and approve the annual and quarterly financial statements, management's discussion and analysis and news releases;
- iv. implement a system for the approval of all documents required for filing or public dissemination prior to their release;
- v. consider and, in the Board's discretion, approve any matters recommended by Board Committees; and
- vi. consider and, in the Board's discretion, approve any matters proposed by Senior Management.

XIII. STRATEGY

A. The Board shall:

- i. ensure that a process is in place to develop and complete timely strategic planning that is focused on maximizing stakeholder value;
- ii. annually review and, at the discretion of the Board, amend, reconfirm or approve, as appropriate, ILA's Strategic Plan; and
- iii. monitor ILA's performance against the Strategic Plan.

XIV. ANNUAL OPERATING PLAN [BUDGET]

- A. The Board shall review and approve Senior Management's Annual Operating Plan, subject to such amendments as it may determine to be necessary or advisable.
- B. The Board shall monitor ILA's performance against the approved Annual Operating Plan.

XV. RISK ASSESSMENT

A. The Board shall ensure policies and procedures are in place to:

- i. identify ILA's principal business risks and opportunities;
- ii. identify any risks which may be material to ILA; and
- iii. ensure that appropriate systems are in place to monitor and manage such risks.

XVI. ORIENTATION/EDUCATION

A. The Board shall:

- i. ensure that a comprehensive director orientation program is in place and that it is functioning on a timely basis; and

- ii. ensure the provision of ongoing internal and third party education programs for Directors.

XVII. BOARD PERFORMANCE

- A. The Board shall receive and respond appropriately to the annual evaluation of the performance and effectiveness of the Board, individual Directors, Board Committees, the Board Chair and Committee Chairs.

XVIII. BOARD MEETINGS

- A. The Board shall conduct its meetings in accordance with the following guidelines:
 - i. attendance in person is an obligation incumbent upon Directors; however, the Board may, on occasion and in appropriate circumstances, permit attendance by teleconference;
 - ii. ensure separate, in camera sessions of the Board are held without Senior Management present at each regularly scheduled meeting or as more often as deemed appropriate, with such other internal personnel or outside advisors as are needed or appropriate; and
 - iii. ensure separate, in camera sessions, of independent Directors are held at each regularly scheduled meeting or as more often as deemed appropriate.

XIX. ADVISORS/RESOURCES

- A. On terms to be established by the Board from time to time, the Board may retain and compensate advisors to assist the Board in its activities as may be required or determined advisable.

XX. OTHER

- A. The Board shall:
 - i. honour both the spirit and the intent of applicable laws, the Corporation's By-Laws and the provisions of the Governance Manual as they evolve; and
 - ii. ensure a review of this Mandate occurs no less than annually.

EXHIBIT C
MANDATE OF INDIVIDUAL DIRECTORS

I. OBJECTIVE AND SCOPE

- A. In addition to the responsibility and specific duties set out in the Board Mandate and any other applicable mandate, position description or at law, an individual Director has the oversight responsibility and specific duties described below.

II. APPOINTMENT

- A. Each Director will be a duly elected or appointed member of the Board and will have the competencies and skills determined to be necessary or desirable by the Governance Committee and the Board. Subject to the nomination of a Director by a shareholder at a shareholders meeting in accordance with the Corporation's by-laws, nominee Directors will usually be recommended by the Nomination and Compensation Committee and the Board. Directors will be elected by the shareholders at the annual general meeting (or a more often as required) for a term of three years ending immediately following the end of the third annual meeting following such appointment.
- B. In the event that a vacancy occurs on the Board, either as a result of a Director ceasing to act or as a result of an increase in the number of Directors, the Board may, subject to applicable law, appoint a person to fill such vacancy for the balance of the term of the departed Director or the Board may operate with such vacancy until the next following meeting of shareholders, at which time such vacancy will be filled.

III. ATTENDANCE

- A. Individual Directors are expected to attend all meetings of the Board and any Board Committee which they are a member in person. In addition to meetings scheduled to be held by teleconference, it is acceptable for an individual Director, on occasion and in appropriate circumstances, to attend a meeting by teleconference or to miss a meeting. Director's attendance shall be disclosed annually in the Corporation's Management Information Circular.

IV. RESPONSIBILITY

- A. Each individual Director of ILA shall contribute actively and collaboratively to the effective governance of ILA.

V. FIDUCIARY DUTY

- A. Each Director shall:
- i. comply with ILA's Code of Business Conduct and Ethics; and
 - ii. demonstrate integrity and high ethical standards in the individual's business dealings and personal affairs.
 - iii. act in the best interest of the Corporation

VI. GOVERNANCE

A. Each Director must:

- i. understand the difference between governance and oversight responsibilities and day-to-day operational management, and function effectively in the governance and oversight role; and
- ii. work effectively and constructively with other Directors and Senior Management.

VII. CONTRIBUTION AND INDEPENDENCE

A. In discharging their duties, individual Directors shall:

- i. have sufficient time and energy to devote to fulfill his or her duties and responsibilities as a Director of the Corporation;
- ii. consult with the Chair of the Board in considering an appointment as a director of any other public or non-reporting corporation or entity;
- iii. prepare for, attend and contribute knowledgeably and effectively at meetings of the Board and any Committee of which the Director is a member;
- iv. listen carefully and ask appropriate questions of Senior Management to encourage full and open discussion of key issues and risks facing the Corporation and fulfill the Director's individual duties and responsibilities;
- v. be independent-minded and respectful of others opinions within the boardroom in dealing with business and governance issues of the Corporation; and
- vi. advise the Chair of the Board and the Chair of the Governance Committee of any changes in factors that could affect the independence or effectiveness of the Director.

VIII. SKILLS, COMPETENCIES AND CONTINUING EDUCATION

A. Each Director must:

- i. within a reasonable time following his or her appointment or election, participate in the Corporation's Director Orientation Program;
- ii. maintain or enhance the competencies and skills that he or she is expected to bring to the Board and regularly apply such competencies and skills effectively to the strategic issues and risks facing ILA; and
- iii. participate in continuing education opportunities that are either provided or approved by the Board to maintain or enhance the Director's skills and abilities and help ensure that the individual Director's knowledge and understanding of ILA's business remains current.

IX. PERFORMANCE

- A. Each Director shall participate in the annual personal performance assessment and that of other members of the Board, as well as the Board as a whole.

X. ADVISORS/RESOURCES

- A. Directors may, with the prior approval of the Governance Committee, engage independent advisors at ILA's expense in appropriate circumstances.

XI. OTHER

- A. The Directors shall:
 - i. carry out any other appropriate duties and responsibilities assigned by the Board or a Committee of which the individual Director is a member; and
 - ii. at least annually, or more frequently as determined appropriate by the Governance Committee, evaluate and review updates to the Board policies and procedures which have been recommended to the Board for consideration by the Governance Committee.

EXHIBIT D
AUDIT COMMITTEE MANDATE

I. PURPOSE OF THE AUDIT COMMITTEE

- A. The purpose of the Audit Committee is to fulfill the applicable public company's audit committee's legal and regulatory obligations and to provide assistance to the Board to enable it to fulfill its oversight responsibilities in relation to the financial reporting process, the system of internal controls, the audit process and management of the Corporation's risks as they relate to financial reporting.

II. STRUCTURE OF THE COMMITTEE

A. Composition

The Audit Committee shall be a standing committee of the Board of ILA and shall be composed of no less than three directors, a majority of whom shall be independent and all of whom shall be financially literate, as such terms are defined in applicable securities regulations. In addition, the Chair of the Board may be a non-voting, ex officio member of the Audit Committee.

B. Quorum

Quorum for any meeting of the Audit Committee shall be a majority of voting Members present in person, by teleconference or any combination thereof.

C. Appointment of Members

Members of the Audit Committee shall be appointed by the Board annually on the recommendation of the Governance Committee, and shall hold office at the pleasure of the Board. Where practical, no more than two members of the Audit Committee will rotate in any given year.

D. Role and Responsibilities of Committee

The roles and responsibilities of the Audit Committee shall be clearly defined to ensure that Members of the Committee understand their duties and responsibilities.

E. Chair of the Audit Committee

At the first meeting of the Audit Committee following its formation each year, or at such other times as may be required, the Members of the Audit Committee shall appoint from amongst themselves a Chair of the Audit Committee. The Committee shall report such appointment back to the Board at its next meeting for its confirmation. The duties of the Chair are set out in Section IV hereof.

In the absence of the Chair at any Audit Committee meeting, those Members present shall appoint a voting Member of the Audit Committee to be the Chair for the purposes of the conduct of that meeting.

F. Qualification of Members

Members of the Audit Committee shall, during their tenure on such committee, meet applicable requirements and guidelines for audit committee service, including those relating to being independent and unrelated to the Corporation and financial literacy. Determination as to whether a particular Director satisfies the requirements for membership on the Audit Committee shall be made by the full Board.

G. Vacancy

A vacancy occurring in the membership of the Audit Committee may be filled by the Board at its discretion, provided that the Board shall fill any vacancy to ensure that there is a minimum of three members on the Audit Committee at all times.

H. Compensation for Committee Members

No Audit Committee Member shall receive any non-expense compensation from the Corporation other than what that Member is entitled to as a member of the Board or as an Audit Committee Member.

I. Number and Timing of Meetings

The Audit Committee shall meet at least four times a year, which meetings shall be scheduled to permit timely review of quarterly and annual financial statements and related documents.

Additional meetings may be held at the discretion of the Chair of the Audit Committee or at the request of a Member of the Audit Committee, the external auditors or Senior Management.

J. Secretary

A secretary of the Audit Committee shall be designated by the Audit Committee, and that person shall act as recording secretary for the Audit Committee and produce minutes of all meetings of the Committee in a timely manner. The secretary may, but need not be, a member of the Audit Committee.

K. Meetings with Senior Management and the External Auditors

The Audit Committee shall meet separately with Senior Management and the external auditors at least once per financial quarter and shall meet at such other times as the Audit Committee deems appropriate.

L. Notice and Place of Meetings

Notice of any meeting of the Audit Committee may be given orally, by facsimile, electronically, including by email, or in writing to each Audit Committee Member at least 48 hours in advance of such meeting, provided that any Member may waive such notice. Attendance by a Member of the Audit Committee at any meeting shall be deemed a waiver of notice of such meeting unless his or her attendance is made for the purpose of objecting to the manner in which the meeting was called.

A Member of the Audit Committee who attends a meeting for the purpose of objecting to whether the meeting was lawfully called shall not be considered to have waived the required notice.

M. Invitees

By invitation of the Chair of the Audit Committee, individuals who are not members of the Audit Committee may attend meetings, or portions thereof, from time to time, and may participate in discussions related to issues before the Audit Committee. However, only voting Members of the Audit Committee are entitled to vote at any such meeting.

N. Minutes and Procedures of Meetings

Subject to statutory requirements and the By-laws of the Corporation, the Audit Committee may set its own procedures at meetings, keep records of its proceedings and report to the Board when the Audit Committee considers it appropriate, but in any event not later than at the next following Board meeting. Minutes of an Audit Committee meeting shall be tabled at the next Board meeting following the approval of such minutes by the Committee.

O. Delegation of Responsibilities

The Audit Committee may delegate to any person or subcommittee of the Audit Committee any of the Audit Committee's responsibilities that may be lawfully delegated.

P. External Auditors

The external auditors of the Corporation are ultimately accountable to the Board and shall report directly to the Audit Committee, in each case as representatives of the shareholders.

Q. Mandate

The Audit Committee shall review and reassess the adequacy of the Audit Committee Mandate on an annual basis to ensure that it accurately specifies the scope of the Committee's responsibilities and adequately sets out how the Committee is to carry out these responsibilities.

III. DUTIES OF THE COMMITTEE

The duties of the Audit Committee include, *inter alia*,

A. Compliance

- i. ensuring the Corporation's compliance with legal and regulatory requirements in respect to financial reporting and disclosure;
- ii. ensuring that Senior Management has implemented appropriate systems to identify and monitor Senior Management's and the Board's response to such issues as:
 - a. business risks;
 - b. legal, ethical and regulatory compliance; and

- c. internal systems of control and the effectiveness of such internal controls to ensure compliance with policies and procedures relating to both financial transactions and financial reporting;

B. Meetings

- i. ensuring that accurate minutes of all meetings of the Audit Committee are taken and approved at the next following meeting of the Committee and subsequently submitted to the Board at its next meeting for acceptance;

C. Internal Controls

- i. maintaining the integrity and quality of the Corporation's financial reporting and systems of internal control by overseeing Senior Management's system of internal control and reporting process in respect of such controls;

D. External Auditors

- i. reviewing and ensuring the qualifications and independence of the Corporation's external auditors;
- ii. making recommendations to the Board in respect of the appointment or re-appointment of external auditors for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation;
- iii. overseeing and evaluating the performance of the external auditors;
- iv. reviewing the annual audit plan prepared by the external auditors and Senior Management, as well as the proposed audit fees;
- v. reviewing the external audit process and determining whether it has been effectively carried out and whether any matters that the external auditors wish to bring to the attention of the Board have been afforded adequate attention;
- vi. making recommendations to the Board regarding remuneration for external auditors;
- vii. pre-approving all auditing services and permitted non-audit services to be performed for the Corporation by the external auditors;
- viii. meeting separately with the Corporation's internal auditor (if applicable), external auditors and Senior Management at least quarterly to assess issues and make determinations on whether issues need to be taken to the Board for review and assessment;
- ix. evaluating the independence of the external auditors in accordance with applicable professional requirements, and determining whether disclosed relationships or services may impact the objectivity and independence of the external auditors and ensuring that such independence has been documented in written correspondence to the Audit Committee;

- x. having responsibility for overseeing the work of the external auditors, including the resolution of disagreements regarding financial reporting between Senior Management and the external auditors; and
- xi. evaluating the external audit process and determining whether the external audit has been completed in accordance with applicable law;

E. Financial Reporting

- i. reviewing interim and annual financial statements of the Corporation;
- ii. reviewing changes in significant accounting policies and evaluating the impact of such changes on the current and future financial statements of the Corporation;
- iii. preparing, if required, an Audit Committee report for inclusion in the Corporation's annual Management Information Circular in accordance with applicable securities regulations;
- iv. reviewing and monitoring the effectiveness of disclosure controls and procedures to ensure material information or material changes which require public disclosure is appropriately disclosed in a timely fashion;
- v. being satisfied that adequate procedures are in place for the timely review of the Corporation's public disclosure of financial and other information extracted or derived from the Corporation's financial statements and periodically assessing the adequacy of those procedures;
- vi. reviewing and recommending to the Board for its approval the public release and filing of annual audited consolidated financial statements and quarterly unaudited consolidated financial statements of the Corporation, including news releases and management's discussion and analysis (MD&A);
- vii. reviewing the information contained in the Corporation's quarterly reports, annual report to the shareholders, MD&A, Annual Information Form, prospectuses and other public disclosure material to ensure that such information is complete and presented fairly;
- viii. reviewing material litigation and tax assessments in order to determine whether any such matters may have a material impact on the financial position of the Corporation; and
- ix. considering the Corporation's annual financial statements and ascertaining, after a review with external auditors and Senior Management, whether such statements present fairly and in all material respects, the financial position of ILA in accordance with generally accepted accounting principles, whether the selection of accounting policies is appropriate for the Corporation, and whether the financial statements should be recommended to the Board for its approval;

F. Reviewing Terms of Reference and Committee's Performance

- i. routinely assessing its effectiveness against the Audit Committee Mandate and reporting the results of such assessment regularly to the Governance Committee and Board;

G. Reviewing Reports to Shareholders

- i. as required by applicable regulations, including for inclusion in the Corporation's annual report to shareholders, or as more often as the Audit Committee deems appropriate, preparing reports to shareholders regarding the activities undertaken by it in the discharge of its responsibilities;

H. General

- i. reviewing the Corporation's hiring policies regarding employees and former employees of the present and former external auditors of the Corporation;
- ii. reviewing business practices undertaken by Senior Management to assess compliance with corporate policies and procedures;
- iii. reviewing ILA's complaint procedures to ensure that they adequately track and record complaints to Senior Management regarding accounting, internal accounting controls or auditing matters;
- iv. engaging independent counsel and other special advisors as the Audit Committee deems necessary or desirable from time to time in order to carry out its duties and responsibilities;
- v. investigating any activity of the Corporation as it deems appropriate, and ensuring that all employees of the Corporation fully cooperate with the efforts or enquiries of the Audit Committee;
- vi. communicating with the Board to ensure sufficient funding for the Audit Committee to permit it to fulfill its duties and responsibilities;
- vii. making provision for confidential, anonymous submission by employees of the Corporation of concerns regarding accounting, internal accounting controls or auditing matters, ensuring that the existing processes adequately provide for such submission, and establishing a process whereby the external auditor will receive timely notice of any such submissions;
- viii. reviewing, at least annually, the risk management programs and insurance policies of the Corporation to ensure their adequacy;
- ix. reviewing any issues referred to the Audit Committee by the Board, Senior Management or the external auditors; and
- x. reviewing, at least annually, the Audit Committee Mandate and making recommendations as to any changes to the Corporate Governance Committee and the Board as it deems appropriate.

The duties and responsibilities of the Audit Committee set forth herein have been set out as guidelines only, and do not necessarily represent all duties and responsibilities of the Audit Committee in all circumstances. The Audit Committee shall consider such other matters as may be referred to them or which they may become aware of, and take such actions as it determines necessary or advisable in the

circumstances, which may include referring such matters to another Committee of the Board or the Board as a whole.

IV. DUTIES OF THE CHAIR OF THE COMMITTEE

In addition to the duties and responsibilities set out in the Board of Directors Mandate and any other applicable mandate or position description, the duties of the Chair of the Audit Committee shall include, *inter alia*,

- A. Providing overall leadership to facilitate the effective functioning of the Audit Committee, including, without limitation:
 - i. overseeing the structure, composition, membership and activities delegated to the Audit Committee;
 - ii. chairing every meeting of the Audit Committee and encouraging free and open discussion at meetings of the Audit Committee;
 - iii. scheduling and setting the agenda for Audit Committee meetings with input from other Audit Committee members, the Chair of the Board of Directors and senior management as appropriate;
 - iv. facilitating the timely, accurate and proper flow of information to and from the Audit Committee;
 - v. arranging for management, internal and external auditors and others to attend and present at Audit Committee meetings as appropriate;
 - vi. arranging sufficient time during Audit Committee meetings to fully discuss agenda items;
 - vii. encouraging Audit Committee members to ask questions and express viewpoints during meetings; and
 - viii. taking all other reasonable steps to ensure that the responsibilities and duties of the Audit Committee, as outlined in its Mandate, are well understood by Audit Committee members and executed as effectively as possible.
- B. Fostering ethical and responsible decision making by the Audit Committee and its individual members.
- C. Encouraging the Audit Committee to meet in separate, regularly scheduled, non-management, closed sessions with the independent auditors.
- D. Following each meeting of the Audit Committee, reporting to the Board of Directors on the activities, findings and any recommendations of the Audit Committee.
- E. Carrying out such other duties as may reasonably be requested by the Board of Directors.