people CORPORATION

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PEOPLE CORPORATION

NOTICE OF ANNUAL MEETING OF THE SHAREHOLDERS
AND MANAGEMENT PROXY CIRCULAR

ANNUAL MEETING – February 26, 2014

January 22, 2014

PEOPLE CORPORATION

Registered Office
181 Bay Street, Suite 4400
Toronto, Ontario,
M5J 2T3

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NOTICE OF ANNUAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual meeting (the "**Meeting**") of the shareholders of People Corporation (the "**Company**") will be held at Suite 1800, 360 Main Street, Winnipeg, Manitoba on February 26, 2014 at 3:00 PM CST for the following purposes:

1. To receive the consolidated financial statements of the Company for the year ended August 31, 2013 and the report of the auditor thereon;
2. To elect three directors for the ensuing year;
3. To re-appoint MNP LLP as the auditor for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditor; and
4. To transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice. The financial statements for the year ended August 31, 2013 and the report of the auditor thereon are included in the Company's Annual Report. Additional information about the Company can be accessed on www.sedar.com or by writing to the Corporate Secretary, People Corporation, Suite 1800, 360 Main Street, Winnipeg, Manitoba, R3C 3Z3.

If you are unable to attend the Meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "*Laurie Goldberg*"

Laurie Goldberg, Chairman of the Board
People Corporation.

DATED this January 22, 2014.

PEOPLE CORPORATION

Registered Office
181 Bay Street, Suite 4400
Toronto, Ontario,
M5J 2T3
Telephone: (204) 940-3933 Facsimile: (204) 940-3903

MANAGEMENT INFORMATION CIRCULAR
(As at January 22, 2014, except as noted)

VOTING INFORMATION

People Corporation (the "**Company**") is providing this management information circular (this "**Information Circular**") and a form of proxy in connection with **management's solicitation of proxies for use at the annual meeting of shareholders** (the **"Meeting**") **of the Company to be held on February 26, 2014 at 3:00 PM CST and at any adjournments.** Unless the context otherwise requires, when we refer in this Information Circular to the Company, its subsidiaries are also included. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder's behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the "**Management Proxyholders**").

A shareholder has the right to appoint a person or company, other than a Management Proxyholder, to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.

VOTING BY PROXY

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Equity Financial Trust, Proxy Department, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

NON-REGISTERED HOLDERS

Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxy holders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSP's, RRIF's, RESP's and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (a “**Nominee**”). If you purchased your shares through a broker, you are likely a non-registered holder.

There are two kinds of non-registered shareholders – those who object to their name being made known to the issuers of securities which they own (called “**OBOs**” for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called “**NOBOs**” for Non-Objecting Beneficial Owners).

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the form of proxy or voting instruction form, to both registered shareholders and non-registered shareholders. If the Company or its agent has sent these materials directly to you (instead of through a Nominee), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee who is holding on your behalf. By choosing to send these materials to you directly, the Company (and not the Nominee holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions.

Non-Objecting Beneficial Owners

If you are a NOBO, the Company is sending the Meeting materials to you directly. Please complete the voting instruction form and carefully follow the instructions therein for return of the executed form or other method of response. If you wish to vote in person at the meeting (or to have another person attend and vote on your behalf), you must insert your own name (or such other person’s name) in the space provided for the appointment of a proxyholder on the voting instruction form and carefully follow the instructions therein for return of the executed form or other method of response.

Objecting Beneficial Owners

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials to the Nominees for distribution to OBOs.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy and mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order to ensure that your shares are voted at the Meeting.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

By choosing to send these materials to you directly, the Company (and not the Nominee holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions.

REVOCABILITY OF PROXY

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a registered shareholder, his or her attorney authorized in writing or, if the registered shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting.

Only registered shareholders have the right to revoke a proxy. OBOs who wish to change their vote must, at least 7 days before the Meeting, arrange for their Nominees to revoke the proxy on their behalf. NOBOs who wish to change their vote must deposit another voting information form at the office of the Company's registrar and transfer agent, Equity Financial Trust, Proxy Department, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting.

RECORD DATE, VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares. As of the date hereof, 33,132,136 common shares were outstanding, each carrying the right to one vote per common share. The Company has fixed the record date of the Meeting as the close of business on January 25, 2014 (the "**Record Date**") and holders of common shares on the Record Date will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, or controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights attached to all shares of the Company, except the following:

Name	No. of Shares Owned, Controlled or Directed (1)	Percentage of Outstanding Shares
Laurie Goldberg (2)	**5,278,432**	**15.93**%
John McFerran (3)	**3,421,747**	**10.33**%

Notes:

(1) The above information was obtained by the Company by insider reports available at www.sedi.ca.

(2) Includes shares owned by the Goldberg Business Trust. Mr. Goldberg is a trustee of the Goldberg Business Trust.

(3) Includes shares owned by 5489351 Manitoba Ltd. and 6237275 Manitoba Ltd. Dr. McFerran controls 5489351 Manitoba Ltd. and 6237275 Manitoba Ltd.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board of Directors of the Company (the "**Board**") is committed to ensuring that the Company has an effective corporate governance system which adds value and assists the Company in achieving its objectives. To this end, the Company has designed governance practices to be consistent with these objectives. The Human Resources and Corporate Governance Committee ("**HRCG Committee**") is responsible for ensuring that the Company addresses all relevant corporate governance issues. The HRCG Committee makes recommendations regarding the compliance of the Company's practices with the corporate governance guidelines set forth in National Policy 58-201 - *Corporate Governance Guidelines* (the "**Guidelines**") and oversees disclosure obligations related thereto.

The Company acknowledges the benefits received by the Company, its shareholders and the business community in general from the disclosure of corporate governance practices and is committed to an ongoing process of disclosure and implementation of the Guidelines, where appropriate.

Responsibility of the Board of Directors

The Board assumes responsibility for the stewardship of the Company.

The Board regularly engages in discussions of financial, legal, technology, economic and other risks. To the extent the Audit Committee or HRCG Committee identifies any material risks or related issues, the risks or issues are addressed with the full Board and Management. Because overseeing risk is an ongoing process and inherent in the Company's strategic decisions, the Board also discusses risk in relation to specific proposed actions.

Composition of the Board

All of the directors, with the exception of Mr. Goldberg, the Chief Executive Officer of the Company, are independent within the meaning of the Guidelines.

Before or after every meeting of the Board, the independent directors meet *in camera* without the presence of Management.

Board Leadership

In his role as Chairman, Mr. Laurie Goldberg directs the operations of the Board. He chairs each meeting of the Board and is responsible for the management and effective functioning of the Board, generally and provides leadership to the Board in all matters. More specifically, the Chairman works in consultation with the members of Management to, among other things, set the agenda for each Board meeting; ensure that the Board has all the information it needs to discuss the matters brought before the Board; and ensure that all of the Board's responsibilities are being fulfilled. The Chairman also monitors the reports from the committees of the Board to ensure the committees are fulfilling the responsibilities delegated to them by the Board. The Chairman ensures that strategic plans are communicated to the Board and that such plans are evaluated as to their success.

The Board has also appointed an independent director, Scott Anderson, to serve as Lead Director. The Lead Director provides leadership to the Board and particularly to the independent directors. He ensures that the Board operates independently of Management and that directors have an independent leadership contact. The Lead Director chairs meetings of the independent directors as required. The Lead Director meets periodically with the other independent directors to obtain insight as to areas where the Board and its Committees can operate more effectively and to ensure that the Board is able to discharge its responsibilities independent of Management.

Director Independence

The Board has determined that the current leadership structure, in which the offices of the Chairman and the Chief Executive Officer are held by one person and where an independent director acts as Lead Director, ensures that the appropriate level of oversight, independence and responsibility is applied to Board decisions. The Chairman of the Audit Committee serves as the Lead Director. The Lead Director facilitates communication with the Board and presides over sessions where the independent directors meet without the non-independent director, or sessions when the Chairman is not present. The Lead Director and each of the other directors communicate regularly with the Chairman regarding appropriate agenda topics and other Board related matters

Directorships

Other than as disclosed below, no director of the Company is presently a director of any other reporting issuer (or the equivalent) in Canada or a foreign jurisdiction.

In addition to serving as a director of the Company, Mr. Scott Anderson also serves as a director of Niagara Ventures Corporation.

Orientation and Continuing Education

The Secretary of the Company, under the oversight of the HRCG Committee, is responsible for providing orientation and continuing education programs for Directors. While the Company does not have formal orientation and training programs, new Board members are provided with:

(1) information respecting the functioning of the Board, committees and copies of the Company's corporate governance policies;
(2) access to recent, publicly filed documents of the Company, reports and the Company's internal financial information; and
(3) access to Management and experts and consultants.

Board members are encouraged to communicate with Management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with Management's assistance; and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to shareholders.

While under active consideration, the Board has not yet adopted a written code of conduct for directors, officers and employees. The Audit Committee has adopted a Whistle Blower Policy which establishes a procedure for any person to report any serious concern regarding business ethics related to the Company as well as any serious concern regarding a questionable accounting, internal accounting controls or auditing matter. The Board has found that the fiduciary duties placed on individual directors and officers by the Company’s governing corporate legislation and on the individual director’s participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates in the best interests of the Company.

Nomination of Directors

The directors of the Company are elected at each annual meeting and hold office until the next annual meeting or until their successors are appointed. The HRCG Committee has responsibility to identify potential candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the financial services industry are consulted for possible candidates.

Compensation of Directors and the CEO

The independent members of the Board have responsibility for determining compensation for the directors and the CEO based on the recommendation of the HRCG Committee.

The Board takes HRCG Committee recommendations into account and reflects on the need to provide incentive and compensation for the time and effort expended by the directors and CEO while taking into account the financial and other resources of the Company. In recommending compensation for the CEO, the HRCG Committee annually reviews the performance of the CEO in light of the Company's objectives and considers other factors that may impact the success of the Company in achieving its objectives. The Board does not use any formula in the determination of executive salaries and recommendations are based on informal discussions and analysis with members of senior management. Base salaries are paid at levels intended to reward for ongoing performance and that enable the Company to attract and retain qualified executives with demonstrated abilities. See "Statement of Executive Compensation" below.

Board Committees

Committees of the Board are an integral part of the Company's governance structure. There are two standing committees, established to devote the necessary expertise and resources to particular areas, and to enhance the quality of discussion at Board meetings:

1) Audit Committee
2) Human Resources and Corporate Governance Committee

The committees facilitate effective Board decision making by providing recommendations to the Board on matters within their respective responsibilities. The Board believes that the committees assist in the effective functioning of the Board and that the composition of the committees should ensure that the views of independent and non-independent directors are effectively represented.

AUDIT COMMITTEE

The Audit Committee is comprised of three directors, two of whom are independent. All are financially literate as defined by National Instrument 52-110: Mr. Scott Anderson (Chair), Mr. Richard Leipsic and Mr. Laurie Goldberg (non-independent).

The Audit Committee is responsible for monitoring the Company's systems and procedures for financial reporting and internal control, reviewing certain public disclosure documents and monitoring the performance and independence of the Company's external auditors. The committee is also responsible for reviewing the Company's annual audited financial statements, unaudited quarterly financial statements and management's discussion and analysis of financial results of operations and review of related operations prior to their approval by the full Board.

The Audit Committee met four times during the 2013 fiscal year (including meeting with the Company's auditor and independent of management). There are four Audit Committee meetings scheduled for the 2014 fiscal year. Meeting frequency and agendas may change from time to time depending on opportunities or risks faced by the Company. The Audit Committee Mandate is reviewed annually by the Audit Committee.

The full text of the Audit Committee Mandate is set out in Appendix 'A'.

Relevant Education and Experience

Mr. Scott Anderson has been the principal of The Catalyst Company since 1998, a management and consulting business that facilitates the financing and success of Canadian emerging growth companies. Mr. Anderson has extensive board experience on both public and private boards. Prior to his involvement with Catalyst, he was President and COO of Rider Travel Group, an industry leader specializing in corporate travel services. He joined Rider Travel in 1987 as the CFO having held a similar position at Vickers & Benson Advertising. Prior to that, Mr. Anderson was an auditor at Arthur Andersen in Toronto. Mr. Anderson holds a B. Comm. from the University of Toronto and is a Chartered Accountant.

Mr. Richard Leipsic has over 30 years of experience working with a wide range of companies from mid-sized businesses to large public corporations. Mr. Leipsic is currently the Managing Director for Acumen Corporate Development Inc., a firm whose objective is to spearhead the corporate development function for its clients. Mr. Leipsic has a law degree and previously was General Counsel and Senior VP for Canwest Global Communications Corp. where he provided financial and business input on significant litigation, new initiatives, joint ventures and acquisitions. Mr. Leipsic is a member of the Law Society of Manitoba and the Canadian Bar Association.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

The Company is relying on the exemption in Section 6.1 of NI 52-110 from the requirement of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*).

Pre-approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described under the heading "II. External Auditors" in the Audit Committee Mandate.

HUMAN RESOURCES AND CORPORATE GOVERNANCE COMMITTEE

The HRCG Committee is comprised of three directors, two of whom are independent: Mr. Richard Leipsic (Chair), Mr. Scott Anderson and Mr. Laurie Goldberg (non-independent).

The HRCG Committee, in consultation with the Chairman, is responsible for periodically assessing the size and composition of the Board and its committees, assessing the effectiveness of the performance of the Board and its directors, monitoring its relations with Management, and reviewing and recommending director and CEO compensation.

The HRCG Committee met three times during the 2013 fiscal year. There are four HRCG Committee Meetings scheduled for the 2014 fiscal year. Meeting frequency and agendas may change from time to time depending on opportunities or risks faced by the Company. The HRCG Committee Mandate is reviewed annually by the HRCG Committee.

Each member of the HRCG Committee has experience that is relevant to their responsibilities as members of the HRCG Committee and which enables them to make decisions on the suitability of the Company’s compensation policies and practices. In the course of their professional life, all members of the HRCG Committee have held senior executive positions with organizations of significant size and complexity and understand issues and processes involved with determining executive level compensation.

Assessments

The Board annually, and at such other times as it deems appropriate, reviews the performance and effectiveness of the Board, its directors and its committees to determine whether changes in size, personnel or responsibilities are warranted. To assist in its review, the Board conducts informal surveys of its directors and receives reports from each committee respecting its own effectiveness. As part of the assessments, the Board or the individual committee may review its mandate or charter and conduct reviews of applicable corporate policies.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The objective of this Compensation Discussion and Analysis is to provide information regarding the significant elements that make up the compensation paid, made payable to, awarded to, granted to or otherwise provided to each of the Company's Named Executive Officers ("**NEOs**") for the most recently completed financial year. For the purpose of this disclosure, the NEOs are comprised of each Chief Executive Officer and each Chief Financial Officer during the most recently completed financial year and the other three most highly compensated executive officers of the Company as at August 31, 2013 whose individual compensation for the most recently completed financial year exceeded $150,000 and any individual who would have satisfied these criteria but for the fact that the individual was not serving as such an officer at the end of the most recently completed financial year.

The Company's NEOs for the year ended August 31, 2013 are: Laurie Goldberg, Chief Executive Officer; John Gallivan, President; Bonnie Chwartacki, Executive Vice President; Brevan Canning, Vice President Finance (in the role of Chief Financial Officer); and Glenn Pittman, Vice President Corporate Development.

Goals and Objectives of the Compensation Program

The Company's compensation program and strategy for its executive officers consists primarily of three main elements: base salary, an annual bonus and equity-based compensation. Base salary is intended to provide a base compensation that reflects the executive's responsibilities and experience. Base salary provides regular compensation for assuming the responsibilities of the position and is paid in cash.

Annual bonuses and equity-based compensation are intended to provide a greater incentive for executives to work toward achievement of the Company's goals and strategic objectives and reward the achievement of short and long term goals and objectives of the Company. They are awarded annually on a discretionary basis based on financial performance targets of the Company and an assessment regarding the achievement by the NEOs of individual goals and objectives, if applicable. The short-term incentive portion of compensation, payable in cash, is designed to motivate and reward executives for the achievement of the Company's short-term goals and objectives while the long-term incentive is designed to motivate and reward executives for the achievement of long-term performance of the Company and to retain key employees.

The compensation for the Chief Executive Officer is comprised of an annual base salary. The compensation for the President, Executive Vice President, Vice President Finance and Vice President Corporate Development is comprised of a base salary and a bonus program as set out in each NEO's Employment Agreement, which is summarized below. The bonus program is based on subjective qualitative and quantitative criteria for both individual performance and the overall performance of the Company.

The HRCG Committee, which is composed of a majority of independent directors, reviews annually the performance of the CEO and recommends compensation for the CEO that is fair, equitable and in line with that of similar positions within the industry. The HRCG Committee is responsible for recommending base salary, bonus program and incentive stock options attributable to the CEO as well as the appropriate compensation mix.

The HRCG Committee has delegated the responsibility for determining the compensation levels for each of the other NEOs to the CEO. The CEO, therefore, has responsibility for setting base salary, commission levels, bonuses, incentive stock options and has responsibility for setting the appropriate compensation mix. The CEO is required to obtain Board approval before awarding incentive stock options to the NEOs.

Compensation Risk

The HRCG Committee has informally considered the implications of compensation risk and adopted a strategy of recommending NEO compensation made up of a combination of base salary and long term incentives such as equity based compensation to ensure that these individuals do not engage in high risk behavior, which could add undue risk to the Company, minimizing the risk of an over-emphasis on short-term gain by executives at the expense of long-term performance of the Company.

The Company does not prohibit NEOs or directors from purchasing financial instruments such as forward contracts, equity swaps or other financial instruments designed to hedge or offset a decrease in market value of securities granted as compensation or held, directly or indirectly, by a NEO or director. However, neither the Board nor Management is aware that any such individual has in the past bought or currently holds such instruments.

Option Based Awards

The Company has an amended and restated stock option plan (the "**Option Plan**") which was approved by shareholders at the annual and special meeting of the Company held on February 23, 2011. Pursuant to the Option Plan, the Company may grant incentive stock options to its senior officers, directors, employees, consultants or investor relations consultants subject to all applicable laws. The Option Plan is administered by the Board or a committee established by the Board for that purpose. The objective of the Option Plan is to reward senior officers, directors, employees, consultants and investor relations consultants for superior performance, to align their interests with that of the Company and to provide long term incentives.

Under the Option Plan, the Company is authorized to issue options to purchase up to a maximum 4,945,579 common shares of the Company. As of the date hereof, there were options outstanding to purchase 3,022,366 common shares, representing approximately 9.4% of the Company's issued and outstanding common shares. If any option issued pursuant to the Option Plan expires or terminates for any reason without having been exercised in full, the un-purchased common shares that were subject to such options may again be used and available for reservation for the purposes of the Option Plan.

Pursuant to the Option Plan, the Board, or a committee thereof, are authorized to grant to senior officers or directors of the Company or its subsidiaries, to employees of the Company and to persons who provide ongoing technical, management or other services to the Company or an affiliate of the Company, options to acquire common shares of the Company at such exercise prices as may be determined by the Board, or a committee thereof, on the basis of the market price, where "market price" means the prior trading day closing price of the shares of the Company on any stock exchange on which the shares are listed or the last trading price on the prior trading day on any dealing network where the shares trade, and where there is no such closing price or trade on the prior trading day, "market price" shall mean the average of the daily high and low board lot trading prices of the shares of the Company on any stock exchange on which the shares are listed or dealing network on which the shares of the Company trade for the five (5) immediately preceding trading days; provided that the exercise price may be less than the market price as may be permitted by the rules of the TSX Venture Exchange.

Options granted under the Option Plan are non-assignable and non-transferable (other than by will or by the laws of descent and distribution), are exercisable by the person during his or her lifetime, and will not be granted for a term exceeding 5 years. The number of common shares which may be issuable under the Option Plan, and all other previously established or proposed share compensation arrangements**,** within a one year period to: (a) any one person may not exceed 5% of the total number of issued and outstanding shares, on a non-diluted basis, on the date of grant; (b) insiders as a group may not exceed 10% of the total number of issued and outstanding shares, on a non-diluted basis, on the date of grant; (c) any one consultant may not exceed 2% in the aggregate of the total number of issued and outstanding shares, on a non-diluted basis, on the date of grant; and (d) all persons who undertake investor relations activities may not exceed 2% in the aggregate of the total number of issued and outstanding shares, on a non-diluted basis, on the date of grant. In addition, the number of shares which may be issuable to insiders under the Option Plan and all of the Company's other previously established or proposed share compensation arrangements must not exceed 10% of the total number of issued and outstanding shares on the date of grant on a non-diluted basis.

The Option Plan includes provisions usual to this type of plan to provide for appropriate adjustments to be made to the type and number of securities subject to options upon the occurrence of certain events, such as a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger, consolidation, rights offering or any other change in the corporate structure or shares of the Company.

Option Grants in Last Financial Year

During the year ended August 31, 2013, the Board approved and the Company subsequently granted the following stock options to NEO's:

Name	Position	Number of Options Granted	Vesting Term	Exercise Price
Bonnie Chwartacki	Executive Vice President	170,000	3 years	$0.64
Brevan Canning	Vice President Finance	130,000	3 years	$0.64

Employee Share Ownership Plan

The Company has an Employee Share Ownership Plan (the "**ESOP**") which was approved by shareholders at the annual and special meeting of the Company held on February 23, 2011. The purpose of the ESOP is to advance the interests of the Company by encouraging equity participation in the Company by its employees and encourage them to use their combined best efforts on behalf of the Company to improve its profits through increased sales, reduction of costs and increased efficiency.

The ESOP allows employees of the Company and its subsidiaries (including without limitation, any such person who is also an officer or a director of the Company or its subsidiaries) to participate in the ESOP once they have been continuously employed by the Company or a subsidiary for at least twelve consecutive months (such employees are referred to herein as "**Participants**").

Each Participant will contribute, through payroll deductions, to the ESOP in each pay period, at the Participant's option and as designated by the Participant, an amount equal to or between a minimum of 2% of the Participant's base salary and a maximum of 5% of the Participant's base salary.

Shares will be purchased, in an amount equal to the Participant's contribution (less any requisite statutory withholding), from the Company at the market price (as such term is defined in the TSX Venture Corporate Finance Manual) or through a stock broker on the open market through the facilities of the TSX Venture Exchange at prevailing market prices, and in each case otherwise in accordance with the rules of the TSX Venture Exchange. The Company will issue or purchase such number of common shares equal to 25% of the aggregate number of common shares purchased with the Participant's contribution ("**Matching Shares**").

Under the ESOP, an aggregate of 1,000,000 common shares are reserved for issuance. As of the date hereof, no common shares have been issued from treasury under the ESOP and 1,000,000 common shares remain reserved for issuance under the ESOP. As of the date hereof 1,636,112 common shares have been purchased on the open market with Participants' contributions and the Company has purchased 343,264 Matching Shares on the open market.

During the year ended August 31, 2013, NEOs received 31,496 Matching Shares under the ESOP.

No common shares will be issued under the ESOP at any time to any insider if such issuance, together with all of the Company's previously established or proposed share compensation arrangements, including the ESOP, could result, at any time, in: (i) the number of common shares issued to insiders pursuant to the ESOP, together with all of such other share compensation arrangements, within any one year period exceeding 10% of the issued and outstanding common shares; or (ii) the number of common shares issuable to insiders at any time pursuant to the ESOP and all such other share compensation arrangements exceeding 10% of the issued and outstanding common shares.

The Board may terminate, amend, or modify the ESOP at any time subject to obtaining any necessary approval of any applicable regulatory authority including, without limitation, the TSX Venture Exchange, and if required, the approval of the shareholders of the Company. However, the Board may amend the ESOP without shareholder approval in certain circumstances, including, as required to clarify any provision of the ESOP, to amend provisions respecting administration of the ESOP, to amend the Participant contribution provisions of the Plan, and to amend the number or percentage of common shares contributed by the Company. Since its approval by shareholders, the Company has made minor amendments to the ESOP, which did not require further approval by shareholders of the Company.

Summary Compensation Table

The following table presented in accordance with Form 51-102F6 of National Instrument 51-102 - *Statement of Executive Compensation* sets forth all annual and long term compensation for the NEOs for services in all capacities to the Company for the three most recently completed financial years (to the extent required by Form 51-102F6).

NEO Name and Principal Position	Fiscal Period Ended	Salary ($)	Share-based Awards[1] ($)	Option-based Awards ($)	Annual Incentive Plan ($)	Long-term Incentive Plan ($)	Pension Value ($)	All Other Compensation ($)	Total Compensation ($)
Laurie Goldberg [3]	2013	340,000	3,624	-	-	-	-	-	343,624
Chief Executive Officer	2012	340,000	3,021	-	-	-	-	-	343,021
	2011	340,000	-	-	-	-	-	-	340,000
John Gallivan [2]	2013	260,000	3,250	-	36,000	-	-	-	299,250
President	2012	230,000	2,322	-	25,932	-	-	-	258,254
	2011	230,000	-	-	71,650	-	-	-	301,650
Bonnie Chwartacki [5]	2013	185,000	2,312	66,969 [7]	173,000	-	-	-	427,281
Executive Vice President	2012	160,000	1,667	62,700 [7]	176,000	-	-	-	400,367
	2011	160,000	-	-	176,000	-	-	-	336,000
Brevan Canning [4]	2013	150,000	1,875	51,212 [7]	65,000	-	-	-	268,087
Vice President of Finance	2012	125,000	1,302	48,766 [7]	95,000	-	-	-	270,068
	2011	125,000	-	-	75,000	-	-	45,000	245,000
Glenn Pittman [6]	2013	125,000	2,005	-	196,020	-	-	-	323,024
Vice President of	2012	125,000	1,172	-	12,500	-	-	-	138,672
Corporate Development	2011	78,125	-	3,666	15,625	-	-	-	97,416

Notes:

(1) Represents the fair value of Matching Shares purchased by the Company under the ESOP calculated as the price paid to purchase the common shares on the open market

(2) Employment commenced in July 2007, see contract details below

(3) Employment commenced in March 2009, see contract details below

(4) Employment commenced in March 2009, see contract details below

(5) Employment commenced in May 2009, see contract details below

(6) Employment commenced in June 2011, see contract details below

(7) The Company has estimated the "grant date fair value" amounts in the "Option-based awards" column above using the Black-Scholes model, a mathematical valuation model that ascribes a value to a stock option based on a number of factors, including the exercise price of the option, the price of the underlying security on the date the option was granted, and assumptions with respect to the volatility of the price of the underlying security, the expected life of the option, forfeitures, dividend yield and the risk-free rate of return. For options issued in the years ended August 31, 2013, 2012 and 2011, the weighted average assumptions used in the pricing model were as follows:

	August 31, 2013	August 31, 2012	August 31, 2011
Expected option life	5.00 years	5.00 years	3.65 years
Risk-free interest rate	1.37%	1.46%	2.22%
Dividend yield	nil	nil	nil
Forfeiture rate	6.37%	6.05%	5.56%
Volatility factor of expected market price of the Company's shares	88.26%	93.78%	72.00%

Outstanding Share-Based Awards and Option-Based Awards

The following table shows all awards outstanding to each of the NEOs as at August 31, 2013.

		Option-based Awards			Share-based Awards		
NEO Name and Principal Position	**Number of Securities Underlying Unexercised Options (#)**	**Option Exercise Price ($)**	**Option Expiration Date**	**Value of Unexercised In-The-Money Options (1) ($)**	**Number of Shares or Units of Shares that have not Vested ($)**	**Market Value of Share-based Awards that have not Vested ($)**	**Market Value of Share-based Awards not paid out or distributed ($)**
Laurie Goldberg Chief Executive Officer	-	-	-	-	-	-	-
John Gallivan President	175,000	$0.34	April 30, 2014	$141,750	-	-	-
Bonnie Chwartacki Executive Vice President	125,000 250,000 225,000 170,000	$0.34 $0.25 $0.425 $0.64	April 30, 2014 March 9, 2015 February 21, 2017 May 14, 2018	$101,250 $225,000 $126,875 $66,300	- - -	- - -	- - -
Brevan Canning Vice President of Finance	100,000 125,000 175,000 130,000	$0.34 $0.25 $0.425 $0.64	April 30, 2014 March 9, 2015 February 21, 2017 May 14, 2018	$81,500 $112,500 $126,875 $66,300	- - -	- - -	- - -
Glenn Pittman Vice President of Corporate Development	50,000	$0.25	December 14, 2015	$45,000	-	-	-

Notes:

(1) Value is calculated as the difference between the closing market price of the Company's common shares on the TSX Venture Exchange on August 31, 2013, which was $1.15, and the exercise price, multiplied by the number of options.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table lists, for each of the NEOs, the values of incentive plan awards that were earned or vested during the year ended August 31, 2013.

Name and Principal Position	**Option-based Awards - Value Vested During the Year ($)(1)**	**Share-based Awards - Value Vested During the Year ($)(2)**	**Non-Equity Incentive Plan Compensation - Value Earned During the Year ($)**
Laurie Goldberg Chief Executive Officer	*nil*	$3,624	*nil*
John Gallivan President	*nil*	$3,250	$36,000
Bonnie Chwartacki Executive Vice President	$43,792	$2,312	$173,000
Brevan Canning Vice President of Finance	$11,375	$1,875	$65,000
Glenn Pittman Vice President of Corporate Development	$2,417	$2,005	$196,020

Notes:

(1) Amount represents the aggregate dollar value that would have been realized if the options had been exercised on the vesting date, based on the difference between the market price of the common shares underlying the options on the TSX Venture Exchange on the vesting date and the exercise price of the options.

(2) Fair value of Matching Shares purchased by the Company under the ESOP calculated as the price paid to purchase the common shares on the open market.

Employment Contracts, Termination of Employment and Changes in Responsibility

All the NEOs have employment contracts that outline the terms and conditions pertaining to their employment with the Company. A summary of the material terms of each employment agreement is as follows:

The Company entered into an employment agreement with Mr. Laurie Goldberg, pursuant to which Mr. Goldberg agreed to provide his services as Chief Executive Officer for an annual salary of $340,000. The employment agreement continues in force until terminated either: (i) by Mr. Goldberg upon the provision of 180 calendar days' notice; or (ii) by the Company at any time with cause, or without cause upon notice and payment of 12 months' salary. The employment agreement contains non-competition, non-solicitation and non-acceptance provisions pursuant to which Mr. Goldberg is prohibited during the term of such agreement and for a period of 18 months thereafter from, among other things, engaging in any business competitive with that of the Company, at any location within Canada and any other location in which the Company or its affiliates may carry on business from time to time. Assuming Mr. Goldberg,s employment was terminated without cause on August 31, 2013, he would have been entitled to $340,000 in compensation.

The Company entered into an employment agreement with Mr. John Gallivan, pursuant to which Mr. Gallivan provides his services as President, which was amended, effective September 1, 2012, to provide for an annual base salary of $260,000. Mr. Gallivan is also eligible to participate in the new business bonus program for Gallivan & Associates. The employment agreement continues in force until terminated either: (i) by Mr. Gallivan upon the provision of eight weeks' prior written notice; or (ii) by the Company at any time with cause, or without cause upon notice and payment of salary equal in duration to one month times the number of full years of service in the Company calculated from July 1991. Payments are to be made monthly for the total duration of the notice period. The employment agreement contains non-competition and non-solicitation provisions pursuant to which Mr. Gallivan is prohibited during the term of such agreement and for a period of three years thereafter from, among other things, engaging in any business competitive with that of the Company, at any location within Canada and any other location in which the Company or its affiliates may carry on business from time to time. Assuming Mr. Gallivan's employment was terminated without cause on August 31, 2013, he would have been entitled to $449,167 in compensation.

The Company entered into an employment agreement with Ms. Bonnie Chwartacki, pursuant to which Ms. Chwartacki has agreed to provide her services as Executive Vice President, which was amended, effective September 1, 2012, to provide for an annual base salary of $185,000 plus a performance bonus of up to 100% of base salary. The employment agreement continues in force until terminated either: (i) by Ms. Chwartacki upon the provision of 30 calendar days' notice; or (ii) by the Company at any time with cause, or without cause upon notice and payment of one month's base salary and incentive compensation for each year of service to a maximum of twelve months. The employment agreement contains non-competition, non-solicitation and non-acceptance provisions pursuant to which Ms. Chwartacki is prohibited during the term of such agreement and for a period of 18 months thereafter from, among other things, engaging in any business competitive with that of the Company, at any location within Canada and any other location in which the Company or its affiliates may carry on business from time to time. Assuming Ms. Chwartacki's employment was terminated without cause on August 31, 2013, she would have been entitled to $150,863 in compensation.

The Company entered into an employment agreement with Mr. Brevan Canning, pursuant to which Mr. Canning agreed to provide his services as Vice President Finance, which was amended effective September 1, 2012, to provide for an annual base salary of $150,000 plus a performance bonus of up to 50% of base salary. The employment agreement continues in force until terminated either: (i) by Mr.

Canning, upon the provision of 90 calendar days' notice; or (ii) by the Company at any time with cause, or without cause upon notice and payment of one month's salary, plus one month's salary for each year of service to a maximum of twelve months. In this regard, the services of Mr. Canning commenced on May 1, 2005. The employment agreement contains non-competition, non-solicitation and non-acceptance provisions pursuant to which Mr. Canning is prohibited during the term of such agreement and for a period of 18 months thereafter from, among other things, engaging in any business competitive with that of the Company, at any location within Canada and any other location in which the Company or its affiliates may carry on business from time to time. Assuming Mr. Canning's employment was terminated without cause on August 31, 2013, he would have been entitled to $117,033 in compensation.

The Company entered into an employment agreement with Mr. Glenn Pittman, pursuant to which Mr. Pittman has agreed to provide his services as Vice President Corporate Development, which was amended, effective September 1, 2012, to provide for an annual base salary of $125,000 plus a performance bonus. Based on certain targets, Mr. Pittman will receive 1.0% to 1.5% of the purchase price of an acquisition. The employment agreement continues in force until terminated either: (i) by Mr. Pittman upon the provision of 90 calendar days' notice; or (ii) by the Company at any time with cause, or without cause upon notice and payment of the greater of 90 days' base salary and one month's base salary and incentive compensation for each year of service to a maximum of twelve months. The employment agreement contains non-competition, non-solicitation and non-acceptance provisions pursuant to which Mr. Pittman is prohibited during the term of such agreement and for a period of 18 months thereafter from, among other things, engaging in any business competitive with that of the Company, at any location within Canada and any other location in which the Company or its affiliates may carry on business from time to time. Assuming Mr. Pittman's employment was terminated without cause on August 31, 2013, he would have been entitled to $37,088 in compensation.

COMPENSATION OF DIRECTORS

Philosophy and approach

The Company has designed the director compensation program to be fair and competitive and allow the Board to attract well qualified directors.

Program structure

Directors receive an annual retainer and meeting fees for serving on the Board. They are also reimbursed for reasonable travel expenses they incur to attend Board and Board committee meetings. Board committee chairs receive an additional retainer to recognize their increased responsibilities. Based on a recommendation of the HRCG Committee, the Board approved the following compensation structure effective April 14, 2011:

Annual Retainer	$12,500
Additional Retainer - Lead Director	$2,500
Additional Retainer - Chair of the Audit Committee	$2,500
Additional Retainer - Chair of the HRCG Committee	$2,500
Attendance Fee - Board and Committee Meetings	$500

The Company has an Option Plan for the granting of incentive stock options to the officers, employees and directors of the Company. See "Option Based Awards" above. Based on a recommendation of the HRCG Committee, the Board approved the granting of the following options to directors of the Company effective April 14, 2011:

Grant of Stock Options on appointment to Board	75,000
Grant of Stock Options on each anniversary of appointment to Board	25,000
Annual Grant of Stock Options to the Lead Director	25,000

Director Compensation Table

The following table identifies all compensation paid to the directors of the Company for the year ended August 31, 2013.

Director [(1)]	Fees Earned ($)	Share-based awards ($)	Option-based awards ($)[(3)]	Non-equity Incentive Plan Compensation ($)	Pension Value ($)	All Other Compensation ($)	Total Compensation ($)
Scott Anderson	27,750	-	18,748	-	-	-	57,960
Richard Leipsic	22,500	-	-	-	-	-	37,520
Susan Dabarno[(2)]	12,000	-	-	-	-	-	43,675

Notes:

(1) Compensation for Laurie Goldberg is reported above in the disclosure of NEO's. Mr. Goldberg is not paid any compensation for his role as a director of the Company.

(2) Ms. Susan Dabarno retired from the Board effective March 4, 2013.

(3) The Company has estimated the "grant date fair value" amounts in the "Option-based awards" column above using the Black-Scholes model, a mathematical valuation model that ascribes a value to a stock option based on a number of factors, including the exercise price of the option, the price of the underlying security on the date the option was granted, and assumptions with respect to the volatility of the price of the underlying security, the expected life of the option, forfeitures, dividend yield and the risk-free rate of return. For options issued in the year ended August 31, 2013, the weighted average assumptions used in the pricing model were as follows: expected option life – 5.00 years; risk free interest rate – 1.37%; dividend yield – nil; expected volatility – 88.26%; forfeiture rate – 6.37%.

Outstanding Share-Based Awards and Option-Based Awards

The following table shows all awards outstanding to each director as at August 31, 2013.

		Option-based Awards			Share-based Awards		
Director	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price ($)	Option Expiration Date	Value of Unexercised In-The-Money Options [(1)] ($)	Number of Shares or Units of Shares that have not Vested ($)	Market Value of Share-based Awards that have not Vested ($)	Market Value of Share-based Awards not paid out or distributed ($)
Scott Anderson	75,000	$0.34	April 30, 2014	$60,750	-	-	-
	25,000	$0.30	April 27, 2016	$21,250	-	-	-
	100,000	$0.425	February 21, 2017	$72,500	-	-	-
	50,000	$0.60	February 28, 2018	$56,250			
Richard Leipsic	75,000	$0.40	May 7, 2017	56,250	-	-	-

Notes:

(1) Value is calculated as the difference between the closing market price of the Company's common shares on the TSX Venture Exchange on August 31, 2013, which was $1.15, and the exercise price, multiplied by the number of options.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table lists, for each of the directors, the values of incentive plan awards that were earned or vested during the year ended August 31, 2013.

Director	Option-based Awards - Value Vested During the Year ($)[1]	Share-based Awards - Value Vested During the Year ($)	Non-Equity Incentive Plan Compensation - Value Earned During the Year ($)
Scott Anderson	$8,917	*nil*	*nil*
Susan Dabarno[2]	*nil*	*nil*	*nil*
Richard Leipsic	$6,000	nil	nil

Notes:

(1) Amount represents the aggregate dollar value that would have been realized if the options had been exercised on the vesting date, based on the difference between the market price of the common shares underlying the options on the TSX Venture Exchange on the vesting date and the exercise price of the options.

(2) Ms. Susan Dabarno retired from the Board effective March 4, 2013.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year. See "Statement of Executive Compensation – Option Based Awards" above for the material features of the Company's Option Plan.

Plan Category	Number of securities to be issued upon exercise outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	3,129,809	$0.37	1,824,270
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	**3,129,809**	**$0.37**	**1,824,270**

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Annual Financial Statements

The annual financial statements of the Company for the fiscal year ended August 31, 2013 are included in the Company's 2013 Annual Report, which is being mailed to shareholders with this Circular. The annual report will be placed before the shareholders at the meeting.

2. Election of Directors

The Articles of the Company provide for a minimum of one and a maximum of twenty directors, as determined by the directors. The proposed number of directors to be elected at the Meeting is three. The persons named on the accompanying form of proxy intend to vote for each of the nominees proposed for election as director, unless a holder of common shares of the Company specifies in the form of proxy to withhold the vote of the common shares held, for such nominee.

Pursuant to Section 10.05 of By-Law No. 1A of the Company (the "**By-Law**"), a shareholder of the Company wishing to nominate an individual to be a director, other than pursuant to a requisition of a meeting made pursuant to the Business Corporations Act (Ontario) (the "**Act**") or a shareholder proposal made pursuant to the provisions of the Act, was required to comply with Section 10.05 of the By-law. Section 10.05 of the By-Law provides that written prescribed notice of any such nomination to be made at the Meeting has to be given to the Secretary of the Company prior to January 27, 2014. The foregoing is merely a summary of the advance notice provisions of the by-laws of the Company, is not comprehensive and is qualified by the full text of such provisions. The full text of such provisions is set out in Section 10.05 of the By-Law, a copy of which is attached as Schedule "A" to the January 19, 2012 management information circular of the Company, which can be found under the Company's profile at www.sedar.com. As at the date of this Information Circular, the Company has not received notice of a nomination in compliance with Section 10.05 of the By-Law and, if no such notice is received, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Company will be disregarded at the Meeting.

The following table states the names of all persons proposed to be nominated at the Meeting for election as directors, including the date they first became directors, their beneficial ownership of common shares in the Company, their principal occupations for the past five years, and their committee memberships. Each director's term of office will expire at the next following annual general meeting of shareholders of the Company or when his successor is elected or appointed.

It is not contemplated that any such nominees will be unable or unwilling to serve as a director but if for any reason prior to the Meeting any such nominee should become unable to serve or declare that he is unwilling to serve, the Board reserves the right to nominate another person for election as director, and in such event proxies received by persons named on the accompanying form of proxy may be voted for such person.

Director Name and Municipality of Residence	**Status**	**Date of First Election**	**Principal Occupations during the Past 5 Years**	**Number of Shares Beneficially Owned, Controlled or Directed** [1]
Laurie Goldberg (A) (G) Winnipeg, Manitoba Canada	Non-independent	March 2009	• Chief Executive Officer, People Corporation (2005 to present)	5,278,432 [2]
Scott Anderson (A) (G) Toronto, Ontario Canada	Independent	February 2009	• Chief Executive Officer, The Catalyst Company, a management and consulting business (1998 to present)	1,782,582 [3]
Richard Leipsic (A) (G) Winnipeg, Manitoba Canada	Independent	July 2012	• Managing Director, Acumen Corporate Development Inc. (2012 to present) • General Counsel, Canwest Global Communications Corp. (1999 to 2010)	18,500

Legend:
(A) Member of the Audit Committee
(G) Member of the HRCG Committee

Notes:
(1) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at January 14, 2014 based upon information furnished to the Company by individual directors. Unless

otherwise indicated, such shares are held directly.

(2) Includes shares owned by the Goldberg Business Trust. Mr. Goldberg is a trustee of the Goldberg Business Trust.

(3) Includes shares owned by the Scott Anderson Family Trust. Mr. Anderson is a trustee of the Scott Anderson Family Trust.

Cease Trade Orders and Bankruptcies

To the knowledge of the Company, other than as disclosed below, no proposed director:

(a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that, while that person was acting in that capacity,

  (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days (each an "**Order**"); or

  (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, or an executive officer of any company (including the Company) that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold such person's assets; or

(c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or

(d) has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Laurie Goldberg, the Chief Executive Officer of the Company, resigned from Crocus Investment Fund effective January 2005. On June 28, 2005, Deloitte & Touche Inc. was appointed Receiver and Manager of Crocus Investment Fund by the Manitoba Court of Queen's Bench.

On October 6, 2009, when Richard Leipsic was General Counsel and Vice President of Canwest Global Communications Corp ("**Canwest**"), Canwest and certain of its subsidiaries applied for and were granted protection from their creditors under the *Companies' Creditors Arrangement Act (Canada)*. On November 13, 2009, the Toronto Stock Exchange ("**TSX**") delisted Canwest's subordinate voting shares and non-voting shares (collectively the "**Securities**"), for failure to meet the continuous listing requirements. On November 16, 2009, the Securities commenced trading on the TSX Venture Exchange. Subsequent to his departure from Canwest, the consolidated plan of compromise, arrangement and reorganization pertaining to Canwest was successfully implemented.

3. Appointment of Auditor

MNP LLP, Chartered Accountants, of Toronto, Ontario has been the auditor of the Company since July

2006. In the absence of instructions to the contrary, the enclosed proxy will be voted for the re-appointment of MNP LLP as the auditor of the Company to hold office until the next annual meeting of shareholders and authorizing the directors to fix the auditor's remuneration.

External Audit Service Fees

The aggregate fees charged by the Company's external auditors during the period from September 1, 2010 to August 31, 2013:

Fiscal year-ended	Audit fees[1]	Audit-related fees[2]	Tax services fees[3]	All other fees[4]	Total fees
2013	$ 64,500	$ 30,000	-	-	$ 94,500
2012	$ 62,000	-	$ 5,000	$ 32,000	$ 99,000
2011	$ 55,000	-	$ 20,000	$ 17,500	$ 92,500

Notes:

(1) Aggregate fees billed by the Company's external auditor for audit fees.

(2) Aggregate fees billed for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit Fees" above.

(3) Aggregate fees billed for professional services rendered by the Company's external auditor for tax compliance, tax advice, and tax planning.

(4) Aggregated fees billed for products and services by the Company's external auditor, including amounts related to IFRS transition matters, other than the services reported under any of the other categories above.

OTHER INFORMATION

INDEBTEDNESS TO COMPANY OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

There is no indebtedness of any current or former director, executive officer or employee guaranteed or subject to a support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries either pursuant to an employee stock purchase program of the Company or otherwise, during the most recently completed financial year.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no person who has been a director or officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) or proposed director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which, in either such case, has materially affected or would materially affect the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

No management functions of the Company or any of its subsidiaries are performed to any substantial degree by a person other than the directors or executive officers of the Company or subsidiary.

OTHER MATTERS

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

DIRECTORS' AND OFFICERS' INSURANCE

The Company has purchased, at its expense, directors' and officers' liability insurance policies to provide insurance against possible liabilities incurred by them in their capacity as directors and officers of the Company. The premium paid for these policies during the year ended August 31, 201, was approximately $22,745. The insurance coverage is limited to $5,000,000 per claim, subject to a deductible of $25,000 with respect to securities claims and all other claims, as defined in the policy. The current policy is for a twelve month term, expires on July 1, 2014 and contains standard industry exclusions.

The by-laws of the Company provide for the indemnification of the directors and officers against all costs, charges and expenses incurred by such person in respect of any civil, criminal, administrative, investigative or other proceeding, subject to the limitations contained in the Business Corporations Act (Ontario).

No insurance claims or indemnity claims were made or became payable during the year ended August 31, 2013, other than as disclosed below.

The Company has made a claim under its directors' and officers' liability insurance policies, which has been accepted by the Company's insurers, in respect of a statement of claim that it is defending.

DIRECTORS' APPROVAL

The contents and sending of this Circular have been approved by the directors of the Company.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com or by writing to the Corporate Secretary, People Corporation, Suite 1800, 360 Main Street, Winnipeg, Manitoba, R3C 3Z3.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year which are filed on SEDAR. Shareholders may contact the Secretary of the Company at the above address to request copies.

DATED January 22, 2014.

/s/ "*Laurie Goldberg*"

Laurie Goldberg, Chairman of the Board
People Corporation

Appendix 'A'

The Audit Committee - Mandate

Mandate

The primary function of the audit committee (the "**Committee**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.
- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of three Directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

I. Document and report reviews

(a) Review and update this Charter annually.
(b) Review the Company's financial statements, MD&A and any annual and interim earnings,

press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

II. External auditors

(a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.

(b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.

(c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

(d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.

(e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

(f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

(g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.

(h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

(i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

    i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;

    ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and

    iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee or management.

III. Financial reporting process

(a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.

(b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

(c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

(d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

(e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

(f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

(g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

(h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

(i) Review certification process.

(j) Maintain a procedure for the confidential, anonymous submission by employees, customers or suppliers of the Company of concerns regarding questionable accounting or auditing matters.

IV. Other

(a) Review for completeness of related-party transactions.