

**CRH MEDICAL CORPORATION**  
(the "Company")  
#522 - 999 Canada Place  
Vancouver, British Columbia  
V6C 3E1

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
INFORMATION CIRCULAR**

As at and dated April 22, 2010  
(unless otherwise noted)

**FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON THURSDAY MAY 27, 2010**



CRH MEDICAL CORPORATION  
#522 – 999 Canada Place  
Vancouver, British Columbia  
V6C 3E1

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**TO: THE SHAREHOLDERS OF CRH MEDICAL CORPORATION**

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (the “Meeting”) of the Shareholders of CRH Medical Corporation (the “Company”) will be held at the offices of Blake, Cassels & Graydon LLP, Barristers & Solicitors, 595 Burrard Street, Suite 2600, Three Bentall Center, Vancouver, BC V7X 1L3, on Thursday, May 27, 2010 at 1:30 p.m. (PST) for the following purposes:

1. To receive the report of Management to the Shareholders;
2. To receive the audited financial statements of the Company for the year ended December 31, 2009 and the auditors report thereon;
3. To set the number of directors at seven;
4. To elect the directors of the Company;
5. To appoint the Company’s auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor; and
6. To transact any other business that may properly come before the Meeting and any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular accompanying this Notice.

**SHAREHOLDERS OF THE COMPANY WHO ARE UNABLE TO ATTEND THE MEETING IN PERSON ARE REQUESTED TO DATE AND SIGN THE ENCLOSED FORM OF PROXY AND TO MAIL IT TO OR DEPOSIT IT WITH THE COMPANY’S TRANSFER AGENT, COMPUTERSHARE INVESTOR SERVICES INC. 100 UNIVERSITY AVE, 9<sup>TH</sup> FLOOR, TORONTO, ON M5J 2Y1 FORMS OF PROXY MAY ALSO BE VOTED BY INTERNET IN ACCORDANCE WITH THE INSTRUCTIONS CONTAINED IN THE FORM OF PROXY. IN ORDER TO BE VALID AND ACTED UPON AT THE MEETING, FORMS OF PROXY MUST BE RETURNED TO THE AFORESAID ADDRESS (OR VOTED BY INTERNET) NOT LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS, AND HOLIDAYS) BEFORE THE TIME SET FOR THE HOLDING OF THE MEETING OR ANY ADJOURNMENT THEREOF.**

The Board of Directors of the Company has fixed as the record date for the Meeting to be the close of business on April 22, 2010. Only shareholders of the Company of record as at that date are entitled to receive notice of and to vote at the Meeting.

Dated at Vancouver, British Columbia, this 22nd day of April, 2010.

ON BEHALF OF THE BOARD OF DIRECTORS:

“Edward Wright”  
\_\_\_\_\_  
Edward Wright,  
President and Chief Executive Officer



CRH MEDICAL CORPORATION  
Suite 522 – 999 Canada Place,  
World Trade Center,  
Vancouver, BC V6C 3E1

## **MANAGEMENT INFORMATION CIRCULAR**

As at and dated April 22, 2010

(unless otherwise noted)

### **Solicitation of Proxies**

This Information Circular is furnished in connection with the solicitation of proxies for use at the Annual General Meeting (the “Meeting”) of the shareholders of the Company. The Meeting will be held at the offices of Blake, Cassels & Graydon LLP, Barristers & Solicitors, 595 Burrard Street, Suite 2600, Three Bentall Center, Vancouver, BC V7X 1L3 on May 27, 2010 at 1:30 p.m. (PST), and at any adjournments thereof for the purposes set forth in the Notice of Annual General Meeting of Shareholders accompanying this Information Circular.

Instruments of proxy must be received by the Company’s transfer agent, Computershare Investor Services Inc. 100 University Ave, 9<sup>th</sup> Floor, Toronto, ON M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays, and holidays) before the time for the holding of the Meeting or any adjournment thereof. The Board of Directors of the Company has fixed the Record Date for the Meeting to be the close of business on April 22, 2010. Only shareholders of the Company of record as at that date are entitled to receive notice of and to vote at the Meeting.

### **Voting of Common Shares – Advice to Beneficial Shareholders**

The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold shares in their own names (“beneficial shareholders”). Beneficial shareholders should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders can be recognized and acted upon at the Meeting. If shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those shares will not be registered in the shareholder’s name on the records of the Company. Such shares will more likely be registered under the name of the broker or an agent of the broker. Shares held by brokers or their nominees can be voted upon the instructions of the beneficial shareholder. The directors and officers of the Company do not know for whose benefit the shares are registered. **Therefore, beneficial shareholders may not be recognized at the Meeting for the purposes of voting their shares in person or by way of proxy.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from beneficial shareholders in advance of the Meeting. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by beneficial shareholders in order to ensure that their shares are voted at the Meeting. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“Broadridge”). Broadridge mails the proxy materials to the beneficial shareholders and asks them to return the voting information forms (“VIF”) to Broadridge. **A beneficial shareholder receiving a VIF from Broadridge may not be able to use that VIF to vote shares directly at the Meeting. The VIF must be returned to Broadridge well in advance of the Meeting in order to have the shares voted.**

### **Appointment of Proxyholder and Revocability of Proxy**

The persons named in the enclosed Proxy are directors or officers of the Company. **A shareholder has the right to appoint a person, who need not be a shareholder, to attend and act for the shareholder and on the shareholder’s behalf at the Meeting other than either of the persons designated in the accompanying form of Proxy, and may do so either by striking out the printed names and inserting the name of such other person in the blank space provide in the Proxy or by completing another suitable form of Proxy.**

A registered shareholder who has submitted a proxy may revoke it at any time prior to the exercise thereof. If a person who has given a proxy attends personally at the Meeting at which such proxy is to be voted, such person may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the shareholder or shareholder's attorney authorized in writing, or if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized and deposited either at the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof, and upon either of such deposits, the proxy is revoked.

### **Persons Making Solicitations**

The solicitation is made on behalf of the management of the Company. The costs incurred in the preparation and mailing of the Proxy, Notice of Annual General Meeting, and this Information Circular will be borne by the Company. Solicitation will be primarily by mail. In addition, proxies may be solicited in person, by telephone, facsimile, or other means of communication by directors, officers and employees of the Company who will not be additionally compensated therefor.

### **Exercise of Discretion by Proxy**

THE SHARES REPRESENTED BY ANY PROXY IN FAVOUR OF THE MANAGEMENT NOMINEES WILL, IF THE INSTRUCTIONS CONTAINED IN THE PROXY ARE CERTAIN, BE VOTED ON ANY POLL IN ACCORDANCE WITH THE SPECIFICATIONS MADE BY THE SHAREHOLDER IN THE PROXY. **IN THE ABSENCE OF SUCH DIRECTION, IT IS INTENDED THAT SUCH SHARES WILL BE VOTED FOR THE APPROVAL OF THE ITEMS SET OUT IN THE PROXY. FURTHER, IT IS INTENDED THAT SUCH SHARES WILL BE VOTED IN FAVOUR OF EACH OF THE NOMINEES FOR ELECTION AS DIRECTORS SET OUT THEREIN. THE PROXY CONFERS DISCRETIONARY AUTHORITY UPON THE PERSONS NAMED THEREIN WITH RESPECT TO AMENDMENTS OR VARIATIONS TO ANY MATTERS IDENTIFIED IN THE NOTICE OF MEETING AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING. AT THE TIME OF MAILING OR OTHER PUBLICATION OF THIS INFORMATION CIRCULAR, THE MANAGEMENT OF THE COMPANY KNEW OF NO SUCH AMENDMENTS, VARIATIONS, OR OTHER MATTERS TO COME BEFORE THIS MEETING.**

### **Request for Financial Statements**

National Instrument 51-102 "Continuous Disclosure Obligations" sets out the procedures for a shareholder to receive financial statements. If you wish to receive financial statements, you may indicate your instructions in the enclosed Proxy or VIF or provide instructions in any other written format.

### **Voting Shares and Principal Holders Thereof**

The Company is authorized to issue 100,000,000 common shares without par value. There is one class of shares only.

As at April 22, 2010, 48,505,540 common shares of the Company were issued and outstanding, each share carrying the right to one vote at the Meeting. As a shareholder you are entitled to one vote for each share you own. A quorum for the transaction of business at the Meeting is two shareholders, or one or more proxyholders representing two shareholders, or one shareholder and a proxyholder representing another shareholder.

To the knowledge of the directors and senior officers of the Company, as at April 22, 2010, no person or corporation, beneficially owned, or controlled or directed, directly or indirectly; voting securities of the Company carrying more than 10% of the voting rights attached to any class of voting securities of the Company.

## MATTERS TO BE ACTED UPON AT THE MEETING

### Setting the number of Directors

The Shareholders of the Company will be asked to vote for setting the number of directors of the Company at seven by passing the following resolution.

“IT IS HEREBY RESOLVED, AS AN ORDINARY RESOLUTION THAT the number of directors be set at seven.”

### Election of Directors

The size of the Company's board of directors is currently determined at six. As stated above, it is proposed that the number of directors of the company for the ensuing year be set at seven. Management proposes to nominate the persons named in the following table for election as a director. Each director will hold office until the next annual general meeting or until that person sooner ceases to be a director.

Unless a shareholder provides other instructions, the enclosed proxy will be voted for the nominees listed below. Management does not expect that any of the nominees will be unable to serve as a director.

The following information concerning the proposed nominees has been furnished by each of them as at December 31, 2009:

<b>Dr. Anthony F. Holler, Chairman, Vancouver, BC</b>	
<p>Dr. Holler was appointed Chairman of the Board of the Company on December 21, 2005. Dr. Anthony F. Holler was one of the original founders of ID Biomedical Corporation and held a number of executive positions with ID Biomedical including Chief Executive Officer and Director. Dr. Holler resigned from ID Biomedical upon the completion of ID Biomedical's acquisition by GlaxoSmithKline. Prior to founding ID Biomedical, Dr. Holler served as an emergency physician at University Hospital at the University of British Columbia. He is a member of the British Columbia College of Physicians and Surgeons.</p> <p><i>Other Board Affiliations: Response Biomedical Corporation, Corriente Resources Inc., Inviro Medical Inc.</i></p>	<p>Member of its Audit Committee, Compensation Committee, Corporate Governance and Nominating Committee</p> <p>Independent</p> <p>1,620,000 Shares 175,000 Options</p>
<b>Dr. Iain Cleator, Director, Vancouver, BC</b>	
<p>Iain Cleator, MB, ChB is Professor Emeritus of Surgery at the University of British Columbia. Dr. Cleator was first appointed to the Board of Directors of the Company on May 24, 2007. He currently operates the Cleator Clinic, which he founded in 2003 to care for the many patients afflicted with anorectal disorders. Professor Cleator also founded the G.I. Clinic at St. Paul's hospital in Vancouver and held many positions there including Head of the G.I. Clinic and Head of Service. Dr. Cleator is a past President of the Canadian Association of Gastroenterologists as well as past President of the Vancouver Medical Association. A 1962 graduate in surgery from Edinburgh University, Dr. Cleator accepted a position as academic surgeon at the University of British Columbia in 1972. He is currently completing a three year term as Block Chair for the GI Teaching in second year Medical School.</p> <p><i>Other Board Affiliations: None</i></p>	<p>Medical Director of the Company</p> <p>Non-Independent</p> <p>1,764,500 Shares 175,000 Options</p>

<b>Dr. David Johnson, Norfolk, VA</b>	
<p>Dr. Johnson is partner of Gastrointestinal and Liver Specialists of Tidewater PLLC in Norfolk, VA since 1989 having served at the National Naval Medical Center Gastroenterology division from 1984-89. Dr. Johnson also serves as Professor of Medicine, Chief of Gastroenterology, Eastern Virginia Medical School and is Board-certified in Internal Medicine and Gastroenterology. Additionally, he is a past President of American College of Gastroenterology.</p> <p><i>Other Board Affiliations: Norfolk Assembly</i></p>	<p>Independent</p> <p>Nil Shares 125,000 Options</p>
<b>Dr. Bergein Overholt, Director, Knoxville, TN</b>	
<p>Dr. Overholt was appointed to the Board of Directors of the Company on September 24, 2009. Dr. Overholt is President of Gastrointestinal Associates in Knoxville, TN where he maintains an active practice. Dr. Overholt also serves as the Medical Director of the Laser Center of the Thompson Cancer Survival Center. He is a past president of the American Society for Gastrointestinal Endoscopy and the American Association of Ambulatory Surgery Centers.</p> <p><i>Other Board Affiliations: The Whitestone Group, gMed</i></p>	<p>Member of its Corporate Governance and Nominating Committee</p> <p>Independent</p> <p>Nil Shares 100,000 Options</p>
<b>Todd Patrick, Director, Bellevue, WA</b>	
<p>Mr. Patrick was appointed to the Board of Directors of the Company on May 25, 2006. Mr. Patrick has been retired since January, 2006. Prior to this, Mr. Patrick was employed by ID Biomedical Corporation as its President from July 1994 to January 2006, when he resigned upon the completion of ID Biomedical's acquisition by GlaxoSmithKline and was member of its Board of Directors.</p> <p><i>Other Board Affiliations: Seattle Biomedical Research Institute; Response Biomedical Corporation; Inviro Medical Inc.; Vaxent Vaccines LLC; C3 Jian</i></p>	<p>Member of its Audit Committee, Corporate Governance and Nominating Committee, Compensation Committee</p> <p>Independent</p> <p>483,400 Shares 175,000 Options</p>
<b>Ian Webb, Director, Vancouver, BC</b>	
<p>Mr. Webb was appointed to the Board of Directors of the Company on May 25, 2006. Mr. Webb is a partner of the law firm of Borden Ladner Gervais LLP. His practice focuses on corporate and securities law with an emphasis on the legal requirements of public companies. Mr. Webb obtained a Bachelor of Laws Degree from York University in 1981 and a Master of Science Degree in Theoretical Physics from the University of Saskatchewan in 1976.</p> <p><i>Other Board Affiliations: Response Biomedical Corporation</i></p>	<p>Member of its Audit Committee; Corporate Governance and Nominating Committee</p> <p>Independent</p> <p>11,000 Shares 175,000 Options</p>



<b>Edward Wright, Director, Vancouver, BC</b>	
Mr. Wright became the CEO and was appointed to the Board of Directors of the Company on September 18, 2006. Mr. Wright joined CRH Medical from Cartier North America where he held the post of Executive Vice President of Retail for North America since 2005. Prior to that, Mr. Wright held the position President of Baume & Mercier since 2001. While at Cartier, Mr. Wright was responsible for the development and operations of the entire North American retail division, including implementation of strategic goals, supervision of retail development, and ensuring successful achievement of Cartier's retail objectives for the North American market segment.	Chief Executive Officer of the Company
<i>Other Board Affiliations: Greenscape Capital Group, Vancouver College Ltd.</i>	Non-Independent  10,000 Shares 1,100,000 Options

### Corporate Cease Trade Orders or Bankruptcies

No proposed Director of the Company:

- (a) is, or, within the ten years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any issuer that:
  - (i) was the subject of a cease trade or similar order, or an order that denied the issuer access to any exemptions under securities legislation, for a period of more than 30 consecutive days while the Director was acting in that capacity; or
  - (ii) was subject to an event that resulted, after the Director ceased to be a director, chief executive officer or chief financial officer of the issuer, in the issuer being the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days, and which resulted from an event that occurred while the Director was acting in that capacity;
- (b) is, as at the date of this Information Circular, or has been within ten years before the date of the information circular, a director or executive officer of any company (including the Company) that, while the Director was acting in that capacity or within a year of the Director ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to hold the assets of that individual.

No proposed Director of the Company has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

### **Appointment of Auditors**

The Board of Directors of the Company recommends the appointment of KPMG LLP, Chartered Accountants, of Vancouver, British Columbia, to serve as auditors of the Company until the next annual general meeting of shareholders and to authorize the directors to fix their remuneration. KPMG LLP was first appointed as the Company's auditor on January 14, 2008.

The persons named in the enclosed form of proxy, unless directed by the shareholder completing the proxy to abstain from doing so, intend to vote for the appointment of KPMG, LLP as auditors of the Company to hold office until the next annual general meeting of shareholders at a remuneration to be fixed by the Board of Directors

## **EXECUTIVE COMPENSATION**

### **Currency**

The Company reports its financial statements in United States dollars and therefore all amounts under this heading are reported in United States dollars. Any compensation that was paid to a Named Executive Officer in currency other than United States dollars was converted to United States dollars based on the 2009 average exchange rate as reported by the Bank of Canada for the conversion of Canadian dollars into United States dollars being CDN\$1.00 equals USD\$0.877.

### **Compensation of Named Executive Officers**

For purposes of this Information Circular, "Named Executive Officer" of the Company means an individual who, at any time during the year, was:

- (a) the Company's chief executive officer ("CEO");
- (b) the Company's chief financial officer ("CFO");
- (c) each of the Company's three most highly compensated executive officers, or three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) any additional individuals for whom disclosure would have been provided under (c) except that the individual was not serving as an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year;

(each a "Named Executive Officer").

Based on the foregoing definition, during the last completed fiscal year of the Company, there were two Named Executive Officer(s), namely, Edward Wright, its Chief Executive Officer and Richard Bear, its Chief Financial Officer.

## **Compensation Discussion & Analysis**

### *Compensation Philosophy and Objectives*

The Company's executive compensation program is designed to attract, motivate and retain high performing senior executives, encourage and reward superior performance and align the executives' interests with those of the Company's shareholders by:

- providing the opportunity for an executive to earn compensation that is competitive with the compensation received by executives employed by a group of comparable North American companies;
- providing executives with an equity-based incentive plan, namely a stock option plan;
- aligning employee compensation with company corporate objectives; and
- attracting and retaining highly qualified individuals in key positions.

### *Positioning*

The Company's compensation policy is for executive compensation to be generally aligned with the median of the reference group. The Compensation Committee uses discretion and judgment when determining compensation levels as they apply to a specific executive officer. Individual compensation may be positioned above or below median, based on individual experience and performance or other criteria deemed important by the Compensation Committee. The total cash target payment for the Company's executive officers generally falls within the market median competitive range.

### *Compensation Elements*

An executive compensation policy has been established to acknowledge and reward the contributions of the executive officers to the Company's success and to ensure competitive compensation, in order that the Company may benefit from the expertise required to pursue its objectives. The Company's executive compensation policy is comprised of both fixed and variable components. The variable components include equity and non-equity incentive plans. Each compensation component has a different function, but all elements are intended to work in concert to maximize company and individual performance by establishing specific, competitive operational and financial goals and by providing financial incentives to executives based on their level of attainment of these goals.

The Company's current executive compensation program is comprised of the following three basic components: (i) base salary; (ii) non-equity incentives—consisting of a cash bonus linked to both individual and corporate performance; and (iii) long-term compensation—consisting of the Company's stock option plan established for the benefit of its directors, executive officers, employees and service providers (the "Stock Option Plan").

### *Base Salary*

Salaries of the Company's executive officers are based on a comparison with competitive benchmark positions. The starting point to determine executive base salaries is the median of executive salaries in comparable companies. They are reviewed annually by the Compensation Committee. In determining individual base salaries, the Compensation Committee takes into consideration individual circumstances that may include the scope of an executive's position, the executive's relevant competencies or experience and retention risk. The Compensation Committee also takes into consideration the fulfillment of the corporate objectives of the Company including but not limited to revenue growth, cash flow, net income (loss) and the market value of the Company, as well as the individual performance of the executive.

### *Short-Term Non-Equity Incentive Compensation*

The short-term non-equity incentive compensation plan sets out the allocation of incentive awards based on the financial results and the advancement of the Company's strategic objectives. These objectives are set as part of the annual review of corporate strategies. In the case of executive officers, a program is designed to maximize corporate and individual performance by establishing specific operational and financial goals and to provide financial incentives to executive officers based on their level of attainment of these goals. The granting of cash incentives require the approval of both the Compensation Committee and the Board of Directors and are based upon an assessment of each individual's performance, as well as the performance of the Company. As of the year ended December 31, 2009 there were cash bonuses paid to executive officers under our short-term non-equity incentive compensation plan totalling \$122,037. Mr. Wright was awarded a bonus of USD\$71,037 and Mr. Bear was awarded a bonus of USD\$51,000 in respect of their activities related to the Company's Partnership Program, the Company's Private Placement, and overall expense management.

### *Long-term Equity Compensation Plan of Executive Officers*

The long-term component of the compensation of the Company's executive officers is based exclusively on the Stock Option Plan, which permits the award of a number of options that varies in accordance with the contribution of the officers and their responsibilities. To encourage retention and focus management on developing and successfully implementing the continuing growth strategy of the Company, stock options generally vest over a period of 4 years.

### **Option-based Awards**

We established the Stock Option Plan in order to attract and retain directors, executive officers and employees, who will be motivated to work towards ensuring the success of the Company. The Board of Directors has full and complete authority to interpret the Stock Option Plan, to establish applicable rules and regulations applying to it and to make all other determinations it deems necessary or useful for the administration of the Stock Option Plan, provided that such interpretations, rules, regulations and determinations are consistent with the rules of all stock exchanges and quotation systems on which the Company's securities are then traded and with all relevant securities legislation.

Individuals eligible to participate under the Stock Option Plan will be determined by either the Board of Directors or the Compensation Committee. Options granted under the Stock Option Plan may be exercised at any time within a maximum period of five years following the date of their grant (the "Outside Expiry Date"). The Board of Directors or the Compensation Committee, as the case may be, designates, at its discretion, the individuals to whom stock options are granted under the Stock Option Plan and determines the number of Common Shares covered by each of such options, the grant date, the exercise price of each option, the expiry date, the vesting schedule and any other matter relating thereto, in each case in accordance with the applicable rules and regulations of the regulatory authorities. The Board of Directors or the Compensation Committee, as the case may be, takes into account previous grants of options when considering new grants. The price at which the Common Shares may be purchased may not be lower than the closing price of the Common Shares on the TSX Venture Exchange on the last trading day preceding the date of grant of the option.

Options granted under the Stock Option Plan generally vest in equal tranches over a 4 year period or as otherwise determined by the Board or the Compensation Committee, as the case may be.

## Summary Compensation Table

The aggregate cash compensation paid to the Company's Named Executive Officers for services rendered during the financial year ended December 31, 2009 was USD\$875,132. Cash compensation includes salaries, fees (including directors' fees), commissions and bonuses and, in addition to amounts actually paid during and for the most recently completed financial year, cash compensation includes: bonuses to be paid for services rendered during the most recently completed financial year unless those amounts have not yet been allocated; bonuses paid during the most recently completed financial year for services rendered in a previous financial year; and any compensation other than bonuses earned during the most recently completed financial year, the payment of which is deferred.

Name and principal position	Year <sup>(1)</sup>	Salary (\$USD)	Share-based awards	Option-based awards <sup>(2)</sup>	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation	Total Compensation <sup>(3)</sup>
					Annual incentive plans	Long-term incentive plans			
Edward Wright, CEO	2009	\$236,790	-	\$230,870	\$71,037	-	-	-	\$538,697
	2008	\$221,400	-	-	-	-	-	-	\$221,400
Richard Bear, CFO	2009	\$170,000	-	\$115,435	\$51,000	-	-	-	\$336,435
	2008	\$170,000	-	-	-	-	-	-	\$170,000

(1) Financial year ended December 31.

(2) The value of the option-based awards reflects the fair value of options granted on the dates of grant, which were January 21, 2009. The fair value was computed using the Black Scholes option pricing model with the following assumptions: a) average risk-free interest rate of 1.6%; b) expected life of four years; c) the price of the stock on the grant date USD\$0.51; d) expected volatility of 91%; and d) no expected dividend payments. The Black Scholes model was used to compute option fair values because it is the most commonly used option pricing model and is considered to produce a reasonable estimate of fair value.

(3) Of this total compensation, Edward Wright was paid \$nil (2009) and \$nil (2008) for his services as a Director of the Company.

## Incentive Plan Awards

### *Outstanding share-based awards and option-based awards*

The following table sets forth information for each Named Executive Officer regarding all awards of options outstanding at the end of the most recently completed financial year. Further details about the granting of options and determination of their terms are discussed above under "Option-based Awards".

Name	Number of securities underlying unexercised options (#)	Option exercise price (\$) (CDN\$)	Option expiration date	Value of Unexercised in-the-Money Options at FY-End (\$)	Number of shares or units of shares that have not Vested (#)	Market or payout value of share-based awards that Have not vested (\$)
Edward Wright	700,000 <sup>(1)</sup>	\$0.65	01/21/2014	\$521,815	N/A	N/A
	300,000 <sup>(1)</sup>	\$2.23	08/20/2011	nil / nil		
	100,000 <sup>(1)</sup>	\$2.18	12/04/2012	nil / nil		
Richard Bear	300,000 <sup>(1)</sup>	\$0.65	01/21/2014	\$260,908	N/A	N/A
	200,000 <sup>(2)</sup>	\$3.30	01/11/2011	nil / nil		
	100,000 <sup>(1)</sup>	\$2.18	12/04/2012	nil / nil		

(1) These options vest equally over sixteen quarters, first vesting occurs three months after grant date.

(2) These options vested equally over eight quarters, first vesting occurred three months after grant date.

### Incentive Plan awards – value vested or earned during the year

Name	Option-based awards – Value vested during the year (\$) <sup>(1)</sup>	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Edward Wright	\$104,363 <sup>(2)</sup>	N/A	N/A
Richard Bear	\$52,181 <sup>(3)</sup>	N/A	N/A

(1) This amount is calculated based on the dollar value that would have been realized by determining the difference between the closing market price of the common shares and the exercise price of the options on the vesting date.

(2) 43,750 options exercisable at \$0.65 vested on April 21, 2009, 43,750 options exercisable at \$0.65 vested on July 21, 2009 and 43,750 options exercisable at \$0.65 vested on October 21, 2009. The closing prices of the Company's common shares on the TSX Venture Exchange on April 21, 2009, July 21, 2009 and October 21, 2009 were \$1.50, \$1.67 and \$1.50.

(3) 21,875 options exercisable at \$0.65 vested on April 21, 2009, 21,875 options exercisable at \$0.65 vested on July 21, 2009 and 21,875 options exercisable at \$0.65 vested on October 21, 2009. The closing prices of the Company's common shares on the TSX Venture Exchange on April 21, 2009, July 21, 2009 and October 21, 2009 were \$1.50, \$1.67 and \$1.50.

### Pension Plan Benefits

The Company has not established any pension plan or retirement benefit plan and none are proposed at this time.

### Termination and Change of Control Benefits

#### *Termination of Employment, Change in Responsibilities, and Employment Contracts*

On August 18, 2006, the Company signed an employment contract with Edward Wright, CEO of the Company which provides for an annual salary of CDN\$250,000 (converted to USD as at year end \$205,000) per annum plus an annual bonus, which at 100% achievement of the established performance milestones and business growth targets shall equal 30% of the annual salary, but which shall not be capped at 30% of the annual salary. Mr. Wright received a raise of CDN\$20,000 (converted to USD as at year end \$16,400) for the Company's most recently completed financial year providing for an annual salary of CDN\$270,000 (converted to USD as at year end \$221,400) per annum. The employment contract provides for termination payments to be made to the CEO as follows: (i) in the event of death or total incapacity of the CEO or in the event of termination of the CEO for just cause, the Company will pay to the CEO an amount equal to six months salary or provide notice in lieu of payment; and (ii) in the event of termination of the CEO by the Company without just cause or in the event of a change of control of the Company, the Company will pay to the CEO an amount equal to 24 months salary, including any annual bonuses. If Mr. Wright's employment was terminated on the last business day of the most recently completed financial year, he would have been entitled to receive, CDN\$135,000 (converted to USD as at year end \$110,700) if the triggering event in (i) above occurred, and CDN\$540,000 (converted to USD as at year end \$442,800) if the triggering event in (ii) above occurred.

The Company has an employment contract with Richard Bear, CFO of the Company which provides for an annual salary of USD\$150,000 per annum. Mr. Bear received a raise of USD\$20,000 for the Company's most recently completed financial year providing for an annual salary of USD\$170,000 per annum. The employment contract provides for termination payments to be made to the CFO as follows: (i) in the event of termination of the CFO for just cause, the Company will pay to the CFO an amount equal to six months salary or provide notice in lieu of payment; and (ii) in the event of termination of the CFO by the Company without just cause or in the event of a change of control of the Company, the Company will pay to the CFO and amount equal to 24 months salary, including any annual bonuses. If Mr. Bear's employment was terminated on the last business day of the most recently completed financial year, he

would have been entitled to receive, USD\$85,000 if the triggering event in (i) above occurred, and USD\$340,000.00 if the triggering event in (ii) above occurred.

## DIRECTOR COMPENSATION

### Narrative Discussion

The compensation paid to the Company's Directors is designed to (i) attract and retain the most qualified people to serve on the Board of Directors and its committees, (ii) align the interests of the Company's Directors with those of its shareholders, and (iii) provide appropriate compensation for the risks and responsibilities related to being an effective director. This compensation is recommended to the Board of Directors by the Compensation Committee. Directors' compensation is comprised of an annual retainer, meeting fees and a long-term component consisting of stock options. Directors' compensation is included in the mandate of the Compensation Committee. Directors' compensation is subject to the approval of the Board of Directors. Directors who are members of management do not receive compensation for serving as directors.

On May 30, 2006 the Board of Directors approved new compensation arrangements for directors. Each non-management director receives an annual retainer of CDN\$12,000 and meeting fees of CDN\$750 for each meeting attended for directors resident in Greater Vancouver and meeting fees of CDN\$1,500 for each meeting attended by a director resident outside of Greater Vancouver. Reasonable expenses incurred in connection with attending to board matters are reimbursed. During the most recently completed financial year, directors' fees in an aggregate value of USD\$59,197 were paid or accrued.

### Director Compensation Table

Name	Fees earned (\$) USD	Share-based awards (\$)USD	Option-based awards (\$)USD <sup>(1)</sup>	Non-equity incentive plan compensation	Pension value (\$)USD	All other compensation (\$)USD	Total (\$) USD
Anthony Holler	\$15,128	N/A	\$24,552	N/A	N/A	N/A	\$39,680
Iain Cleator	\$13,813	N/A	\$24,552	N/A	N/A	N/A	\$38,365
Todd Patrick	\$15,128	N/A	\$24,552	N/A	N/A	N/A	\$39,680
Ian Webb	\$15,128	N/A	\$24,552	N/A	N/A	N/A	\$39,680
Bergein Overholt	-	N/A	\$92,219	N/A	N/A	N/A	\$92,219

(1) The value of the option-based awards reflects the fair value of options granted on the dates of grant, which were January 21, 2009, September 23, 2009 and December 2, 2009. The fair value was computed using the Black Scholes option pricing model with the following assumptions: a) average risk-free interest rates between 1.6% - 2.32%; b) expected life of four years; c) the price of the stock on the grant dates between USD\$0.51 – USD \$1.54; d) expected volatility between 74% - 91%; and e) no expected dividend payments. The Black Scholes model was used to compute option fair values because it is the most commonly used option pricing model and is considered to produce a reasonable estimate of fair value.

## Outstanding share-based awards and option-based awards

The following table sets forth information for each Director regarding all awards of options outstanding at the end of the most recently completed financial year. Further details about the granting of options and determination of their terms are discussed above under “Option-based Awards”.

Name	Option Based Award				Share Based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$) (CDN\$)	Option expiration date	Value of Unexercised in-the-Money Options at FY-End (\$) <sup>(6)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Anthony Holler	25,000	\$1.21 <sup>(1)</sup>	12/2/2014	\$6,358	N/A	N/A
	25,000	\$0.65 <sup>(1)</sup>	1/21/2014	\$18,636	N/A	N/A
	100,000	\$2.14 <sup>(1)</sup>	09/12/2011	nil	N/A	N/A
	25,000	\$2.18 <sup>(1)</sup>	12/04/2012	nil	N/A	N/A
Iain Cleator	25,000	\$1.21 <sup>(1)</sup>	12/2/2014	\$6,358	N/A	N/A
	25,000	\$0.65 <sup>(1)</sup>	1/21/2014	\$18,636	N/A	N/A
	100,000	\$2.15 <sup>(1)</sup>	09/12/2012	nil	N/A	N/A
	25,000	\$2.18 <sup>(1)</sup>	12/04/2012	nil	N/A	N/A
Todd Patrick	25,000	\$1.21 <sup>(1)</sup>	12/2/2014	\$6,358	N/A	N/A
	25,000	\$0.65 <sup>(1)</sup>	1/21/2014	\$18,636	N/A	N/A
	100,000	\$2.14 <sup>(1)</sup>	09/12/2011	nil	N/A	N/A
	25,000	\$2.18 <sup>(1)</sup>	12/04/2012	nil	N/A	N/A
Ian Webb	25,000	\$1.21 <sup>(1)</sup>	12/2/2014	\$6,358	N/A	N/A
	25,000	\$0.65 <sup>(1)</sup>	1/21/2014	\$18,636	N/A	N/A
	100,000	\$2.14 <sup>(1)</sup>	09/12/2011	nil	N/A	N/A
	25,000	\$2.18 <sup>(1)</sup>	12/04/2012	nil	N/A	N/A
Bergein Overholt	100,000	\$1.65 <sup>(1)</sup>	9/23/09	nil	N/A	N/A

(1) These options vest equally over sixteen quarters, first vesting occurs three months after grant date.

(2) This amount is calculated based on the difference between the market value of the securities underlying the option at the end of the year, and the exercise price of the option. The closing price of the Company’s common shares on the TSX Venture Exchange on December 31, 2009 was \$1.50.

## Incentive Plan awards – value vested or earned during the year

Name	Option-based awards – Value vested during the year (USD\$)	Share-based awards – value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Anthony Holler	\$3,727	N/A	N/A
Iain Cleator	\$3,727	N/A	N/A
Todd Patrick	\$3,727	N/A	N/A
Ian Webb	\$3,727	N/A	N/A
Bergein Overholt	\$ -	N/A	N/A

(1) This amount is calculated based on the dollar value that would have been realized by determining the difference between the closing market price of the common shares and the exercise price of the options on the vesting date.

(2) 1,563 options exercisable at \$0.65 vested on April 21, 2009, 1,563 options exercisable at \$0.65 vested on July 21, 2009 and 1,563 options exercisable at \$0.65 vested on October 21, 2009. The closing prices of the Company’s common shares on the TSX Venture Exchange on April 21, 2009, July 21, 2009 and October 21, 2009 were \$1.50, \$1.67 and \$1.50.



### *Directors and Officers Insurance*

Effective February 12, 2007, the Company provided insurance for its directors and officers against certain liabilities incurred by them in their capacity as directors or officers of the Company or its subsidiaries in the aggregate amount of \$5,000,000. The policy governing such insurance is subject to customary exclusions and limitations.

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The Stock Option Plan is the only equity compensation plan of the Company. The following table sets forth the information with respect to the options outstanding under the plan at December 31, 2009.

<b>Plan Category</b>	<b>Number of Common Shares to be Issued Upon Exercise of Outstanding Options</b>	<b>Weighted-Average Exercise Price of Outstanding Options (CDN\$)</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))</b>
Equity compensation plans approved by securityholders	4,376,188	\$1.61	564,612
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	4,376,188	\$1.61	564,612

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

None of the directors or executive officers of the Company, proposed nominee for election as a director of the Company, and no associates of any of them, is or has been indebted to the Company or its subsidiaries at any time since the beginning of the Company's last completed financial year.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

No informed person of the Company, no proposed nominee for election as a director of the Company, and no associate or affiliate of any of the foregoing, has any material interest, direct or indirect, in any transaction since the commencement of the Company's last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries, other than disclosed under the headings "Executive Compensation" and "Matters to be Acted Upon at the Meeting".

### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

None of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year, and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than as disclosed under the heading "Matters to be Acted Upon at the Meeting".

## STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices that are both in the interest of its shareholders and contribute to effective and efficient decision making. Canadian Securities Administrators have implemented National Policy 58-201 – Corporate Governance Guidelines and National Instrument 58-101 – Disclosure of Corporate Governance Practices (NI 58-101) in each of the provinces and territories of Canada. In addition, National Instrument 52-110 – Audit Committees (NI 52-110) prescribes certain requirements in relation to audit committees. The Board is of the view that the Company’s general approach to corporate governance, summarized below, meets or exceeds the applicable guidelines and requirements.

### **Board of Directors**

#### *Structure*

The Board is currently composed of six directors and the Company is proposing that Dr. David Johnson be appointed as a director at the Meeting. The Board has determined that four of the current directors, Messrs. Holler, Patrick, Webb and Overholt, and the nominee director Dr. Johnson, are “independent” as defined in NI 58-101. The Board has concluded that two directors, Messrs. Cleator and Wright are not independent as defined in NI 58-101. Mr. Cleator is not independent as he is Medical Director of the Company and Mr. Wright is not independent as he is the Chief Executive Officer of the Company. Certain directors of the Company are directors of other reporting issuers as disclosed above under the heading “Matters to be Acted Upon at the Meeting – Election of Directors”.

The Company has taken steps to ensure that adequate structures and processes are in place to permit the Board to function independently of management. The Directors can request at any time a meeting restricted to independent directors for the purpose of discussing matters independently of management.

#### *Orientation and Continuing Education*

Every new director is provided with an information package that includes a description of the Company and its policies and procedures as well as a copy of the mandate of the Board of Directors and its committees. Every new director is invited to meet with each senior executive in order to acquire an understanding of each sector of activity and to get to know the executives. Most Board meetings include presentations by various functional areas, to give Board members additional insight into the business. The Company will support Board members who wish to engage in ongoing director’s education in particular areas to maintain the skill and knowledge necessary to effectively perform their duties.

#### *Ethical Business Conduct*

The Board has adopted a written Code of Business Conduct and Ethics (the “Code”) governing directors, officers and employees. The Board monitors compliance with the Code by charging management with bringing to the Board’s attention any issues that arise with respect to the Code.

As part of our Code, our directors, officers and employees are prohibited from trading our securities while in possession of material, non public information about the Company. A copy of the Code is available under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

#### *Compensation*

Please refer to the disclosure under “Executive Compensation” and “Director Compensation” for disclosure about how compensation of directors and executive officers is determined.

### *Mandate of the Board*

The Board of Directors has adopted a written mandate that defines its stewardship responsibilities. The Board's principal responsibilities are:

- to supervise and evaluate management;
- to oversee the conduct of the business; and
- to set policies appropriate for the business and to approve corporate strategies and goals.

The Board of Directors believes that its mandate and responsibilities should to be carried out in a manner consistent with effective and efficient operation of the Company and enhancement of shareholder value.

The Board of Directors reviews and approves an operating and capital budget for each fiscal year. Management is authorized by the Board of Directors to incur capital expenditures specifically provided for in the budget, subject to certain limitations.

Management is expected to perform the day-to-day activities of running the affairs of the Company, achieving the corporate strategies and goals approved by the Board of Directors and responding to shareholder concerns and enquiries.

The Board of Directors meets a minimum of four times a year and at each meeting reviews with management operational, financial and strategic planning issues. The frequency of meetings, as well as the nature of items discussed, depend upon the state of the Company's affairs and the opportunities or risks which the Company faces.

### *Expectations of Management*

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

### *Nomination of Directors*

The Board in full and the Corporate Governance and Nominating Committee identify new candidates for election to the Board. The Corporate Governance and Nominating Committee will consider potential candidates and arrange for interviews the interested candidates, as appropriate. The key suitability criteria may include the following:

- Professional background and related qualifications.
- Industry experience and relevant professional relationships.
- Other board appointments.
- Professional standing and reputation in the investment and medical communities.
- Membership of industry committees.
- Particular technical or financial background depending on the mix of experience on the Board at that time.

The Board reviews any recommendation of the Corporate Governance and Nominating Committee and makes the final determination about director nominations and appointments. Where appropriate independent consultants may be engaged to identify possible new candidates for the Board. Further information about the Corporate Governance and Nominating Committee is below under the heading "Corporate Governance and Nominating Committee."

## *Assessments*

The Board is committed to regular assessments of the effectiveness of the Board, the committees of the Board and the individual directors. The Corporate Governance and Nominating Committee periodically reviews and makes recommendations to the Board regarding evaluations of the Board, the committees of the Board and the individual directors. The process for such evaluations may include the following:

- individual discussions between each director and an independent consultant and/or members of the Corporate Governance and Nominating Committee;
- with regard to individual director assessments, peer and/or self evaluations; and
- individual discussions with those members of senior management who regularly interact with the Board.

The Corporate Governance and Nominating Committee oversees the implementation of the Board evaluation process, reviews the evaluation results, develops recommendations based on the results and reports to the Board on the results and any recommendations. The Board then considers the results and recommendations to determine what, if any, action should be taken.

## **Committees of the Board of Directors**

The Company has an Audit Committee, a Compensation Committee and a Corporate Governance and Nominating Committee.

The Audit Committee provides assistance to the Board of Directors in fulfilling its oversight responsibility to the shareholders, potential shareholders, the investment community and others with respect to the Company's: (a) financial statements; (b) financial reporting process; (c) systems of internal accounting and financial controls; (d) external auditors' reports; and (e) risk identification, assessment and management program. It is the responsibility of the Committee to maintain an open avenue of communication between itself, the external auditors and the management of the Corporation. In performing its role, the Committee is empowered to investigate any matter brought to its attention, with full access to all books, records, facilities and personnel of the Company. It is also empowered to instruct and retain outside counsel or other experts as required.

## **Charter of the Audit Committee**

### *Organization*

An Audit Committee shall be appointed annually by the Board and shall consist of at least three (3) members from among the directors of the Company. Each Audit Committee member shall where possible be an independent director, free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgement as a member of the Committee.

All Audit Committee members shall be sufficiently versed in financial matters to understand the Company's accounting practices and policies and the major judgements involved in preparing the financial statements.

The Board shall designate the Chair of the Committee.

### *Statement of Policy*

The Committee shall fulfill its responsibilities within the context of the following principles:

- 1) **General**  
The Committee expects the management of the Company to operate in compliance with the laws and regulations governing the Company and to maintain as strong a financial, reporting and control process as resources permit.
- 2) **Communications**  
The Committee shall have direct, open and frank communications throughout the year with management, other Committee Chairs, and the external auditors.
- 3) **Meeting Agenda**  
Committee meeting agendas shall be the responsibility of the Chair of the Committee in consultation with the Committee members, management and the external auditors.
- 4) **Information Needs**  
The Committee expects that written materials will be received from management and the external auditors at least five (5) days in advance of the meeting dates.
- 5) **In-Camera Meetings**  
At each meeting, the Committee shall meet in private session and may meet with the external auditors, with management, and with the Committee members only.
- 6) **Reporting to the Board**  
The Committee, through its Chair, shall report after each Committee meeting to the Board at the Board's next regular meeting.
- 7) **The External Auditors**  
The Committee expects that in discharging its responsibilities to the shareholders, the external auditors shall be accountable to the Board through the Audit Committee. The external auditors shall report all material issues or potentially material issues to the Committee.

### *Operating Procedures*

- 1) The Committee shall meet at least four (4) times annually, or more frequently as circumstances dictate. Meetings shall be held at the call of the Chair upon the request of two (2) members of the Committee or at the request of the external auditors.
- 2) A quorum shall be a majority of the members.
- 3) Unless the Committee otherwise specifies, the Company's Corporate Secretary shall act as Secretary at all meetings of the Committee.
- 4) In the absence of the Chair of the Committee, the members shall appoint an acting Chair.
- 5) A copy of the minutes of each meeting of the Committee shall be provided to each member of the Committee and to each Director of the Company in a timely fashion.

### *Specific Responsibilities and Duties*

To fulfill its responsibilities and duties, the Committee shall:

#### *Financial Reporting*

- 1) Review the Company's annual and quarterly financial statements with management, the Company's accountant, and/or the external auditors, as applicable, to gain reasonable assurance that the statements are accurate, complete and in accordance with GAAP.
- 2) Receive from the external auditors reports on their review of the annual and quarterly financial statements as applicable.
- 3) Receive from management a copy of the representation letter provided to the external auditor and receive from management any additional representations required by the Committee.
- 4) Review and, if appropriate, recommend approval to the Board of news releases, management discussion and analysis, AIF forms and reports to the shareholders issued by the Company with respect to the Company's annual and quarterly financial statements.
- 5) Review and, if appropriate, recommend approval to the Board of prospectuses, and material change disclosures of a financial nature.
- 6) Review financial related press releases.

#### *Accounting Policies*

- 1) Review with management and the external auditors the appropriateness of the Company's accounting policies and disclosures.
- 2) Review with management and the external auditors the Company's underlying accounting policies and any significant estimates and judgements.

#### *Risk and Uncertainty*

- 1) Review with management the significant financial risks and principal business risks facing the company and gain reasonable assurance that they are being effectively managed or controlled.
- 2) Ascertain that policies and procedures are in place to minimize environmental, occupational health and safety, and other risks to asset value.
- 3) Review the adequacy of insurance coverage maintained by the Company.
- 4) Review regularly with management, the external auditors and the Company's legal counsel any legal claim or other contingency that could have a material effect upon the financial position of the Company.

#### *Financial Controls and Control Deviations*

- 1) Review the plans of the external auditors to gain reasonable assurance that the review and evaluation of internal financial controls is comprehensive, coordinated and cost effective.

### *Compliance with Laws and Regulations*

- 1) Review regular reports from management and the external auditors with respect to the Company's compliance with laws and regulations having material impact on the financial statements, environmental protection laws and regulations, various tax and other withholding accounts and other laws and regulations which expose directors to liability.

### *Relationship with External Auditors*

- 1) Recommend to the Board the nomination of external auditors.
- 2) Approve the remuneration and the terms of engagement of the external auditors as set out in the engagement letter.
- 3) Review the performance of the external auditors annually.
- 4) Receive a report annually from the external auditors with respect to their independence, such report to include disclosure of all engagements (and fees related thereto) for any non-audit services by the Company.
- 5) Review with the external auditors the scope of the audit, the areas of special emphasis to be addressed in the audit, the general overall audit plan and the materiality levels, which the external auditor proposes to employ. Review the results of the external audit with the external auditors including the auditor's report, overall presentation of the financial statements, any adjustments needed or contemplated, areas of difficulty and any changes to the original audit plan.
- 6) Meet with the external auditors in the absence of management to determine that no management restrictions have been placed on the scope and extent of the audit examinations conducted by the external auditors or the reporting of their findings to the Committee.
- 7) Establish effective communication processes with management and the Company's external auditors to assist the Committee to monitor objectively the quality and effectiveness of the relationship among the external auditors, management and the Committee.

### *Other Responsibilities*

- 1) Approve annually the reasonableness of the expenses of the Chief Executive Officer.
- 2) After consultation with the Chief Financial Officer and the external auditors, gain reasonable assurance annually of the quality and sufficiency of the Company's accounting personnel.
- 3) Perform such other functions as may from time to time be assigned to the Committee by the Board.

### *Accountability*

- 1) Review and update this Charter on a regular basis for approval by the Board.
- 2) From time to time, as requested by the Board, disclose its mandate and this Charter in the Company's statement of corporate governance practices.

## Engagement of Advisors

The Committee may engage independent counsel and other advisors as it determines necessary to carry out its duties.

## Composition of Audit Committee

Following the election to the board of directors of the nominees proposed in this Information Circular, the following individuals will be the members of the Audit Committee:

Name	Independent/non-independent	Financially literate or not financially literate	Relevant Education and Experience
Dr. Anthony Holler	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>	Previously CEO and Director of ID Biomedical Corporation
Todd Patrick	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>	Previously President and Director of ID Biomedical Corporation
Ian Webb	Independent <sup>(1)</sup>	Financially literate <sup>(2)</sup>	Solicitor practicing corporate law and previously Director of ID Biomedical Corporation

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

## 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 of Directors.

## 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.

## Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board of Directors to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve any non-audit services or additional work which the Chairman of the Audit Committee deems as necessary who will notify the other member of the Audit Committee of such non-audit or additional work.



## Exemption

The Company has relied upon the exemption provided by Section 6.1 of NI 52-110, which exempts venture issuers from the requirement to comply with the restrictions on the composition of its Audit Committee and the disclosure requirements of its Audit Committee in the form as prescribed by NI 52-110.

## External Auditor Service Fees

All fees billed by KPMG, LLP, and its predecessor, MacKay LLP (the “Auditors”), the Company’s external auditors during the two most recently completed financial years are as follows:

	<b>Year ended December 31, 2009 (CDN)</b>	<b>Year ended December 31, 2008 (CDN)</b>
Audit Fees	\$35,000	\$98,000
Audit-Related Fees	0	0
Tax Fees	\$7,050	0
All Other Fees	0	0
Total	\$42,050	\$98,000

**Audit fees:** All services performed by the Auditors in connection with the review of annual consolidated financial statements of the Company including services performed to comply with generally accepted auditing standards.

**Audit Related Fees:** All services performed by the Auditors in connection with: the review of quarterly financial statements in accordance with generally accepted standards for a review; equity due diligence required by underwriters, regulators and other parties in connection with raising capital for the Company and internal control reviews.

**Tax Fees:** All services performed by the Auditors in connection with tax planning compliance and advice.

## Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee’s mandate is to undertake activities as needed to assist the Board of Directors in providing efficient and effective corporate governance for the benefit of shareholders. The Committee’s responsibilities include overseeing the effective functioning of the Board of Directors, reviewing the relationship between management and the Board of Directors, ensuring that the Board of Directors can function independently of management, reviewing the size and composition of the Board of Directors, reviewing the committee structure of the Board of Directors and identifying new nominees to the Board of Directors.

### Composition of Corporate Governance and Nominating Committee

Following the election to the board of directors of the nominees proposed in this Information Circular, the following individuals will be the members of the Corporate Governance and Nominating Committee:

<b>Name</b>	<b>Independent/non-independent</b>	<b>Management/Non-Management</b>
Dr. Anthony Holler	Independent	Non-Management
Dr. Bergein Overholt	Independent	Non-Management
Todd Patrick	Independent	Non-Management
Ian Webb	Independent	Non-Management

## Compensation Committee

The Compensation Committee consults generally with, and makes recommendations to, the Board of Directors on, matters concerning executive compensation, including individual salary rates, and other supplemental compensation.

## Composition of Compensation Committee

Following the election to the board of directors of the nominees proposed in this Information Circular, the following individuals will be the members of the Compensation Committee:

<b>Name</b>	<b>Independent/non-independent</b>	<b>Management/Non-Management</b>
Dr. Anthony Holler	Independent	Non-Management
Todd Patrick	Independent	Non-Management

## ADDITIONAL INFORMATION

Upon request by any person, the Secretary of the Company shall provide the following:

- 1) one copy of the audited consolidated financial statements of the Company for the years ended December 31, 2008 and 2009 together with the accompanying report of the auditors thereon and one copy of any interim financial statements of the Company subsequent to such financial statements;
- 2) one copy of the Company's information circular in respect of its most recent annual meeting of shareholders that involved the election of directors or one copy of any annual filing prepared in lieu of that information circular, as appropriate; or
- 3) at any other time, one copy of any of the documents referred to in (1) and (2) above, provided that the Company may require the payment of a reasonable charge if the request is made by a person who is not a security holder in the Company.

Copies of the above documents will be provided, upon request to the Secretary of the Company, at Suite 522 – 999 Canada Place, Vancouver, BC, V6C 3E1, free of charge to a shareholder of the Company. Additional financial information is provided in the audited consolidated financial statements of the Company for the year ended December 31, 2009 and Management Discussion and Analysis thereof. The above documents, together with additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Where information contained in this Information Circular, rests specifically within the knowledge of a person other than the Company, the Company has relied upon information furnished by such person.

## **OTHER BUSINESS**

The management of the Company knows of no matter to come before the Meeting other than those referred to in the Notice of Meeting and this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the Proxy to vote with regard to those matters in accordance with their best judgement.

DATED at Vancouver, British Columbia as of the 22th day of April, 2010

**BY THE ORDER OF THE BOARD OF DIRECTORS OF  
CRH MEDICAL CORPORATION**

**“Edward Wright”  
Chief Executive Officer**

