

RXT 110 INC.
1120 Finch Avenue West, Suite 503
Toronto, Ontario M3J 3H7

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF RXT 110 INC.
MANAGEMENT INFORMATION CIRCULAR

This Information Circular (the "Circular") is furnished in connection with the solicitation by management of RXT 110 INC. (the "Company") of proxies to be used at the Annual and Special Meeting of Shareholders of the Company (the "Meeting") to be held at the time and place for the purposes set forth in the attached Notice of Meeting or any adjournments or postponements thereof. The solicitation of proxies is intended to be primarily by mail but may also be made by telephone, electronic means of communication or in person by the directors and officers of the Company. The cost of such solicitation will be borne by the Company. The information contained in this Information Circular ("Circular") is given as at April 24, 2012, except where otherwise indicated.

DISTRIBUTION OF MEETING MATERIALS

The Company may pay the reasonable costs incurred by persons who are the registered but not beneficial owners of voting shares of the Company (such as brokers, dealers, other registrants under applicable securities laws, nominees and/or custodians) in sending or delivering copies of the Circular, the notice of meeting and form of proxy to the beneficial owners of voting securities. The Company will provide, without cost to such persons, upon request to the Secretary of the Company, additional copies of the foregoing documents required for this purpose.

APPOINTMENT AND REVOCATION OF PROXYHOLDERS

Registered Shareholders

A form of proxy is enclosed and, if it is not your intention to be present at the Meeting, you are asked to complete and deliver the enclosed form of proxy. **The persons named as proxyholders in the enclosed form of proxy to represent registered shareholders at the Meeting are Bruce Lewis, the President and Chief Executive Officer and a director of the Company, and Edward Pardiak, a director of the Company.**

A shareholder wishing to appoint some other person or company (who need not be a shareholder) to represent him, her or it at the Meeting has the right to do so, and such right may be exercised by striking out the names of the specified persons in the enclosed form of proxy and inserting the name of the shareholder's nominee in the space provided or by completing another appropriate form of proxy and, in either case, delivering the form of proxy to the Secretary of the Company c/o Heritage Transfer Agency Inc., 4 King Street West, Suite 1320, Toronto, Ontario M5H 1B6 on or before 4 p.m. (Toronto time) on the last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used, or by delivering it to the Chairman of the Meeting on the day of the Meeting prior to commencement of the Meeting. Such a shareholder should notify the nominee of his or her appointment, obtain his or her consent to act as proxy and instruct him or her on how the shareholder's voting securities are to be voted. In any case, the proxy should be dated and executed by

the shareholder or his/her attorney authorized in writing, or if the shareholder is a company, under its corporate seal, or by an officer or attorney thereof duly authorized.

To be used at the Meeting, properly completed and executed proxies must be delivered to the Secretary of the Company c/o Heritage Transfer Agency Inc., 4 King Street West, Suite 1320, Toronto, Ontario M5H 1B6 on or before 4 p.m. (Toronto time) on the last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used, or by delivering it to the Chairman of the Meeting on the day of the Meeting prior to commencement of the Meeting.

Voting By Non-Registered Shareholders

The information in this section is important to many shareholders as a substantial number of shareholders do not hold their Common Shares (as defined below) in their own name.

Only registered shareholders as of the Record Date, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. Shareholders who hold Common Shares through an intermediary (collectively, "Beneficial Shareholders") should note that only proxies deposited by shareholders whose names appear on the share register of the Company may be recognized and acted upon at the Meeting. If the Company's Common Shares are shown on an account statement provided to a Beneficial Shareholder by an intermediary, such as a bank, trust company, securities dealers or brokers or trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans) such shares are likely registered in the name of the intermediary or in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the intermediary is a participant. In accordance with the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators ("**NI 54-101**"), the Company has distributed copies of the Notice of Meeting, this Circular and the form of proxy (collectively, the "**Meeting Materials**") to the clearing agencies and intermediaries for onward distribution to non-registered shareholders. Intermediaries are required to forward the Meeting Materials to non-registered shareholders unless a non-registered shareholder has waived the right to receive them. Generally, non-registered shareholders who have not waived the right to receive Meeting Materials will either: (i) be given (typically by a facsimile, stamped signature) a form of proxy which has already been signed by the intermediary, which is restricted as to the number of Common Shares beneficially owned by the non-registered shareholder but which is otherwise not completed. Because the intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the non-registered shareholder when submitting the proxy. In this case, the non-registered shareholder who wishes to submit a proxy should otherwise properly complete the form of proxy and deliver it to the Secretary of the Company c/o Heritage Transfer Agency Inc. as provided above; or (ii) more typically, be given a voting instruction form which is not signed by the intermediary, and which, when properly completed and signed by the non-registered shareholder and returned to the intermediary or its designated service company, will constitute voting instructions (often called a "proxy authorization form") which the intermediary must follow. The purpose of these procedures is to permit non-registered shareholders to direct the voting of the Common Shares which they beneficially own. **Non-registered shareholders should carefully follow the instructions of their intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

Revocation of Proxies by Registered Shareholders

Proxies given by registered shareholders for use at the Meeting may be revoked by submitting a new form of proxy to the Secretary of the Company c/o Heritage Transfer Agency Inc., 4 King Street West, Suite 1320, Toronto, Ontario M5H 1B6 on or before 4 p.m. (Toronto time) on the last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used, or by delivering it to the Chairman of the Meeting on the day of the Meeting prior to commencement of the Meeting. Alternatively, a proxy may be revoked by an instrument in writing executed by the shareholder, or by his or her attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by a duly authorized officer or attorney of the corporation, and returned to the Secretary of the Company c/o Heritage Transfer Agency Inc., at any time up to 4:00 p.m. (Toronto time) on the last business day preceding the day of the Meeting, or any adjournment thereof, or to the Chairman of the Meeting at any time prior to the commencement of the Meeting. In addition, a proxy may be revoked by any other manner permitted by law.

A Shareholder having a right to attend and vote at the Meeting has the right to vote in person and if he does so, his proxy is nullified with respect to the matters such person votes upon. A revocation of proxy will not affect a matter on which a vote is taken before the revocation.

Revocation of Proxies by Non-Registered Shareholders

Non-registered shareholders should contact the intermediary through which they hold Common Shares in order to obtain instructions regarding the procedures for the revocation of any voting instructions that they previously provided to their intermediary.

VOTING OF PROXIES

The persons named in the enclosed form of proxy have indicated their willingness to represent, as proxyholders, the shareholders who appoint them. Each shareholder may instruct his or her proxyholder how to vote his or her Common Shares by completing the blanks in the form of proxy. Common Shares represented by properly executed proxy forms in favour of the persons designated on the enclosed form of proxy will be voted or withheld from voting on any poll in accordance with instructions made on the form of proxy, and, if a shareholder specifies a choice as to any matters to be acted on, such shareholder's Common Shares shall be voted accordingly. **In the absence of such instructions, the persons named in the enclosed form of proxy, if named as proxy, will vote the Common Shares in favour of all matters set out thereon.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date hereof, management of the Company knows of no such amendments, variations or other matters to come before the Meeting. However, if any such amendments, variations or other matters which are not now known to management, should properly come before the Meeting, the Common Shares represented by the proxies hereby solicited will be voted thereon in such manner as such persons then consider proper.

RECORD DATE

The Company has set the close of business on April 20, 2012 as the record date (the "**Record Date**") for the Meeting. Only the shareholders of Common Shares of record as at the Record Date are entitled to receive notice of, attend and to vote at the Meeting except to the extent that any shareholder transfers any of his or her Common Shares subsequent to the Record Date. In such case, a transferee of those Common Shares shall be entitled to vote at the Meeting if he or she produces properly endorsed certificates for such Common Shares or otherwise establishes that he or she owns the Common Shares and has demanded not later than ten (10) days before the Meeting that his or her name be included in the list of Shareholders eligible to vote at the Meeting.

VOTING SHARES AND THE PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of Class A Shares ("**Common Shares**"), Class B Shares and Class C Shares. Holders of Class A Shares are entitled to notice and to one vote for each Common Share at meetings of shareholders. The Company has 58,427,341 issued and outstanding Common Shares and has no issued or outstanding Class B Shares or Class C Shares.

To the knowledge of the directors and executive officers of the Company, and based upon the Company's review of the records maintained by Heritage Transfer Agency Inc. and insider reports filed with the System for Electronic Disclosure by Insiders ("**SEDI**"), as at the Record Date, the following shareholders beneficially owned, directly or indirectly, or exercised control or direction over Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company:

| <u>NAME & ADDRESS</u> | <u>NUMBER & CLASS OF SHARES</u> | <u>PERCENTAGE OF CLASS</u> |
|---|-------------------------------------|----------------------------|
| CDS & Co. Toronto, Ontario ⁽¹⁾ | 26,487,206 Common Shares | 45.3% |
| Bruce Lewis Toronto, Ontario ⁽²⁾ | 8,942,985 Common Shares | 15.3% |
| Marcus Martin ⁽³⁾ Parry Sound, Ontario and Edward Pardiak ⁽³⁾ Montreal, Quebec | 20,000,000 Common Shares | 34.2% |
| Alpha North Asset Management Inc. ⁽⁴⁾ Toronto, Ontario | 7,500,000 Common Shares | 12.8% |

⁽¹⁾ Information as to the beneficial ownership of Common Shares of the Company registered to CDS & Co. is not within the knowledge of the Company. The information in the table has been extracted from the register of shareholders maintained by the registrar and transfer agent for the Company's Common Shares.

⁽²⁾ Mr. Lewis is the President and Chief Executive Officer of the Company and a director. Mr. Lewis directly owns 7,942,985 Common Shares and is the beneficial owner of 1,000,000 Common Shares registered in the name of Marina Lopyreva. In addition, Mr. Lewis has been granted 1,750,000 options to acquire Common Shares pursuant to, and subject to approval, of the Plan (as hereinafter defined).

⁽³⁾ Mr. Martin and Mr. Pardiak are directors of the Company. 2262554 Ontario Inc. is the registered holder of 20,000,000 Common Shares all of the shares of which are held equally by two holding companies. Mr. Pardiak and Mr. Martin, respectively, each control one of the holding companies holding 50% of the shares of 2262554 Ontario

Inc. Information is to the knowledge of the Company based on information provided by Mr. Pardiak and Mr. Martin.

- (4) Information is to the knowledge of the Company based on information obtained from SEDI filings made by the shareholder. Alpha North Asset Management Inc. is the fund manager for Alpha North Offshore Inc., the registered holder of the securities. In addition, Alpha North Offshore Inc. is the registered holder of 7,500,000 warrants, each warrant entitling the holder upon exercise to acquire one Common Share at an exercise price of \$0.30 per Common Share at any time up to January 22, 2013.

QUORUM

The quorum for the transaction of business at a meeting of shareholders is any two shareholders present in person or by proxy.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

To the knowledge of management and the directors of the Company, there are no persons or companies with a direct or indirect material interest, by way of beneficial ownership of securities or otherwise, in the matters to be acted upon at the Meeting, other than the officers and directors listed in this Circular who are eligible for participation in the Plan (as hereinafter defined), which persons hold an interest in the matter of the approval of the Plan at the Meeting. (See "Particulars of Matters to be Acted Upon - Adoption of the Employee Stock Option Plan").

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Prior to the Company's most recently completed financial year, no Named Executive Officer (as defined in Form 51-102F6 to National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators ("NI 51-102")) received any compensation. During the financial year ended September 30, 2011, the Company adopted a compensation program intended to attract, hold and inspire the performance of members of senior management in order to develop its business and foster growth of the Company. The compensation plan for Named Executive Officers is intended to establish an objective connection between the Named Executive Officer's compensation and the Company's financial and business performance. In addition, elements of the Company's compensation program for Named Executive Officers are intended to align the interests of the Named Executive Officers with those of the Company's shareholders, incent the Named Executive Officers to continuously improve operations and execute on corporate strategy. Specifically, the compensation strategy has been designed to reward contribution. A flexible compensation structure was identified to respond to the early stage nature of the Company, organizational growth, business development and market challenges whilst driving performance of the key members of the executive team. The Named Executive Officer compensation program is designed to reward Named Executive Officers for: (i) increasing shareholder value; (ii) achieving corporate performance that meets the Company's strategic and business plans; (iii) improving operations; and (iv) executing on corporate strategy.

The compensation of Named Executive Officers consists of three basic elements: (i) salary (ii) annual performance bonus (short-term incentives) and (ii) incentive stock options (long-term incentives). As the Company is in the early stages of the development of its business, it has yet to generate any revenue and must rely exclusively on funds raised from equity financing.

Base salaries are considered an essential element in attracting and retaining senior executives and rewarding them for corporate and individual performance. In deciding on the salary and annual bonus portions of the compensation of the Named Executive Officers, the following factors are used: particular responsibilities related to the position; the experience level of the Named Executive Officer; the contribution of the Named Executive Officer; overall performance of the Named Executive Officer and the performance of the Company; and the importance of the Named Executive Officer to Company's growth, development and execution of its strategic and operational plans. Base salaries are reviewed annually and any increase to the President and Chief Executive Officer's base salary must be approved by the board of directors of the Company (the "Board").

The Company's short term incentive program provides the Named Executive Officers with the opportunity to receive annual cash bonuses based on individual and corporate performance over the past financial year. The bonus program is primarily designed to align the financial interests and personal motivation of the Named Executive Officers with the interest of the Company which are represented by operational and financial goals. The bonus program is also designed to motivate Named Executive Officers to achieve personal goals that will benefit the Company's operations and execution of corporate strategy.

As the Company is in the growth and development stage of its business, the Company did not pay any bonuses to Named Executive Officers in the most recently completed financial year.

The incentive stock option portion of the compensation plan is designed to provide the Named Executive Officers of the Company with a long term incentive in developing the Company's business. Participation in the Plan is considered to be a critical component of compensation that incents the Named Executive Officers to create long-term shareholder value. The Plan is also considered to be a critical element in attracting, motivating and retaining senior executives. Options granted under the Company's stock option plan are approved by the Board, after consideration of the Company's overall performance and whether the Company has met targets set out in the Company's strategic and business plan as well as the level of responsibility and individual performance of the Named Executive Officer. Shareholders are being asked to approve the Company's Plan at the Meeting and grants previously made under the Plan are subject to approval of the Plan by shareholders at the Meeting.

In the most recently completed financial year, the Company did not maintain any employee benefit plans. Effective January 2012, the Company obtained a group insurance policy pursuant to which employees, consultants and directors may receive certain benefits under the group insurance policy.

The Company has not established a defined benefit pension plan or a defined contribution pension plan.

Summary Compensation Table

The following table sets forth information regarding all compensation earned by each of the Named Executive Officers for services provided to the Corporation and its subsidiaries during the period ended September 30, 2011. Other than as set out in the table below, the Company did not have any other Named Executive Officers during the financial year ended September 30, 2011.

| Name, Principal and Position | Year | Salary (\$) ⁽¹⁾ | Share Based Awards (\$) | Option Based Award (\$) | Non-Equity Incentive Plan Compensation (\$) | Pension Value | All Other Compensation (\$) | Total Compensation (\$) |
|--|------|----------------------------|-------------------------|-------------------------|---|---------------|-----------------------------|-------------------------|
| Bruce Lewis President and Chief Executive Officer, Secretary, Treasurer ¹ | 2010 | \$270,833.31 | - | \$224,000 ² | - | - | \$19,500 ³ | \$514,333.31 |
| | 2009 | - | - | - | - | - | - | - |
| | 2008 | - | - | - | - | - | - | - |
| Edward Pardiak ⁴ | 2010 | \$167,153.19 ⁵ | - | - | - | - | - | \$167,153.19 |
| | 2009 | - | - | - | - | - | - | - |

¹Mr. Lewis is also a director for which he did not receive any compensation. The Company entered into an employment agreement with Mr. Lewis in August 2011. (See "Termination of Employment, Change of Responsibilities and Employment Contracts" below).

² Subject to shareholder and regulatory approval, Mr. Lewis was granted 1,750,000 options on August 16, 2011 pursuant to the Plan. For compensation purposes, the Black-Scholes option pricing model has been used to determine the fair value of the options on the grant date. Measurement inputs to the model include share price on the measurement date, exercise price, expected volatility (60%), weighted average expected life of the options (5 years), expected dividends and the risk-free interest rate (1.12%). The options have an exercise price of \$0.20, have term of five years and vest 25% on the grant date and 25% on the anniversary of the grant date until fully vested August 16, 2014. (See "Outstanding Share Award and Option Awards" below.)

³ Represents total value of perquisites including car allowance.

⁴ Mr. Pardiak is also a director for which he did not receive any compensation.

⁵ Represents consulting fees paid to Mr. Pardiak and his associates in respect of scientific, engineering and technical services provided to the Company. (See "Interest of Informed Persons in Material Transactions")

Securities Authorized For Issuance Under Equity Compensation Plans

During the most recently completed financial year, the Board approved a "rolling" employee stock option plan (the "Plan") pursuant to which a maximum of 10% of the Company's issued and outstanding Common Shares, from time to time, are reserved for issuance under the Plan. The Company is proposing to implement the Plan which is subject to obtaining shareholder approval. For further details and a description of the Plan, see "Particulars of Matters to be Acted Upon at the Meeting - Adoption of the Employee Stock Option Plan").

The information provided in the table below relating to the Plan is given with respect to each Named Executive Officer as of the date of this Circular and is subject to shareholder approval of the Plan.

Outstanding Share Awards and Option Awards¹

| Name | Option-based Awards | | | | Share-based Awards | |
|-------------|---|----------------------------|------------------------|---|---------------------------------------|---|
| | Number of securities underlying unexercised options (#) | Option exercise price (\$) | Option expiration date | Value of unexercised in-the-money options (\$) ⁽²⁾ | Number of shares that have not vested | Market or payment out value of share based awards that have vested (\$) |
| Bruce Lewis | 1,750,000 | 0.20 | August 16, 2016 | Nil | - | - |

¹ Options granted under the Plan are conditional upon approval of the Plan by shareholders at the Meeting. Information in the table assumes approval of the Plan.

² The closing price of the Common Shares on the CNSX on September 30, 2010 was \$0.20 per Common Share.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets out, for each Named Executive Officer, information concerning the value vested or earned on incentive plan awards during the most recently completed financial year (assuming approval of the Plan by shareholders at the Meeting):

| Name | Option-based awards - Value vested during the year ⁽¹⁾ (\$) | Share-based awards - Value vested during the year (\$) | Non-equity incentive plan compensation - Value earned during the year (\$) |
|-------------|---|---|---|
| Bruce Lewis | Nil | - | - |

¹ The closing price of the Common Shares on the CNSX on September 30, 2011 was \$0.20 per Common Share. The amount indicated is the aggregate value that would have been realized if the options had been exercised as at the end of the most recently completed financial year assuming the Plan is approved by Shareholders.

For a full description of the Plan, see the discussion in this Circular under “Particulars of Matters to be Considered at the Meeting – Adoption of the Employee Stock Option Plan”.

Termination of Employment, Change of Responsibilities and Employment Contracts

During the most recently completed financial year of the Company, the Company entered into an employment agreement with Mr. Lewis, its President and Chief Executive Officer. The employment agreement with the President and Chief Executive Officer is the only written contract, agreement or arrangement that provides for payments to a Named Executive Officer in connection with employment or service to the Company. For further details respecting Mr. Pardiak’s consulting arrangements, see Interest of Informed Persons in Material Transactions.

The employment contract with the President and Chief Executive Officer is for an initial term of five years and automatically renews annually for successive one year terms thereafter unless terminated in accordance with its terms. The President and Chief Executive Officer is paid an annual base salary of \$250,000, reviewed annually, is eligible to earn a cash performance bonus at the discretion of the Board based on Company and individual performance and is entitled to a monthly automobile allowance and participation in the Company’s employee benefit plans.

In the event that the employment of the President and Chief Executive Officer is terminated upon death of the President and Chief Executive Officer, the Company is obligated to provide to the president's beneficiary, legal representatives or estate, as the case may be, the President and Chief Executive Officer’s base salary (less any benefits paid under the Company's welfare benefit plans and programs or otherwise (including life insurance)), payable in accordance with the normal payroll practices of the Company, for a period equal to the then current remaining term of the employment agreement plus accrued but unpaid vacation to the date of death.

In the event that the Company terminates the employment of the President and Chief Executive Officer upon the incapacity of the President and Chief Executive Officer (as such term is defined in the employment agreement), the Company will provide the President and Chief Executive Officer with the excess, if any, of his full base salary over the amount of any long-term disability benefits, if any, that he receives under the Company's welfare benefit plans and programs or otherwise, payable in accordance with the normal payroll practices of the Company for the remainder of the then current term of the employment agreement and the Company shall continue the President and Chief Executive Officer’s participation in the benefit plans and programs of the Company, if any, to the extent permissible under each

plan and program for the remainder of the then current term of the employment agreement.

The Company may terminate the President and Chief Executive Officer's employment at any time, without cause and without prior notice, by providing the President and Chief Executive Officer with written notice of termination and payment of a lump sum amount equal to the greater of (i) the annual base salary plus annual bonus ("Annual Compensation") received by the President and Chief Executive Officer during the prior year (or if less than one year from the date of the agreement, the annual bonus is determined on the basis that the President and Chief Executive Officer received his maximum annual bonus) multiplied by the number of remaining years of the then current term of the employment agreement (*pro rated* for partial periods) and (ii) three times the Annual Compensation of the President and Chief Executive Officer, plus continuation of employment benefits, to the extent permissible under each plan, for the remainder of the term in effect immediately prior to termination.

If the President and Chief Executive Officer's employment is terminated and there has been a change of control of the Company (including by voting control and sale or transfer of all or substantially all of the assets of the Corporation) or if the President and Chief Executive Officer voluntarily terminates his employment for Good Reason within six months of the occurrence of a change of control, the Company will pay the president a lump sum amount equal to the greater of (i) the Annual Compensation received by the President and Chief Executive Officer during the prior year (or if less than one year from the date of the agreement, the annual bonus is determined on the basis that the President and Chief Executive Officer received his maximum annual bonus) multiplied by the number of remaining years of the then current term of the employment agreement (*pro rated* for partial periods) and (ii) three times the Annual Compensation of the President. The Company shall also be obliged to continue any rights and benefits provided to the President and Chief Executive Officer under any benefit plans and programs of the Company, to the extent permissible under each plan and program, for twenty-four (24) months after the effective date of the change of control. For purposes of the employment agreement "**Good Reason**" includes (a) a material change to position, duties, responsibilities and/or status; (b) an adverse change in upstream or downstream reporting relationships; (c) certain relocations of the President and Chief Executive Officer; or (d) the Company or its successor or surviving entity following a change of control not agreeing to be bound by the employment agreement or a substantially similar agreement.

In addition, in the event that the President and Chief Executive's employment is terminated by the Company other than for cause or if the President and Chief Executive Officer terminates his employment for Good Reason, all unvested options shall immediately vest and be exercisable. In the event of termination of employment for cause or the President and Chief Executive Officer voluntarily terminating his employment, all unvested Options shall terminate as of the effective date of notice of such termination.

The employment agreement with the President and Chief Executive Officer contains certain customary non-competition, non-solicitation and confidentiality provisions in favour of the Company.

The following table summarizes the estimated incremental compensation to the Named Executive Officers triggered by the respective events set forth below. For purposes of this disclosure, it is assumed that the event took place on the September 30, 2011.

| Plan | Death, Retirement | Resignation | Incapacity | Termination Without Cause | Termination with Cause | Change of Control |
|---------------|---|---|---|---|--|--|
| Base Salary | Payable to the estate for remainder of the then current term of the agreement in accordance with normal payroll practices less amounts paid under any benefit plans (including life insurance). | No longer eligible effective the date of termination. | Eligible for payment for remainder of the then current term of the agreement in accordance with normal payroll practices less amounts paid under any benefit plans. | Eligible for a maximum payment equal to three times base salary plus annual bonus paid in the preceding year. | No longer eligible effective the date of termination. | Eligible for a maximum payment equal to three times base salary plus annual bonus paid in the preceding year if the executive resigns for "Good Reason" or the Company terminates the agreement. |
| Cash Bonus | No longer eligible effective the date of termination | No longer eligible effective the date of termination | No longer eligible effective the date of termination | As above. | No longer eligible effective the date of termination | As above. |
| Options | Subject to the discretion of the Board, vested options expire the earlier of the expiry date and (a) six months from the date of death or (b) 90 days from the date of retirement. Unvested options terminate upon the occurrence of the event. | Subject to the discretion of the Board, vested options expire 90 days from the date of termination of service. Unvested options terminate upon the occurrence of the event. | Subject to the discretion of the Board, vested options expire 90 days from the date of termination of service. Unvested options terminate upon the occurrence of the event. | Subject to the discretion of the Board, vested options expire 90 days from the date of termination of service. Unvested options terminate upon the occurrence of the event. | All vested and unvested terminate effective the date of termination. | At the discretion of the Board, (i) all unvested options may be accelerated and become vested. Vested options not exercised in the transaction are cancelled, or (ii) in-the-money options may be cash settled or (iii) options may be converted or exchanged for options, rights or other securities of substantially equivalent value. |
| Benefit Plans | No longer eligible effective the date of termination. | No longer eligible effective the date of termination. | Continued participation in benefit plans to the extent permissible for balance of the then current term of the agreement. | Continued participation in benefit plans to the extent permissible for balance of the then current term of the agreement. | No longer eligible effective the date of termination. | Eligible for continuation of benefit plans for 24 months to the extent permissible. |

The Named Executive Officer is required to comply with the non-solicitation and non-competition provisions of his employment agreement for the period of time used to determine any termination benefit as well as the confidentiality obligations without limitation as to time.

Director Compensation

The Company does not currently have a director compensation policy. Directors have not historically been paid a retainer, per meeting fees or expenses in connection with their service as directors. Effective with the commencement of the current financial year, directors will be reimbursed for reasonable out-of-pocket expenses in connection with attending meetings of the Board and in providing service to the Company. The Company intends to develop a director compensation policy which is expected to be implemented prior to end of the current financial year of the Company. The directors are eligible to participate in the Company's benefit plans.

Director Compensation Table for the Financial Year Ended September 30, 2010

The following table set forth the compensation paid to or earned by directors, in any capacity, during the financial year ended September 30, 2011.

| Name | Fees Earned (\$) | Share-based awards (\$) | Option-based awards (\$) | Non-equity incentive plan compensation (\$) | Pension value (\$) | All other compensation (\$) | Total Compensation (\$) |
|----------------------------|-----------------------|-------------------------|--------------------------|---|--------------------|-----------------------------|-------------------------|
| Marcus Martin | \$73,500 ¹ | - | - | - | - | - | \$73,500 |
| Edwin Korhonen | - | - | - | - | - | - | - |
| David Butler | - | - | - | - | - | - | - |
| Allan Gibbins ² | \$10,000 ³ | - | - | - | - | - | \$10,000 |
| Carl Corcoran ⁴ | - | - | - | - | - | - | - |
| Donald Meade ⁵ | - | - | - | - | - | - | - |

¹ Consulting fees paid in respect of scientific, engineering and technical services.

² Mr. Gibbins was appointed as a director effective October 3, 2011.

³ Mr. Gibbins provided consulting services to the Company in September 2011, which services continued until December 31, 2011.

⁴ Mr. Corcoran resigned as a director effective May 2, 2011.

⁵ Mr. Meade resigned as a director effective August 11, 2011.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Board approved an employee stock option plan, the Plan, which is to be voted on by shareholders at the Meeting (See "Particulars of Matters to be Acted Upon - Adoption of the Employee Stock Option Plan"). The number of Common Shares under the Plan, together with all other equity compensation plans of the Company, available for issuance is equal to a maximum of 10% of the number of issued and outstanding Common Shares, from time to time. In addition to securities issuable under the Plan, options were issued, or are issuable, to certain principals of a consultant to the Company pursuant to the terms of a consulting agreement entered into during the most recently completed financial year, subject to such agreement being valid and enforceable. On March 7, 2012, the Company announced that it had commenced legal proceedings against the consultant and certain of its principals for a declaration that the consulting agreement between the Company and the consultant is of no force or effect or alternatively that the consultant breached the terms of that agreement. The Company is seeking cancellation of the options previously issued or issuable to certain principals of the consultant and damages. The following table sets out equity compensation plan information as at the end of the financial year ended September 30, 2011, assuming the Plan is approved by shareholders.

| Plan Category | Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾⁽²⁾ | Weighted-average exercise price of options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans ⁽³⁾ |
|---|---|---|---|
| Equity compensation plans approved by securityholders | - | - | - |
| Equity compensation plans not approved by securityholders | 2,850,000 | \$0.219 | 2,992,734 |

- (1) Subject to approval of the Plan by shareholders at the Meeting. Includes 1,850,000 options granted under the Plan by the Board.
- (2) Includes 1,000,000 options issued, or to be issued, to certain principals of a consultant to the Company. The Company has commenced legal proceedings for a declaration that the consulting agreement is of no force or effect or alternatively that the consultant breached the terms of that agreement. The Company is seeking cancellation of such options issued or issuable and damages. The fair value of these options, determined using the Black-Scholes options pricing method was \$16,290.00.
- (3) The Board has approved a "rolling" employee stock option plan that provides for up to 10% of the issued and outstanding Common Shares to be available for grants under the Plan. The Plan is subject to approval of the shareholders at the Meeting (See "Particulars of Matters to be Acted Upon - Adoption of the Employee Stock Option Plan"). The number of securities available for future issuance is based on the number of issued and outstanding Common Shares as of the date of this Circular being 58,427,341.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No person who is, or who at any time during the most recently completed financial year was, a director or officer of the Company, nor any proposed nominee for election as a director nor any associate of the foregoing, is or was at any time during the year ended September 30, 2011 indebted to the Company. In addition, none of such person's indebtedness to any other entity has been the subject of a guarantee, support agreement, letter of credit or other similar agreement or understanding provided by the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth below, to the knowledge of management and the directors of the Company, no informed person (as defined in NI 51-102) of the Company, any proposed director or associate or affiliate of any informed person or proposed director, has 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 has materially affected or would materially affect the Company.

As publicly announced on June 10, 2011, the Company entered into an exclusive world-wide license agreement for certain intellectual property rights held by Mr. Marcus Martin (the "**Initial License Agreement**"). The Initial License Agreement was amended and restated with effect October 3, 2011 to add a co-licensor, Mr. Edward Pardiak, and to include intellectual property rights not subject to the Initial License Agreement (the "**License Agreement**"). Messrs. Martin and Pardiak (the "**Licensors**") are directors of the Company and nominees for election as directors at the Meeting. Pursuant to the terms of the License Agreement, the Company was granted an interim license for the intellectual property and the Company had the right to convert the interim license into a perpetual, world-wide exclusive license upon delivery of written notice to the Licensors and payment of an aggregate of 20,000,000 fully paid and non-assessable Class A Shares of the Company (the "**Share Consideration**") to the Licensors. As publicly announced by news release March 19, 2012, the Company gave the Licensors notice of the exercise of the Company's

right to convert the interim license into the perpetual, world-wide exclusive license effective April 10, 2012 and the Company issued the Share Consideration and completed the acquisition of the License on that date. For further information relating to this transaction, please see the Material Change Reports of the Company dated March 19, 2012 and April 10, 2012, items 4 and 5 of each such report are incorporated by reference into this Circular.

As at the end of the most recently completed financial year, the Company held a promissory note receivable from Timelycash Inc. with a face value of \$750,000, bearing interest at 12%, maturing September 24, 2011. Bruce Lewis, the President and Chief Executive Officer, a director and informed person of the Company, is a former director, officer and is a shareholder of Timelycash Inc. Pursuant to the Order of the Honourable Mr. Justice Morawetz made June 6, 2011, Soberman Inc. was appointed as the court-appointed receiver of all of the assets, undertakings and properties of Timelycash Inc. and The LTP Tracer Corporation. Pursuant to an order of the Honourable Mr. Justice Campbell made October 4, 2011, all of the right, title and interest in and to the assets of Timelycash Inc. and the LTP Tracer Corporation were sold to and vested in the purchaser of the assets and the liabilities of Timelycash Inc. were extinguished. The Company received no proceeds from the disposition of the assets in respect of the note payable to the Company.

Mr. Pardiak and associates were paid consulting fees aggregating to \$167,153.19 in the most recently completed financial year in respect of scientific, engineering and technical services provided to the Company. These services were provided pursuant to arrangements made with the Company and were approved by the Board.

Mr. Martin was paid consulting fees aggregating to \$73,500 in the most recently completed financial year in respect of scientific, engineering and technical services provided to the Company. These services were provided pursuant to arrangements made with the Company and were approved by the Board.

Mr. Gibbins was retained by the Company pursuant to a four month consulting arrangement to assist the Company with (i) logistics and supply chain management and (ii) in connection with obtaining regulatory approval relating to the Company's retail product. Mr. Gibbins was paid a monthly consulting fee in the amount of \$10,000. This consulting arrangement is no longer in effect.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

The Meeting has been called for the Company's shareholders to consider and, if thought appropriate, to pass resolutions in relation to certain matters described below.

Election of Directors

The articles of incorporation of the Company, as amended, provides for a flexible number of directors, subject to a minimum of three (3) and a maximum of nine (9). Shareholders have authorized the Board by special resolution to fix the number of directors by resolution. The number of directors is currently fixed at six (6). The Board has determined that this is an appropriate number of directors for the Company at this time.

It is proposed that each of the persons whose name appears below be elected as a director of the Company to serve until the close of the next annual meeting of shareholders or until his successor is elected or appointed. The following table sets forth the name and residence

of each of the nominees, whether each nominee is an “independent” director (as that term is defined in National Instrument 52-110 — *Audit Committees* (“NI 52-110”)), their respective principal occupations and information as to voting securities of the Company beneficially owned, or controlled or directed, directly or indirectly, by each of them. All of the nominees are currently directors of the Company.

| Name, Province and Country of Residence and Position Held | Independent Director Yes/No | Principal Occupation for the Past Five Years | Director Since | Common Shares Beneficially Owned or Controlled ⁽¹⁾ |
|---|-----------------------------|---|----------------------|---|
| Bruce Lewis Ontario, Canada Director and President and Chief Executive Officer | No | President and Chief Executive Officer of RXT 110 Inc. Former director and officer of Timelycash Inc. until 2011. | June 30, 2008 | 8,942,985 ⁽²⁾ |
| Marcus Martin Ontario, Canada Director | No | Consultant, Industrial Mineral Sector. | February 25, 2011 | 20,000,000 ⁽²⁾ |
| Edward Pardiak Quebec, Canada Director | No | Chief Executive officer of Advanced Composite Technologies Inc. 2009-2010. Business consultant. | February 25, 2011 | 20,000,000 ⁽²⁾ |
| Edwin Korhonen ⁽⁴⁾ Ontario, Canada Director | Yes | Retired business executive. President of Northstar Multicorp Inc. from 1998 to 2011. | June 30, 2008 | Nil |
| David Butler ⁽⁴⁾ Ontario, Canada Director | Yes | Retired business executive. Former owner of Marshall Fenn Ltd. | October 5, 2011 | Nil |
| Allan Gibbins ⁽⁴⁾ Ontario, Canada Director | Yes | Retired business executive. Former President of Hubbell Canada 1993-2008. | October 5, 2011 | Nil |

- (1) Information about the Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, not being within the knowledge of the Company, has been furnished by the respective nominees.
- (2) Of this total 7,942,985 Common Shares are held directly and 1,000,000 Common Shares are beneficially owned by Mr. Lewis but registered in the name of Marina Lopyreva. Mr. Lewis also holds 1,750,000 options to acquire Common Shares granted pursuant to, and subject to approval of, the Plan.
- (3) 2262554 Ontario Inc., a corporation jointly owned and controlled by holding companies controlled by Mr. Pardiak and Mr. Martin, respectively, is the registered holder of 20,000,000 Common Shares.
- (4) Member of the Audit Committee.

Biographies of Director Nominees Not Previously Elected by Shareholders

David Butler is a retired business executive, the former owner of Marshall Fenn Ltd., a Toronto based integrated marketing company, and the MF Group of Companies which included Jeeves Travel Agency, MF Incentives Inc. and Newfound Communications. Mr. Butler grew MF Incentives into the United States, the United Kingdom, France, Australia and New Zealand. He is a former director of Tracker Corporation of America, Universal Medical

History & Information, Inc., and Mercy International. Mr. Butler has served on the executive of the United Way in Oakville and volunteered with other agencies including the Canadian Cancer Society, the Heart and Stroke Foundation, Red Cross, Adult Cerebral Palsy Institute and the Salvation Army Red Shield Appeal. He served two terms on the board of directors of the Foundation of Guelph General Hospital and remains a member of the fund raising committee.

Allan Gibbins, is a retired business executive, the past president of Hubbell Canada having served in that capacity from 1993 until 2008. Hubbell Canada LLP is the wholly owned subsidiary of Hubbell Inc., a global manufacturer of electrical products and lighting fixtures serving the industrial, commercial, utility and residential markets. Prior to joining Hubbell, Mr. Gibbins was Vice-President and General Manager of NuTone Electrical Inc., a housing products manufacturer based in Toronto. During a sixteen-year career with DuPont Canada Mr. Gibbins worked in their Customer Service, Logistics, Chemical, Plastics, Finishes, Electronic and Textile Fibres businesses in sales and senior sales management positions. Mr. Gibbins is currently a member of the Canadian Standards Association, Standards Policy Board.

Management does not contemplate that any of the proposed nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised to vote the Common Shares represented by such proxies for the election of such other nominee(s) as the proxyholder shall determine to be proper. The Company has been informed by each nominee that he is willing to stand for election and to serve as a director.

The Board recommends that shareholders vote FOR the election of the director nominees set forth above.

If a shareholder does not specify how their Common Shares are to be voted, the management proxyholders named in the enclosed form of proxy intend to cast votes represented by the proxy at the Meeting or any adjournment or postponement thereof according to the recommendation of the Board noted in the above paragraph.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

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

(a) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that, (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; 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;

(b) is, as at the date of this, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any

proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

(c) has, within the 10 years before the date of this 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;

(d) has been subject to 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

(e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

By order of the Ontario Superior Court of Justice – Commercial List dated June 6, 2011, on an application brought under section 243 of the *Bankruptcy and Insolvency Act* (Canada) and section 101 of the *Courts of Justice Act* (Ontario), Soberman Inc. was appointed receiver over all of the assets, undertakings and property of Timelycash Inc. and The LTP Tracer Corporation. At the time of the making of the receivership order, Bruce Lewis, and in the one year prior to the making of the receivership order, Edwin Korhonen, were directors of Timelycash Inc., and Bruce Lewis was also an officer of Timelycash Inc.

Adoption of the Employee Stock Option Plan

Shareholders are being asked to consider and, if deemed appropriate, pass an ordinary resolution, the text of which is set out in Schedule “A” to this Circular, approving the Employee Stock Option Plan and the grants made thereunder by the Board.

Reasons for Implementing an Employee Stock Option Plan

The Company does not currently have a stock option plan in effect. The purpose of the Plan is to provide the Company with a share related mechanism to attract, retain, and motivate designated directors, officers, employees and consultants to participate in the growth and development of the Company by providing such persons with the opportunity, through share options, to acquire an economic interest in the Company so as to align the interests of those persons with the long term interests of the Company and its shareholders. Management and the Board believe that the Plan is essential, in the competitive employment market, to attract and retain those individuals with the skill and abilities necessary to the future success of the Company.

Description of the Employee Stock Option Plan

The Plan that shareholders are being asked to consider is a “rolling” stock option plan reserving for issuance a maximum of 10% of the Company’s issued and outstanding Common Shares from time to time. Options may not be granted that would result in the aggregate number of shares that may be issued exceeding 10% of the Company’s issued and outstanding Common Shares at the time of granting of options. In the event that any outstanding option expires, is cancelled, cash settled or otherwise terminated, any rights to acquire Common Shares allocable to the unexercised or unvested portion of such options shall again be available for issuance under the Plan.

The following is a summary of certain substantive terms of the Plan and does not purport to be a complete statement of the terms and conditions of the Plan.

The Board, or a committee of the Board if delegated by the Board, administers the Plan. The Board, or committee, has full authority and sole discretion, subject to legal and regulatory compliance, to take any actions it deems necessary or advisable for the administration and operation of the Plan, all determinations and actions of the Board, or committee, with respect to the Plan are final and binding.

Subject to compliance with applicable legal and regulatory requirements and the Plan, the Board has the sole discretion and authority to grant options to directors, officers, employees and consultants (and employees, shareholders or partners of consultants) and to determine the terms, restrictions, conditions and contingencies of such options, including the type, size, exercise price and vesting and lapsing provisions. Pursuant to the Plan, the exercise price of options is set by the Board and cannot be less than the closing price of the Common Shares on the principal exchange on which the shares trade on the last day before the grant date that such shares traded. Options may be granted for a maximum term of 10 years from the date of grant. All grants of options will be evidenced by written grant agreements. Options granted under the Plan are non-assignable and non-transferable.

Vesting provisions are at the sole discretion of the Board, except that options granted to consultants performing investor relations activities will vest in stages over 12 months with no more than one-quarter of the options vesting in any three month period.

Any reduction in the exercise price of an option previously granted to an insider of the Company requires disinterested shareholder approval.

The number of Common Shares which may be issued under the Plan and all of the Company's other share compensation arrangements:

- (a) within a one-year period, to any one person shall not exceed 5% of the total number of issued and outstanding Common Shares on the date of grant on a non-diluted basis, unless the Company has obtained disinterested shareholder approval;
- (b) within a one-year period, to related persons (as defined in National Instrument 45-106 – Prospectus Exempt Distributions) of the Company as a group shall not exceed 10% of the total number of issued and outstanding Common Shares on the date of grant on a non-diluted basis;
- (c) to related persons under the Plan within a 12-month period, shall not exceed ten percent (10%) of the issued and outstanding Common Shares (on a non-diluted basis) less Common Shares issued under any other share compensation arrangement over the preceding 12-month period;
- (d) to any one related person under the Plan within a 12-month period, shall not exceed five percent (5%) of the issued and outstanding Common Shares (on a non-diluted basis) less Common Shares issued to such related person under any other share compensation arrangement over the preceding 12-month period;
- (e) to any one consultant in any 12-month period shall not exceed 2% of the total number of issued and outstanding Common Shares on the date of grant on a non-diluted basis; and

(f) to persons performing investor relations activities, shall not exceed in aggregate in any 12-month period two-percent (2%) of the outstanding Common Shares at the time of grant (on a non-diluted basis). Options issued to persons performing Investor Relations Activities must vest in stages with no more than 25% of the options vesting in any three month period.

If a grantee's (other than a consultant's) service or employment with the Company terminates: (A) for any reason other than cause, unless the grant agreement provides otherwise, any vested options as of the termination date of service or employment expire the earlier of (a) the expiry date for such option and (b)(i) in the event of death, six (6) months from the grantee's death and (ii) 90 days from the termination date of service or employment. Subject to Board determination otherwise, all unvested options immediately terminate upon the date of termination or service. In the event of termination for cause, all vested and unvested options shall be cancelled and forfeited immediately on the termination date of the grantee's service or employment.

If a consultant's consulting agreement or arrangement with the Company terminates by reason other than cause, then any vested options as of the date of termination of the consulting agreement or arrangement terminate on the date that is the earlier of (a) 30 days from the termination date and (b) the expiry date of such option. Subject to Board determination otherwise, all unvested options immediately terminate upon the date of termination or service. In the event of a termination for cause, any options, whether vested or unvested, are cancelled and forfeited immediately on the termination date of the consulting agreement or arrangement.

Subject to applicable law and any applicable regulatory requirements, the Board may, in its discretion, at any time prior to or following the events contemplated above, permit the exercise and/or vesting of any or all options held by a grantee in the manner and on the terms authorized by the Board, provided that the Board will not, in any case, authorize the exercise of an option beyond ten years from the date of the grant.

Upon the Corporation entering into an agreement relating to, or otherwise becoming aware of, a transaction which, if completed, would result in a change of control, the Board may (a) accelerate the vesting of any or all outstanding options with effect immediately prior to the completion of the transaction resulting in the change of control with any unexercised options terminating thereafter; and/or (b) cause the conversion or exchange of any outstanding options into or for options, rights or other securities of substantially equivalent value (or greater value) in any entity participating in or resulting from a change of control; and/or (c) immediately prior to the change of control, cancel outstanding options and make payment of the excess of the fair market value of the Common Shares over the exercise price of the options and cancelling any options where the exercise price exceeds the fair market value of Common Shares.

Shareholders will be asked to consider and if deemed advisable, approve and confirm with or without variation, a resolution (the "Option Plan Resolution"), the text of which is set forth in Schedule "A" annexed hereto, to approve the Plan and the options grants made thereunder. In order to be effective, the Option Plan Resolution must be approved by a simple majority of the votes cast by shareholders present in person or represented by proxy and entitled to vote at the Meeting. **The Board recommends that shareholders vote FOR the Option Plan Resolution.**

If a shareholder does not specify how their Common Shares are to be voted, the management proxyholders named in the enclosed form of proxy intend to cast votes

represented by the proxy at the Meeting or any adjournment or postponement thereof according to the recommendation of the board of directors noted in the above paragraph.

A copy of the Plan will be available for inspection at the Meeting. A shareholder may also request a copy of the Plan from the Corporation at its registered office at 1120 Finch Avenue West, Suite 503, Toronto, Ontario, M3J 3H7, Attention: President and Chief Executive Officer.

Amendment of Articles of Incorporation to Change of Name of the Company

Management of the Company proposes to change the Company's name to Biosenta Inc. to better reflect its business direction. Shareholders will be asked to consider and if deemed advisable, approve and confirm with or without variation, a special resolution, the text of which is set forth in Schedule "B" annexed hereto, to authorize the Company to amend its articles of incorporation by changing the Company's name to Biosenta Inc., or any such name that will be acceptable to the directors, in compliance with applicable laws and the requirements of any regulatory authorities having jurisdiction over the Company.

Subject to approval of the resolution at the meeting, the proposed amendment to the articles shall become effective upon the issuance of Articles of Amendment under the *Business Corporations Act* (Ontario).

The Board recommends that shareholders vote FOR the approval of the special resolution to change the name of the Company. The special resolution is required to be passed by at least two-thirds of the votes cast at the Meeting. The amendments to the articles will not become effective until Articles of Amendment have been delivered to the Director under the *Business Corporations Act* (Ontario) (the "Act"), and a Certificate of Amendment has been endorsed thereon in accordance with the Act.

Appointment of the Auditor

McGovern, Hurley, Cunningham, LLP ("**McGovern**"), 300 - 2005 Sheppard Avenue East, Toronto, Ontario M2J 5B4 will be nominated at the Meeting for appointment as auditor of the Company. Soberman LLP resigned as auditors of the Company, at the Company's request, April 24, 2012. By resolution of the Board, McGovern was appointed as auditor of the Company until the next annual meeting of shareholders. The Board resolved on April 24, 2012 that McGovern be proposed for appointment as auditor of the Company for the ensuing financial year at the Meeting.

There have been no reportable disagreements between the Company and Soberman LLP and no qualified opinions or denials of opinions by Soberman LLP for the purposes of NI 51-102 of the Canadian Securities Administrators. A copy of the Company's Change of Auditor Reporting Package with respect to the resignation of Soberman LLP and proposed appointment of McGovern, Hurley, Cunningham, LLP as auditor of the Company (including the Notice of Change of Auditor, letters from Soberman LLP and McGovern, Hurley, Cunningham, LLP) is attached as Exhibit "A" to this Circular.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Effective June 30, 2005, the Canadian Securities Administrators ("**CSA**") adopted National Policy 58-201 — *Corporate Governance Guidelines* (the "**Policy**") and National Instrument

58-101 — *Disclosure of Corporate Governance Practices* (the “**Instrument**” and together with the Policy, the “**CSA Governance Rules**”). The CSA Governance Rules require that the Company set out the mandated disclosure required under the Instrument, with reference to the “best practices” set out in the Policy.

Specifically, the Policy sets out a series of guidelines for effective corporate governance. The guidelines address matters such as the constitution and independence of corporate boards, the function to be performed by boards and their committees and the effectiveness of their board members. The Instrument requires the disclosure by each required company of its approach to corporate governance with reference to the guidelines, as it is recognized that the unique characteristics of individual company will result in varying degrees of compliance.

The Board of Directors

For purposes of NI-58-101 an “independent director” is a director who has no direct or indirect material relationship with the Company. A “material relationship” is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member’s independent judgment.

The Board is currently comprised of six directors. The board has determined that of the current directors, Edwin Korhonen, David Butler and Allan Gibbins are independent. Of the remaining directors, (a) Bruce Lewis is considered to be non-independent by virtue of his association with the Company and the holding of executive positions as President and Chief Executive Officer, Secretary and Treasurer and (b) Marcus Martin and Edward Pardiak are considered to be non-independent by virtue of the License Agreement and related agreements entered into with the Company.

Directorships

Edwin Korhonen is a director of Surge Global Energy, Inc.

Marcus Martin is a director of Great Lakes Nickel Limited.

None of the Company’s other directors are directors of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction.

Orientation and Continuing Education

The Company does not provide formal continuing education to its directors. The Board’s continuing education is typically derived from correspondence with the Company’s solicitors to remain up to date in relevant corporate and securities law matters. In addition, historically, Board members have been nominated who are familiar with the Company and the nature of its business.

Ethical Business Conduct

The role of the Board is to oversee the conduct of the Company’s business, to set corporate policy and to supervise management, which is responsible to the Board for the day-to-day conduct of business. However, given the size of the Company, all material transactions are addressed at Board level.

The Board discharges five specific responsibilities as part of its overall “stewardship responsibility”.

These are:

- **Strategic Planning Process:** given the Company’s size, the strategic plan is elaborated directly by management, with input from, and the assistance of, the Board;
- **Managing Risk:** the Board directly oversees most aspects of the business of the Company and thus does not require the elaboration of “systems” or the creation of committees to effectively monitor and manage the principal risks of all aspects of the business of the Company;
- **Appointing, Training and Monitoring Senior Management:** no formal system of selection, training and assessment of management has been established; however, the Board closely monitors management’s performance, which is measured against the overall strategic plan, through reports and regular meetings with management;
- **Communication Policy:** it is and always has been the unwritten policy of the Board to communicate effectively with its shareholders, other stakeholders and the public generally through statutory filings and mailings, as well as news releases. The Company’s shareholders are provided the opportunity to make comments to the Board by telephone or written communications, or at shareholder meetings; and
- **Ensuring the Integrity of the Company’s Internal Control and Management System:** given the involvement of the Board in operations, the reports from and the meetings with management, the Board is able to effectively track and monitor the implementation and operation of approved strategies.

Nomination of Directors

The Board performs the function of a nominating committee with responsibility for the appointment and assessment of directors. The Board believes that this is a practical approach at this stage of the Company’s development and given the small size of the Board.

While there are no specific criteria for Board membership, the Company attempts to attract and maintain directors with business knowledge and industry experience related to the Company’s emerging line of business and a particular knowledge in management and development or other areas such as finance which would assist in guiding the Company’s officers in the performance of their roles.

Compensation

Directors do not currently receive any compensation in their capacities as directors, although they are all eligible to participate in the Plan, subject to approval of the Plan by the Shareholders and they are also eligible to participate in the Company’s benefit plans. (See “Particulars of Matters to be Acted Upon - Adoption of the Employee Stock Option Plan”).

Compensation of the President and Chief Executive Officer, who also serves as a director of the Company, is discussed in the section entitled Compensation Discussion and Analysis above.

Assessments

The Board assesses, on an annual basis, the contribution of the Board as a whole and of each of the individual directors, in order to determine whether each is functioning effectively.

AUDIT COMMITTEE

Audit Committee Charter

The full text of the Company's Audit Committee Charter is set out in Schedule "C" hereto.

Composition of the Audit Committee

NI 52-110 requires the Company, as a venture issuer, when it solicits proxies for the election of directors at a meeting of shareholders, to disclose certain information in its management information circular concerning the constitution of its Audit Committee and its relationship with its Independent Auditor.

The Company's Audit Committee is comprised of Edwin Korhonen, David Butler and Allan Gibbins. As defined in NI 52-110 and disclosed above, each of Messrs. Korhonen, Butler and Gibbins are independent.

All members of the Company's Audit Committee are considered to be financially literate.

Edwin Korhonen is a graduate of Queen's University with a BSc. in E.E. He is a member of the Professional Engineers of Ontario. He is the past president of Northstar Multicorp Inc., from 2008 to 2011. He had a long career in the package goods industry as President of Campbell Soups, Nabisco Brands and Maple Leaf Flour Mills. For the past 18 years he has been involved with smaller, early stage businesses. He has also served on the board of directors of the Queensway Hospital, including serving as Treasurer and Finance Committee Chairman. Mr. Korhonen is also currently a director of Surge Global Energy, Inc. and chairman of the audit committee. Mr. Korhonen is currently the Chairman of the Audit Committee of the Company.

David Butler is a retired business executive, the former owner of Marshall Fenn Ltd., a Toronto based integrated marketing company, and the MF Group of Companies which included Jeeves Travel Agency, MF Incentives Inc. and Newfound Communications. Mr. Butler grew MF Incentives into the United States, the United Kingdom, France, Australia and New Zealand. He is a former director of Tracker Corporation of America, Universal Medical History & Information, Inc., and Mercy International. Mr. Butler has served on the executive of the United Way in Oakville and volunteered with other agencies including the Canadian Cancer Society, the Heart and Stroke Foundation, Red Cross, Adult Cerebral Palsy Institute and the Salvation Army Red Shield Appeal. He served two terms on the board of directors of the Foundation of Guelph General Hospital and remains a member of the fund raising committee.

Allan Gibbins, is a retired business executive, the past president of Hubbell Canada having served in that capacity from 1993 until 2008. Hubbell Canada LLP is the wholly owned subsidiary of Hubbell Inc., a global manufacturer of electrical products and lighting fixtures serving the industrial, commercial, utility and residential markets. Prior to joining Hubbell, Mr. Gibbins was Vice-President and General Manager of NuTone Electrical Inc., a housing products manufacturer based in Toronto. Mr. Gibbins has extensive experience serving on

boards and audit committees of not for profit corporations, including the Canadian Standards Association, the Muscular Dystrophy Association of Canada.

Audit Committee Oversight

There have been no recommendations of the Audit Committee since the commencement of the Company's most recently completed fiscal year that the Board has not adopted.

Reliance on Certain Exemptions

The Company has not relied on any of the exemptions contained in NI 52-110 since the commencement of the Company's most recently completed fiscal year.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Services Fees

The following table sets out the aggregate fees billed by the Company's external auditor in each of the last two fiscal years.

| Category of Fees | Year Ended September 30, 2010 | Year Ended September 30, 2011 |
|-------------------------|--------------------------------------|--------------------------------------|
| Audit Fees | \$10,842.35 | \$50,000 |
| Audit-Related Fees | \$0 | \$0 |
| Tax Fees | \$0 | \$0 |
| All Other Fees | \$1,705.00 ¹ | \$0 |

⁽¹⁾ Disbursements incurred in connection with the audit and non-audit services provided.

LEGAL PROCEEDINGS

On March 7, 2012, the Company announced that it had commenced legal proceedings against MVB Asset Management Inc. ("**MVB**") and certain of its principals for a declaration that a consulting agreement between the Company and MVB is of no force or effect or alternatively that MVB breached the terms of that agreement. The Company is seeking cancellation of options previously issued or issuable to certain principals of MVB and damages. On April 23, 2012, the Company received MVB's response to the claim made by the Company against MVB which included a counterclaim against the Company. The Board believes that MVB's counterclaim is without merit. The Company will vigorously pursue its claims against MVB and its defense of the counterclaim.

On October 18, 2011, the Company announced it had commenced legal proceedings against Donald Mark Meade, RX 110 Inc., Rx100 Inc. and certain other persons and entities (the "**Defendants**") in connection with the revocation of an intellectual property license granted to the Company by RX 110 Inc. in consideration of the issuance of 10,000,000 Class A Shares and the obligation to pay royalties on the sale of certain products manufactured utilizing the intellectual property subject to the license agreement. The Company sought, among other remedies, damages and the return and cancellation of the shares issued by the Company in consideration for the license. On March 7, 2012, the Company announced

settlement of this litigation and that the terms of the settlement included cancellation of 8,552,123 Class A Shares previously issued as part of the consideration for the license.

TRANSFER AGENT AND REGISTRAR

Heritage Transfer Agency Inc. has been appointed as the Company's registrar and transfer agent.

DIRECTORS' AND OFFICERS' INSURANCE AND INDEMNIFICATION

In December 2011, the Company purchased insurance for the benefit of directors and officers of the Company against any liability incurred by them in their capacity as directors and officers, subject to certain limitations contained in the *Business Corporations Act* (Ontario). The premium for such insurance was \$29,500. The policy provides coverage to each director and officer of \$10 million, per claim and in the aggregate, in the policy year from December 16, 2011 to December 16, 2012, subject to certain exceptions and subject to a deductible of \$25,000 in respect of certain insured claims. In accordance with the provisions of the *Business Corporations Act* (Ontario), the Company's by-laws provide that the Company will indemnify a director or officer, a former director or officer, or another individual who acts or acted at the Company's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including amounts paid to settle an action or to satisfy a judgment, reasonably incurred in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of the association with the Company or other entity if the individual acted honestly and in good faith with a view to the best interests of the Company or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the Company's request. If the Company becomes liable under the terms of its by-laws, the insurance coverage will extend to its liability subject to a deductible of \$25,000.

ADDITIONAL INFORMATION

Additional information relating to the Company is filed on the System for Electronic Data Analysis and Retrieval ("SEDAR") under the Company's profile and can be accessed on the internet at www.sedar.com. Financial information is provided in the Company's comparative financial statements and in its management discussion and analysis ("MD&A") for its most recently completed financial year and interim periods since such time. Shareholders may request copies of such financial statements and MD&A by mailing a request to: 1120 Finch Avenue West, Suite 503, Toronto, Ontario M3J 3H7, Attention: President and Chief Executive Officer, telephone (416) 410-2019. Copies of the above documents will be provided, upon request, free of charge to shareholders of the Company. The Company may require the payment of a reasonable charge from any person or company not a security holder of the Company who requests a copy of any such document. The foregoing documents are also available on SEDAR.

OTHER MATTERS

The directors of the Company are not aware of any other matters which they anticipate will come before the Meeting as of the date of the mailing of this Circular.

BOARD APPROVAL

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

DATED this 24th day of April, 2012.

On behalf of the Board of Directors of

RXT 110 INC.

(signed) "Bruce Lewis"
President & Chief Executive Officer

SCHEDULE "A"

**RESOLUTION OF SHAREHOLDERS OF
RXT 110 INC.**

(the "Company")

Approval of the Employee Stock Option Plan

BE IT RESOLVED BY THE SHAREHOLDERS THAT, subject to any required regulatory approval:

1. the Company's 2011 employee stock option plan (the "Plan") be and it is hereby adopted and approved;
2. the Board of Directors of the Company is authorized to grant options under and subject to the terms and conditions of the Plan, which may be exercised to purchase up to an aggregate of 10% of the issued and outstanding Class A Shares, from time to time, of the Company;
3. the grant of options by the Board of Directors of the Company to certain eligible participants under the Plan to purchase a total of 1,850,000 Class A Shares in the capital of the Company at an exercise price per share of \$0.20 per Class A Share, all of which are subject to shareholder approval, is hereby ratified, confirmed and approved by the shareholders;
4. the directors and officers of the Company be authorized and directed to perform such acts and deeds and things and execute all such documents, agreements and other writings as may be required to give effect to the true intent of this resolution; and
5. the directors and officers of the Company be authorized and directed to make such filings, including pursuant to applicable securities laws and the requirement of any stock exchange, and give such notices as may be necessary or desirable from time to time in connection with the Plan.

SCHEDULE "B"

**SPECIAL RESOLUTION OF THE SHAREHOLDERS OF
RXT 110 INC.
(the "Company")**

Amendment of the Company's Articles of Incorporation

BE IT RESOLVED BY SPECIAL RESOLUTION OF THE SHAREHOLDERS, that:

1. the articles of the Company be amended to change the Company's name to **Biosenta Inc.**, or any such variation or other name acceptable to the directors and any regulatory authorities having jurisdiction over the Company;
2. any one officer or director of the Company is hereby authorized and directed on behalf of the Company to deliver Articles of Amendment in duplicate to the Director under the *Business Corporations Act* (Ontario) and to sign and execute all documents and to do all things necessary or advisable in connection with the foregoing; and
3. the Board of Directors of the Company is hereby authorized to revoke this special resolution without further approval of the shareholders of the Company at any time prior to the endorsement by the Director under the *Business Corporations Act* (Ontario), of a certificate of amendment of articles in respect of the amendment referred to above.

SCHEDULE "C"
AUDIT COMMITTEE CHARTER

Charter of the Audit Committee of the Board of Directors

I. PURPOSE

The Audit Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of the Company

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the external auditors as well as any officer of the Company, or outside counsel for the Company, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Company and has the authority to retain, at the expense of the Company, special legal, accounting, or other consultants or experts to assist in the performance of the Committee's duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part III of this Charter.

II. AUTHORITY OF THE AUDIT COMMITTEE

The Committee shall have the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for advisors employed by the Committee; and
- (c) communicate directly with the external auditors.

III. RESPONSIBILITIES

A. Independent Auditors

1. The Committee shall recommend to the Board the external auditors to be nominated, shall set the compensation for the external auditors, provide oversight of the external auditors and shall ensure that the external auditors report directly to the Committee.
2. The Committee shall be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.
3. The Committee shall review the external auditors' audit plan, including scope, procedures and timing of the audit.

4. The Committee shall review the results of the annual audit with the external auditors, including matters related to the conduct of the audit.
5. The Committee shall obtain timely reports from the external auditors describing critical accounting policies and practices, alternative treatments of information within generally accepted accounting principles that were discussed with management, their ramifications, and the external auditors preferred treatment and material written communications between the Company and the external auditors.
6. The Committee shall pre-approve all non-audit services not prohibited by law to be provided by the external auditors.
7. The Committee shall review fees paid by the Company to the external auditors and other professionals in respect of audit and non-audit services on an annual basis.
8. The Committee shall review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Company.
9. The Committee shall monitor and assess the relationship between management and the external auditors and monitor and support the independence and objectivity of the external auditors.

B. Financial Accounting and Reporting Process

1. The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with generally accepted accounting principles and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements. With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the external auditors as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.
2. The Committee shall review management's discussion and analysis relating to annual and interim financial statements, earnings press releases, and any other public disclosure documents that are required to be reviewed by the Committee under any applicable laws prior to their being filed with the appropriate regulatory authorities.
3. The Committee shall meet no less frequently than annually with the external auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Company in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Company in charge of financial matters, deems appropriate.

4. The Committee shall be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements other than earnings press releases, and periodically assess the adequacy of these procedures.
5. The Committee shall establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
6. The Committee shall inquire of management and the external auditors about significant risks or exposures, both internal and external, to which the Company may be subject, and assess the steps management has taken to minimize such risks.
7. The Committee shall review the post-audit or management letter containing the recommendations of the external auditors and management's response and subsequent follow-up to any identified weaknesses.
8. The Committee shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.
9. The Committee shall provide oversight to related party transactions entered into by the Company.

C. Other Responsibilities

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

IV. COMPOSITION AND MEETINGS

1. The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, securities laws, the listing requirements of the TSX Venture Exchange, the *Business Companies Act* (Ontario) and all applicable securities regulatory authorities.
2. The Committee shall be composed of three or more directors as shall be designated by the Board from time to time, one of whom shall be designated by the Board to serve as Chair.
3. The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A minimum of two and at least 50% of the members of the Committee present either in person or by telephone shall constitute a quorum.

4. If within one-half of an hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same time on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one-half of an hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same time on the next business day following the date of such meeting at the same place. If at the second adjourned meeting a 'quorum' as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
5. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
6. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
7. Any member of the Committee may participate in a meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
8. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
9. The Committee may invite such officers, directors and employees of the Company and its subsidiaries as it may see fit, from time to time, to attend meetings of the Committee.
10. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.

EXHIBIT "A"
CHANGE OF AUDITOR REPORTING PACKAGE

**RXT 110 INC.
1120 FINCH AVE. WEST, SUITE 503
TORONTO, ONTARIO M3J 3H7**

Change of Auditor Notice

Effective April 24, 2012, Soberman LLP ("Soberman") resigned as auditors of RXT 110 Inc. (the "Corporation") at the Corporation's request. Pursuant to the *Business Corporations Act* (Ontario), the directors are entitled to fill any casual vacancy in the office of the auditor. On the recommendation of the Audit Committee, the Board of Directors approved a proposal to engage the accounting firm of McGovern, Hurley, Cunningham, LLP, Chartered Accountants ("McGovern") as auditors for the Corporation in the place and stead of Soberman until the close of the next annual meeting of the Corporation. The Corporation will ask that the shareholders of the Corporation appointment McGovern at the next annual meeting of shareholders of the Corporation as auditors for the fiscal year ending September 30, 2012.

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102") we confirm that:

- (a) Soberman was asked to resign as of the auditor of the Corporation to facilitate the appointment of McGovern as auditor;
- (b) During Soberman's appointment, there were no disagreements with Soberman on any matter of accounting principles or practices, financial statement disclosure, auditing scope or procedure, or any reportable events;
- (c) Soberman did not have any reservation in their auditor's reports for the financial statements of the Corporation for the two most recently completed fiscal years or for any period subsequent thereto for which an audit report was issued and preceding the resignation of Soberman; and
- (d) In the opinion of the board of directors of the Corporation, there has been no "reportable event" (as defined in NI 51-102) within the two most recently completed fiscal years or for any period subsequent thereto for which an audit report was issued in respect of the Corporation by Soberman.

The Corporation has requested that Soberman and McGovern each furnish a letter addressed to the securities administrators in each province in which the Corporation is a reporting issuer stating whether or not they agree with the information contained in this notice. A copy of each such letter to the securities administrators will be filed with this notice.

A copy of this notice has been reviewed and approved by the board of directors of the Corporation.

DATED this 24th day of April, 2012.

RXT 110 INC.

(signed) "Bruce Lewis"

Name: Bruce Lewis
Title: President & Chief Executive Officer

April 24, 2012

Ontario Securities Commission

Canadian National Stock Exchange
220 Bay Street, 9th Floor
Toronto, Ontario
M5J 2W4

Dear: Sirs/Mesdames:

Re: RXT 110 Inc. – Change for Auditor Notice

Pursuant to National Instrument NI 51-102 Continuous Disclosure Obligations, we have reviewed the Change of Auditor of RXT 110 Inc. (the "Notice") dated April 24, 2012 and, based on our knowledge of such information at this time, we agree with the statements made in the Notice that pertain to our Firm.

Yours very truly,

SOBERMAN LLP

Soberman LLP

Chartered Accountants
Licensed Public Accountants
Toronto, Canada

McGovern, Hurley, Cunningham, LLP

Chartered Accountants

2005 Sheppard Avenue East, Suite 300
Toronto, Ontario
M2J 6B4, Canada
Phone 416-496-1234
Fax 416-496-0125
Email info@mhc-ca.com
Web www.mhc-ca.com

April 24, 2012

Ontario Securities Commission

Dear Sirs:

Re: RXT 110 Inc.

We have reviewed the information contained in the Change of Auditor Notice of RXT 110 Inc. dated April 24, 2012 (the "Notice"). Based on our knowledge as of the date hereof, we agree with the statements contained in the Notice. We have no basis to agree or disagree with the comments in the notice relating to Soberman LLP.

Yours very truly,

McGOVERN, HURLEY, CUNNINGHAM, LLP



Chartered Accountants
Licensed Public Accountants