VR INTERACTIVE CORPORATION

2011	Notice of Annual General and Special Meeting of Shareholders
ANNUAL GENERAL & SPECIAL MEETING	Information Circular
Place:	380 Bedford Highway Halifax, Nova Scotia B3M 2L4
Time:	10:00 a.m. (Halifax Time)
Date:	February 10, 2012

VR INTERACTIVE CORPORATION

CORPORATE DATA

Head Office
1470 -141 Adelaide Street West
Toronto, ON M5H 3L5
Attn: K. Barry Sparks
902 496-7594 (P)
902 484-7599 (F)

Registered Office
855 – 2nd Street SW
4500 Bankers Hall East
Calgary, AB, T2P 4K7

Directors
J. Paul Allingham
David J. Hennigar
C.H. (Bert) Loveless (Proposed)
Francis MacKenzie (Proposed)
Jean-Marc MacKenzie (Proposed)
Paul Snelgrove (Proposed)
K. Barry Sparks (Proposed)
E. Christopher Stait-Gardner

Officers
David J. Hennigar, Chairman of the Board
Don Sheehan, President
Lorne S. MacFarlane, Chief Financial Officer

Auditor
Collins Barrow Toronto LLP
Collins Barrow Place
11 King Street West, Suite 700
Toronto, Ontario
M5H 4C

Legal Counsel

RBC Law Inc.
1549 Birmingham Street
Halifax, Nova Scotia, B3J 2J6
902-431-3001 (F)

Registrar and Transfer Agent

CIBC Mellon Trust Company
PO Box 721
Agincourt, OntarioM1S 0A1
Canada
Attn: Proxy Department
416-257-2502 (F)
1-866-781-3111 (F – Toll Free US & Canada)

Stock Exchange Listing
Currently: TSX VENTURE –NEX
Proposed: Canadian National Stock Exchange
Symbol – YYR (proposed)

VR INTERACTIVE CORPORATION

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON FEBRUARY 10, 2012

AND

MANAGEMENT INFORMATION CIRCULAR CONCERING CHANGE OF BUSINESS, NAME CHANGE, SHARE CONSOLIDATION, CORPORATION RESTRUCTURING AND STOCK OPTION

No person is authorized to give any information or to make any representation not contained in this information circular, and, if given or made, such information should not be relied upon as having been authorized by VR Interactive Corporation ("VRI") or the directors and officers of VRI. This information circular does not constitute an offer to sell, or a solicitation to acquire, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or proxy solicitation.

Neither the TSX Venture Exchange nor the Canadian National Stock Exchange nor any securities regulatory authority has passed on the merits of the change of business as described in this information circular.

Dated: January 3, 2012

VR INTERACTIVE CORPORATION (“VRI”)
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF VRI

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the “**Meeting**”) of holders of common shares of VR Interactive Corporation (the “**Corporation**” or “**VRI**”) will be held at 380 Bedford Highway, Halifax, Nova Scotia, B3M 2L4 on February 10, 2012 at 10:00a.m. (Halifax-Time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial years ended March 31, 2011 and the report of the auditors thereon;

2. to accept he resignation of Millard DesLauriers & Shoemaker as auditor of the Corporation;

3. to appoint Collins Barrow Toronto LLP, as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration.

4. to elect eight (8) directors for the ensuing year;

5. to consider and, if agreed, pass a special resolution as more particularly described in the accompanying information circular approving the consolidation of the Corporation’s common shares on the basis of one (1) new common share for eight (8) existing common shares;

6. to consider and, if agreed, pass a special resolution as more particularly described in the accompanying information circular, to approve the issuance of 2,578,098 post consolidation common shares of the Corporation at a deemed value of $0.51218 per common share in settlement of current directors and shareholders loans to the Corporation in the aggregate amount of $1,320,453 as at March 31, 2011;

7. to consider and, if agreed, to pass a special resolution as more particularly described in the accompanying information circular approving the acquisition of one hundred percent (100%) of 3053229 Nova Scotia Limited (“**Numco**”) as more particularly described in the accompanying Information Circular;.

8. to consider and, if agreed, pass a special resolution as more particularly described in the accompanying information circular, to approve the change of the name of the Corporation to “Muskrat Minerals Incorporated” or such other name as may be approved by, the board of directors of the Corporation.

9. to consider and, if agreed, pass a special resolution as more particularly described in the accompanying information circular, to ratify and approve the board of directors decision to delist the Corporation’s registration on the Toronto Stock Venture Exchange in favour of listing of the restructured Corporation to the Canadian National Stock Exchange (CNSX), subject to all required regulatory approvals;

10. to consider and, if agreed, pass a special resolution as more particularly described in the accompanying information circular, to amend the Corporation’s articles by removing the restriction to limit the election of directors to 1/3 of the number of directors who held office at the expiration of the last annual meeting of the Corporation;

11. to consider and, if agreed, pass an ordinary resolution in the form attached hereto as Schedule “A” to, amongst other things, replace the Corporation’s existing stock option plan with the stock option plan attached hereto;

12. to approve, ratify and confirm all acts, contracts, proceedings, appointments and payments of money by the directors and officers of Corporation; and

13. to transact any such other business as may properly come before the Meeting or any adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the information circular accompanying this notice of meeting.

Shareholders are invited to attend the Meeting. Registered shareholders who are unable to attend the meeting in person are requested to complete, date and sign the enclosed form of proxy and send it to the Registrar and Transfer Agent of

the Corporation, CIBC Mellon Trust Company, PO Box 721, Agincourt, Ontario, Canada, M1S 0A1. Non-registered shareholders who receive these materials through their broker or other intermediary should complete and send the form of proxy in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy must be received for verification by 10:00 a.m. (Halifax time) on February 10, 2012, or in the case of any adjournment of the meeting, not less than 48 hours prior to the time of such meeting. The Chairman of the Meeting may refuse to recognize any instrument of proxy received after such time.

DATED at the City of Halifax, in the Province of Nova Scotia, this 3rd day of January, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

By: (Original signed by David J. Hennigar)
Name: David J. Hennigar
Title: Chairman

By: (Original signed by Lorne MacFarlane)
Name: Lorne MacFarlane
Title: Secretary

VR INTERACTIVE CORPORATION

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

February 10, 2012

INFORMATION CIRCULAR

PERSONS MAKING THE SOLICITATION

This information circular ("Circular" or "Information Circular") is furnished in connection with the solicitation by the management of VR Interactive Corporation (the "Corporation" or "VRI") of proxies to be used at the annual general and special meeting (the "Meeting") of holders of common shares ("Common Shares") of the Corporation, to be held on February 10, 2012, at 10:00 a.m. (Halifax time) at 380 Bedford Highway, Halifax, Nova Scotia, B3M 2L4 or at any adjournment(s) thereof for the purposes set out in the accompanying notice of meeting (the "Notice of Meeting").

The costs incurred in the preparation and mailing of both the form of proxy and this Circular will be borne by the Corporation. In accordance with National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer*, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation. The record date to determine the registered shareholders entitled to receive the notice of Meeting is January 3, 2012 (the "**Record Date**").

APPOINTMENT, VOTING AND REVOCATION OF PROXIES

Appointment

The person named in the accompanying instrument of proxy (the "**Management Designee**") has been selected by the directors of the Corporation and has indicated his willingness to represent as proxy the shareholder who appoints him. **Each shareholder has the right to appoint a person or company (who need not be a shareholder) other than the Management Designee to attend and to vote and act for and on behalf of such person at the Meeting.** In order to do so the shareholder may insert the name of such person in the blank space provided in the instrument of proxy, or may use another appropriate form of proxy. Shareholders are invited to attend the Meeting. Registered shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and send it to the Registrar and Transfer Agent of the Corporation, CIBC Mellon Trust Company, PO Box 721, Agincourt, Ontario, Canada M1S 0A1 Attention: Proxy Department or by fax to 416-368-2502 not less than forty eight (48) hours, (excluding Saturdays and holidays) before the time of the Meeting, or any adjournment thereof. Non-registered shareholders who receive these materials through their broker or other intermediary should complete and send the form of proxy in accordance with the instructions provided by their broker or intermediary. The Chairman of the Meeting may refuse to recognize any instrument of proxy received after such time.

Voting

Common shares represented by any properly executed proxy in the accompanying form will be voted or withheld from voting on any ballot that may be called for in accordance with the instructions given by the shareholder. **In the absence of such direction, the common shares will be voted in favour of the matters set forth herein.**

The accompanying instrument of proxy confers discretionary authority on the Management Designee with respect to amendments or variations to matters identified in the accompanying Notice of Meeting or other matters that may properly come before the Meeting or any adjournment(s) thereof. As of the date hereof, management of the Corporation is not aware of any such amendments, variations or other matters which may come before the Meeting. In the event that amendments or variations to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to management should properly come before the Meeting or any adjournment(s) thereof, then the Management Designee intends to vote in accordance with the judgment of management of the Corporation.

Revocation

In addition to revocation in any other manner permitted by law, a shareholder may revoke a proxy by an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing or by transmitting, by telephonic or electronic means, a revocation signed by electronic signature by the shareholder or by the shareholder's attorney, who is authorised in writing to or at the registered office of the Corporation 380 Bedford Highway, Halifax, Nova Scotia, B3M 2L4 at any time up to and including the last business day preceding the day of the Meeting, or any adjournment(s) thereof, at which the proxy is to be used, or with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment(s) thereof.

Advice to Beneficial Holders

Shareholders who hold their common shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their common shares in their own name (referred to herein as "**Beneficial Shareholders**") should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation's registrar and transfer agent as registered holders of common shares will be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those common shares will, in all likelihood, *not* be registered in the shareholder's name. Such commons shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS Limited (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Common shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted or withheld at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by his broker (or the agent of the broker) is substantially similar to the proxy provided directly to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Beneficial Shareholder who receives Broadridge voting instruction form cannot use that form to vote common shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of common shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted. If you have any questions respecting the voting of common shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their common shares as proxyholder for the registered shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.

All references to shareholders in this Circular and the accompanying form of proxy and the accompanying Notice of Meeting are to registered shareholders unless specifically stated otherwise.

Registered Shareholders

Registered holders of common shares as shown on the shareholders' list prepared as of the Record Date will be entitled to vote such shares at the Meeting on the basis of one vote for each common share held, except to the extent that the

person has transferred the ownership of any of his or her common shares after the Record Date, and the transferee of those shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the common shares, and demands, not later than ten days before the Meeting, or such shorter period before the Meeting that the by-laws of the Corporation may provide, that his or her name be included in the list before the Meeting, in which case the transferee will be entitled to vote his or her common shares at the Meeting.

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

Other than as disclosed elsewhere in this Information Circular, none of the directors or senior officers of the Corporation, no proposed nominee for election as a director of the Corporation, none of the persons who have been directors or senior officers of the Corporation since the commencement of the Corporation's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the date hereof, the Corporation has issued and outstanding 26,983,333 fully paid and non-assessable common shares without par value, each share carrying the right to one vote. Any shareholder of record at the close of business on January 3, 2012 who either personally attends the Meeting or who has completed and delivered a proxy in the appropriate manner, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

The by-laws of the Corporation provide that the two holders present in person or represented by proxy, being shareholders entitled to vote thereat or a duly appointed proxy holder or representative for a shareholder so entitled and holding or represented by proxy not less than 5% of the outstanding common shares of the Corporation entitled to vote at the Meeting, constitutes a quorum for the Meeting in respect of holders of common shares.

Common Shares of the Corporation:

Subject to the provisions of the *Business Corporations Act (*Alberta), the holders of the Corporation's common shares are entitled to: (i) one vote for each share held of record on all matters submitted to a vote of the shareholders of the Company; (ii) subject to any preference in favour of the holders of preferred shares ranking in priority to the common shares for payment of dividends, participate equally and to receive any and all such dividends as may be declared by the directors of the Company out of funds legally available; and (iii) subject to any preference in favour of the holders of preferred shares ranking in priority to the common shares for distribution of amounts, participate pro rata in any distribution of assets available for distribution upon liquidation of the Company. Shareholders of the Company have no pre-emptive rights to acquire additional common shares or any other securities. The common shares of the Company are not subject to redemption and carry no subscription or conversion rights. All outstanding common shares of the Company are fully paid and non-assessable.

There are no persons or companies who beneficially own, directly or indirectly, or exercise control or direction over common shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation.

Preferred Shares of the Corporation:

The Corporation is not currently authorized to issue any preferred shares of the Corporation.

Warrants:

The Corporation does not have any issued and outstanding warrants to purchase common shares in the capital stock of the Corporation.

Options to Purchase Common Shares of the Company:

Pursuant to the Corporation's existing stock option plan, the Corporation has issued an aggregate of 1,900,000 to officers, directors and employees of the Corporation. Further information regarding the Corporation's existing and proposed stock option plan is discussed below

Principal Holders of Voting Securities:

As a group, the officers and directors of the Corporation own 3,473,122 common shares (12.9%) of the Corporation and own and have rights to acquire an additional 1,700,000 common shares (18.03%) on a partially diluted basis.

Principal Shareholders

To the knowledge of the directors and senior officers of the Corporation, as of the date hereof, there is no one individual who beneficially own, directly or indirectly, or exercise control or direction over, securities carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, other than as set out herein.

ELECTION OF DIRECTORS

The board of directors (the "**Board**") of the Corporation presently consists of five (5) directors. The Corporation proposes electing a Board of eight (8) directors. John G MacDonald Brown, C.A. and John S. Burns, Q.C., existing directors of the Corporation have tendered their resignation and will not stand for appointment to the Board. The management and directors of the Corporation extend their appreciation for the dedication and assistance during their terms as directors.

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Corporation or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the by-laws of the Corporation or within the provisions of the *Business Corporations Act* (Alberta).

The following table sets out the names of the proposed nominees for election as directors, the country in which each is ordinarily resident, all offices of the Corporation now held by each of them, if any, their principal occupations, or employments during the past five years if such nominee is not presently an elected director, the period of time each has been a director of the Corporation, and the number of common shares of the Corporation beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof.

Nominee Name, Province of Residence and Office Held in The Corporation	Director Since	Principal occupation during past 5 years and other Directorships	Committee Membership	Number and % of Outstanding Common Shares beneficially owned
J. Paul Allingham Burlington, ON Director (Independent)	November, 2000	Executive Vice President dmg world media since from 2000 to 2006; Chief Financial Officer & Secretary, dmg world media from 1996 to Dec. 2000; Chief Financial Officer, Bruncor Inc. and New Brunswick Telephone Company Ltd. from 1993 to 1996. Mr. Aliingham is currently a consultant.	Audit Committee	79,264 0.46%
David J. Hennigar Bedford, Nova Scotia Chairman of the Board	October, 2001	Chairman of High Liner Foods Inc., a major North American marketer of seafood products (listed TSX);. Chairman of Thornridge Holdings Limited; Chairman of Annapolis Group Inc., a		3,169,438 8.61%

		major real estate developer and parent of Envirosystems Inc., a leading environmental company; Chairman of Assisted Living Concepts Inc. (listed NYSE) assisted living resident company; Chairman of Landmark Global Financial Corporation (listed NEX); Chairman and Acting President of Aquarius Coatings Inc.(Listed TSXV). Also an investment advisor with Jennings's Capital Inc. Also a director of a number of other companies, including, SolutionInc Technologies Limited (listed NEX), VR Interactive International Inc. (listed NEX), and Medx Health Corp. (listed NEX) By way of summary, Mr. Hennigar is currently a director of the following public companies: Aquarius Coatings Inc. (TSXV:AQC); Assisted Living Concepts, Inc. (NYSE:ALC); High Liner Foods Incorporated (TSX:HLF); Landmark Global Financial Corporation (TSXV NEX:LST.H); MedX Health Corporation (TSXV:MDX); Solutoninc Technologies Limited (TSXV:STL)		
C.H. (Bert) Loveless Waverly, NS Director and Chief Operating Officer	February 10, 2012 (proposed)	Business consultant from 2000-Present; CFO PharmEng International Inc. 2006-08; CEO P2P Health Systems Inc from 2000-06; CFO VR Interactive Corporation 2003-10; Deputy Minister, Province of NS from 1994-2000	Audit Committee	100,000 0.58%
Francis MacKenzie Bedford, NS Director and President	February 10, 2012 (proposed)	President and director, GRI from 2007-Present; an employee of public companies and operated several businesses; was a senior official in municipal and provincial governments; an officer and director of two publicly traded companies including P2P Health Systems Inc. and the Corporation; and was Leader of a provincial political party.		1,244,770 7.22%
Jean Marc MacKenzie Toronto, ON Director (Independent)	February 10, 2012 (proposed)	A member of the Bar in Ontario. He has 16 years of executive experience with international healthcare companies extensively involved in the mining industry with respect to health and safety regulatory compliance and health management governance director of GRI. Mr. MacKenzie is currently a director of Morneau Shepell Ltd. (TSX:MSI)		400,000 2.32%

Paul Snelgrove Happy Valley-Goose Bay, NL Director (Independent)	February 10, 2012 (proposed)	Businessman in Happy Valley-Goose Bay, NL as well as Chairman of the HVGB Airport Authority and a Director of GRI		300,000 1.74%
K. Barry Sparks Toronto, ON Director (Independent)	February 10, 2012 (proposed)	Director, Dundee Capital Markets Inc. (Listed TSX); Director, Dundee Corporation (listed TSX); CEO and Director CencoTech Inc. (TSX.V); President, Torvan Capital Group, a division of Ashley Park Enterprises Inc., corporate finance, advisory and management company. By way of summary, Mr. Sparks is currently a director of the following public companies: Cencotech Inc. (TSXV:CTZ); Dundee Real Estate Investment Trust (TSX:D.UN); Dundee Corporation (TSX:DC.A); Dundee International Real Estate Investment Trust (TSX:DI.UN); Dundee Capital Markets Inc. (TSX:DCM)		234,796 1.36%
E. Christopher Stait-Gardner Woodbridge, Ontario Director (Independent)	November, 2000	Corporate director including VR Interactive Corporation (listed NEX) and CencoTech Inc. (TSXV:CTZ)	Audit Committee	110,514 0.64%

Notes:

The information as to country of residence, principal occupation and number of shares beneficially owned by the nominees (directly or indirectly or over which control or direction is exercised) is not within the knowledge of the management of the Corporation and has been furnished by the respective nominees

The Board does not contemplate that any of its nominees will be unable to serve as a director. If any vacancies occur in the slate of nominees listed above before the Meeting, then the proxyholders named in the accompanying form of proxy intend to exercise discretionary authority to vote the shares represented by proxy for the election of any other persons as directors.

CORPORATE CEASE TRADE ORDERS AND BANKRUPTCIES

1. No director or executive officer is, as at the date of this Information Circular, or was within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any corporation (including a personal holding corporation), that:

(a) was subject to an order (as defined in Form 51-102 F2 of National Instrument 51-102 – Continuous Disclosure Obligations) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, other than Mr. Hennigar who was a director of (1) Landmark Global Financial Corporation Limited at when Landmark Global Financial Corporation Limited had a management cease trade order in place from May 30, 2001 to October 9, 2001 for failing to file financial statements within the required time period, (2) Aquarius Coatings Inc. when Aquarius Coatings Inc. had a management cease trade order in place from August 25, 2001 to September 26, 2001 for failing to file financial statements within the required time period, and a management cease trade order in place from December 12, 2008 to January 14, 2009 for failing to address TSX Venture Exchange requirements with respect to failing to hold a shareholders' meetings for the financial years ended March 31, 2007 and

March 31, 2008; (3) MedX Health Corp when MedX Health Corp. had a management cease trade order in place from January 21, 2010 to February 26, 2010 for failing to hold its fiscal 2008 annual general meeting within the time frame required by applicable legislation and policies and a management cease trade order in place from May 6, 2010 to June 30, 2010 for failing to file its annual financial statements, certification of filings and its management, discussion and analysis for the year ending December 31, 2009 on or before the prescribed deadline of April 30, 2010;

(b) was subject to an order (as defined in Form 51-102 F2 of National Instrument 51-102 – Continuous Disclosure Obligations) that was issued after the director or executive officer 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

2. No Director, executive officer, shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or a personal holding company thereof,

(a) is, as at the date of this Information Circular, or was within 10 years before the date of this Information Circular, a director or executive officer of any company (including a personal holding 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, other than Mr. Hennigar who was a director of KLJ Field Services Inc., a private Nova Scotia Company, which made an assignment in bankruptcy on February 25, 2009;

(b) has, within 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been 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 trustee, executive officer or shareholder; or

(c) 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 any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Compensation of Directors

The board of directors as a whole makes the determination as to the appropriate level of remuneration for the directors and officers of the Corporation. Remuneration is assessed and determined by taking into account such factors as the size of the Corporation and the level of compensation earned by directors and officers of companies of comparable size and industry.

Each of the Corporation's independent directors has not received any compensation for their services, other than through the Corporation's stock option program.

Executive officers of the Corporation who also act as directors of the Corporation do not receive any additional compensation for services rendered in such capacity, other than as paid by the Corporation to such executive officers in their capacity as executive officers. Reference is made to "Compensation of Executive Officers".

The Corporation has a stock option plan (the "**Plan**") for the granting of incentive stock options to the officers, employees and directors of the Corporation. The purpose of granting such options is to assist the Corporation in compensating, attracting, retaining and motivating the directors of the Corporation and to closely align the personal interests of such persons to that of the shareholders. The Corporation did not grant stock options to directors and officers of the Corporation during the most recently completed financial year, and in light of the new direction the Corporation is taking, would like to adopt a new incentive stock option plan. At the Meeting, the shareholders of the Corporation will be asked to pass the resolution attached hereto as Schedule "A".

Compensation of Executive Officers

Securities legislation requires the disclosure of compensation received by each "Named Executive Officer" of the Corporation for the three most recently completed financial years. "Named Executive Officer" is defined by the legislation to mean (i) each of the Chief Executive Officer and the Chief Financial Officer of the Corporation, despite the amount of compensation of that individual, (ii) each of the Corporation's three most highly compensated executive officers, other than the Chief Executive Officer and the Chief Financial Officer, who were serving as executive officers at the end of the most recently completed financial year and whose total salary and bonus exceeds $150,000, and (iii) any additional individual for whom disclosure would have been provided under (ii) but for the fact that the individual was not serving as an executive officer of the Corporation at the end of the most recently completed financial year end of the Corporation.

During the Corporation's most recently completed financial year, the Corporation had two Named Executive Officers: Don Sheehan, Chief Executive Officer, Lorne MacFarlane, Chief Financial Officer, and of the Corporation, The aggregate cash compensation (including salaries, fees, directors fees, commissions, bonuses paid for services rendered during the most recently completed financial year, bonuses paid for services rendered in the previous year, and any compensation other than bonuses earned during the most recently completed financial year, the payment of which was deferred) paid to the Named Executive Officers (or corporations controlled by Named Executive Officers), in the capacity of Named Executive Officers, for the most recently completed financial year, was $nil.

Summary Compensation Table

The following table is a summary of compensation paid to the Named Executive Officers for the Corporation's last three completed financial years:

	Annual Compensation				Long Term Compensation[1] Awards	Payouts
Name and Principal Position	**Year**	**Salary ($)**	**Bonus ($)**	**Other Annual Compensation ($)**	**Securities Under Option[2] [3]**	**All Other Compensation ($)**
Don Sheehan Chief Executive Officer	2011 2010 2009	nil nil nil	nil nil nil	nil nil nil	nil nil nil	nil nil nil
Lorne MacFarlane Chief Financial Officer	2010 n/a n/a	nil n/a n/a	nil n/a n/a	nil n/a n/a	nil n/a n/a	nil n/a n/a
C. H. (Bert) Loveless Chief Financial Officer[3]	2011 2010 2009	nil nil nil	nil nil nil	nil nil nil	nil nil nil	nil nil nil

(1) "SAR" or "stock appreciation right" means a right granted by the Corporation, as compensation for services rendered, to receive a payment of cash or an issue or transfer of securities based wholly or in part on changes in the trading price of publicly traded securities of the Corporation.

(2) "LTIP" or "long term incentive plan" means any plan that provides compensation intended to motivate performance to occur over a period greater than one financial year, but does not include option or stock appreciation right plans or plans to compensation through restricted shares or restricted share units.
(3) C. H. (Bert) Loveless resigned as Chief Financial Officer on June 18, 2010

LONG-TERM INCENTIVE PLANS - AWARDS IN MOST RECENTLY COMPLETED FINANCIAL YEAR

The Corporation has no long-term incentive plans in place and therefore there were no awards made under any long term incentive plan to the Named Executive Officers during the Corporation's most recently completed financial year. A "Long-Term Incentive Plan" is a plan under which awards are made based on performance over a period longer than one financial year, other than a plan for options, SARs or restricted share compensation.

OPTIONS / SARs GRANTED DURING THE MOST RECENTLY COMPLETED FINANCIAL YEAR

During the most recently completed financial year, the following incentive stock options were granted to the Named Executive Officers. No SARs were granted during this period.

Name of Optionee	Securities Under Option / SARs Granted (#)	% of Total Options /SARs Granted to Employees In Financial Year	Exercise or Base Price ($/Security)	Market Value of Securities Underlying Options on the Date of Grant ($/Security)	Expiry Date
Don Sheehan	nil	Nil	nil	nil	n/a
Lorne MacFarlane	nil	Nil	nil	nil	n/a
C. H. (Bert) Loveless	nil	Nil	nil	nil	n/a

AGGREGATED OPTIONS / SARs EXERCISED DURING THE MOST RECENTLY COMPLETED FINANCIAL YEAR

The following table sets out incentive stock options exercised by the Named Executive Officers during the most recently completed financial year as well as the financial year end value of stock options still held by the Named Executive Officers. During this period, no outstanding SARs were held by the Named Executive Officers.

Name of Optionee	Securities Acquired on Exercise (#)	Aggregate Value Realized ($)	Unexercised Option / SARs at financial year end (#) Exercisable / Unexercisable	Value of Unexercised in the Money options / SARs at financial year end ($) Exercisable / Unexercisable
Don Sheehan	N/A	N/A	500,000/1,900,000	nil
Lorne MacFarlane	N/A	N/A	N/A	nil
C. H. (Bert) Loveless	N/A	N/A	200,000/1,900,000	nil

TERMINATION OF EMPLOYMENT, CHANGE IN RESPONSIBILITIES AND EMPLOYMENT CONTRACTS

The Corporation has no plan or arrangement whereby any Named Executive Officer may be compensated in an amount exceeding $100,000 in the event of that officer's resignation, retirement or other termination of employment, or in the event of a change of control of the Corporation or a subsidiary or a change in the Named Executive Officer's responsibilities following such a change of control.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the Corporation's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column (a))
Equity compensation plans approved by security holders	1,900,000	$0.10	798,333
Equity compensation plans not approved by security holders	N/A	N/A	N/A

Summary of Outstanding Stock Options

Optionee Category (Number of Optionees)	Number of Common Shares Reserved Under Option	Date of Grant	Expiry Date	Exercise Price Per Common Share
Executive Officers	700,000	July 27th, 2007	July 27th, 2012	$0.10
Directors other than Executive Officers	1,000,000	July 27th, 2007	July 27th, 2012	$0.10
Employees	200,000	July 27th, 2007	July 27th, 2012	$0.10
Total	**1,900,000**	July 27th, 2007	July 27th, 2012	$0.10

(1) On March 22, 2011, the last day the common shares were trading in the fiscal year that ended March 31, 2010, the closing trading price was $0.01.

Pension, Retirement Plans and Payments Made Upon Termination of Employment

The Corporation did not provide compensation, monetary or otherwise, during the most recently completed financial year, to any person who now or previously has acted as a Named Executive Officer of the Corporation, in connection with or related to the retirement, termination or resignation of such person and the Corporation has provided no compensation to such persons as a result of change in control of the Corporation, its subsidiaries or affiliates.

Employment Contracts

Other than as described herein, the Corporation did not pay any additional compensation to the Named Executive Officers, the Executive Officers or directors (including personal benefits and securities or properties paid or distributed, which compensation was not offered on the same terms to all full time employees) during the last completed financial year.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date of this Circular, no director, proposed nominee for election as a director, senior officer, nor any of their respective associates or affiliates, is or has been indebted to the Corporation or its subsidiaries, other than as disclosed in this Circular, particularly with respect to the shares for debt transactions detailed herein

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth elsewhere in this Information Circular, particularly with respect to the Corporation's acquisition of 3053229 Nova Scotia Limited and it's indirect interest in Grand River Ironsands Incorporated, no informed person of the Corporation, no proposed nominee for election as a director of the Corporation and no associate or affiliate of any such informed person or proposed nominee has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction that, in either case, has materially affected or would materially affect the Corporation or any of its subsidiaries.

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

Other than as set forth in this information circular, no person who has been a director or Executive Officer of the Corporation at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon, other than the election of directors.

APPOINTMENT AND REMUNERATION OF AUDITOR

The persons named in the accompanying proxy intend to vote for the appointment of Collins Barrow Toronto LLP, Chartered Accountants, as auditor of the Corporation and to authorize the directors to fix their remuneration.

AUDIT COMMITTEE

The Corporation must, pursuant to the provisions of Multilateral Instrument 52-110 *Audit Committees* ("MI 52-110"), which came into force on March 30, 2004, as amended June 30, 2005, have a written charter which sets out the duties and responsibilities of its audit committee.

The Corporation's audit committee is comprised of the following:

Composition of the Audit Committee Members

Name of Committee Member	Independent/Non-Independent Status (1)	Financially Literate/Not Financially Literate (1)	Relevant Education and Experience
J. Paul Allingham Chair	Independent Appointed July, 2007	Yes	Executive Vice President dmg world media since December 2000; Chief Financial Officer & Secretary, dmg world media from 1996 to Dec. 2000; Chief Financial Officer, Brunco Inc. and New Brunswick Telephone Company Ltd. from 1993 to 1996, semi-retired consultant since 2006.

E. Christopher Stait-Gardner	Independent Appointed November 2000	Yes	Corporate Consultant; President Giesecke & Devrient Canada Inc. from 1996 to 1999.
John G. McDonald Brown, C.A.,	Independent Appointed November 2000	Yes	Semi-retired Business Consultant since 1998; owner and President, Command Services Atlantic Limited Ltd. from 1981 to 1998.

Notes:
(1) As defined by Multilateral Instrument 52-110 ("MI 52-110").

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

Pre-Approval Policies and Procedures

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

External Auditor Service Fees (By Category)

The approximate aggregate fees paid by the Corporation to the external auditors of the Corporation in each of the last three financial years are described below:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2011	$8,500	Nil	Nil	Nil
2010	$8,000	Nil	Nil	Nil
2009	$8,000	Nil	Nil	Nil

Other

The Corporation is relying on the exemption provided in Section 6.1 of MI 52-110.

CORPORATE GOVERNANCE

On June 30, 2005, the Canadian Securities Administrators enacted National Policy 58-201 *Corporate Governance Guidelines* (the "Policy") and National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101"). The Policy provides guidelines on corporate governance practices while NI 58-101 requires Canadian venture issuers to disclose their corporate governance practices in accordance with the disclosure items set out in Form 58-101F2.

The Corporation's practices comply generally with the guidelines, however, the current directors of the Corporation consider that some of the guidelines are not suitable for the Corporation at its current state of development and therefore the Corporation's governance practices do not reflect these particular guidelines. Given that the Corporation is a relatively small venture issuer in terms of both activities and market capitalization, the directors of the Corporation

believe that the current governance structure is cost-effective and appropriate for the needs of the Corporation's shareholders.

Set out below is a description of the Corporation's corporate governance practices as required to be disclosed by NI 58-101.

Board of Directors

The Board of Directors of the Corporation (the "**Board**") are responsible for overseeing the management of the Corporation and the conduct of the Corporation's affairs generally. The Board consisted of five members, David Hennigar, Paul Allingham, John G. McDonald Brown, C.A., John S. Burns, Q.C., and E. Christopher Stait-Gardner], all of whom are independent. Directors are expected to attend board meetings and meetings of the committees on which they serve and to spend the time needed to properly discharge their responsibilities. During the fiscal years ended March 31, 2011 the Board held a total of five (5) formal meetings.

The Board facilitates its exercise of independent supervision over management by ensuring that the Board is comprised of a majority of independent directors.

During the year ended March 31, 2011, in addition to being directors of the Corporation, David J. Hennigar was chairman or director of Assisted Living Concepts Inc., Landmark Global Financial Corporation, Medx Health Corp., High Liner Foods Inc., Natunola Health Biosciences Inc., Aquarius Coatings Inc., and SolutionInc Technologies Inc. and was lead trustee of Crombie REIT; John S. Burns, Q.C. was a director of Glacier Media Inc. and Petrosantander Inc.; John G. McDonald Brown, C.A. was a Director of Alphinat Inc. and E. Christopher Stait-Gardner was a director of Cencotech Inc. Information regarding other directorships held by nominees for election or re-election to the Board is set out under "Election of Directors".

Orientation and Continuing Education

The Corporation does not have a formal orientation or continuing education program for directors. All of the current directors are intimately familiar with the Corporation's business and activities. New directors are provided with access to recent, publicly filed documents of the Corporation and given copies of all Board minutes and corporate governance materials. New directors are encouraged to ask questions and communicate with management and employees to keep themselves current with industry trends and changes in corporate legislation.

Ethical Business Conduct

The Board monitors the ethical conduct of the Corporation and its management and ensures that it complies with applicable legal and regulatory requirements. The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Nomination of Directors

The Board does not have a nominating committee. Instead, the Board and management work together to identify new candidates for nomination, taking into account the qualifications of the proposed directors and the specific needs, expertise or vacancies required to be filled among the Board.

Assessments

The Board does not make regular formal assessments of the Board, its committees or its members. The Board satisfies itself on an informal basis, from time to time, that its members and its committees are performing effectively.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

To the knowledge of the Board of the Corporation, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

COMMON SHARE CONSOLIDATION

The Board has determined it would be in the best interest of the Corporation and its shareholders to consolidate all of the issued and outstanding common shares of the Corporation on the basis of one (1) new common share for eight (8) existing common shares. As of the record date, the authorized share capital of VRI consists of an unlimited number of common shares of which 26,983,333 were issued and outstanding as of the Record Date. If the consolidation is approved and implemented, the number of issued and outstanding common shares will decrease to 3,372,917 common shares, prior to giving effect to the issuance of any common shares to be issued in exchange for debt, project acquisition and private placement issuance.

Purpose and Benefit of Consolidation

The Board believes that the Consolidation is necessary and, as such, the consolidation should lead to increased interest by a wider audience of potential investors resulting in a more broad market for the common shares. There can be no assurances, however, that the market price of the common shares will increase as a result of the consolidation.

The consolidation will not materially affect any shareholder's percentage ownership of VRI, even though such ownership will be represented by a smaller number of shares, No fractional common shares will be issued as a result of the consolidation. If, as a result of the consolidation, the holder of common shares would otherwise be entitled to a fraction of a common share, the number of post-consolidation common shares issuable to such Shareholder will be rounded up.

Share Certificates

Following the effective date of the consolidation and, as soon as practicable, letters of transmittal will be sent by mail to all shareholders as of the date hereof for use in transmitting their share certificates to VRI's registrar and transfer agent, CIBC Mellon Trust Company, in exchange for new certificates representing the number of common shares to which such shareholders is entitled as a result of the consolidation. Upon return of a properly completed letter of transmittal, together with the original share certificates evidencing the VRI shares held by the shareholder, a new share certificate for the post-consolidation number of common shares of the Corporation will be issued. All costs incurred will be borne by the Corporation.

Shareholders should refer to the enclosed Management Discussion & Analysis ("MD&A") and the audited financials statements of VRI for details concerning the Corporation.

Adjustment to Reserved Common Shares

Upon the consolidation becoming effective, the number of VRI Shares reserved for issuance, including those VRI shares reserved for issuance under the outstanding incentive stock option, will be adjusted to give effect to the consolidation, such that the number of post-Consolidation VRI Shares issuable will be decreased to equal the number obtained when the conversion ratio is applied to the number of VRI Shares issuable. The exercise prices of issued and outstanding stock options will also be reduced to the same ration as the consolidated shares.

Shareholder Approval of the Consolidation

At the Meeting, or any adjournment thereof, shareholders will be asked to consider and, if thought fit, pass, with or without variation, the consolidation resolution set forth approving the consolidation. The consolidation requires a special resolution to be passed by the shareholders of the Corporation by at lease –two thirds of the votes cast by shareholders at the Meeting, either in person or by proxy.

Form of Consolidation Resolution

VRI Shareholders will be asked to pass the following special resolution:

> "BE IT RESOLVED, as a special resolution, that all of the issued and outstanding common chares in the capital stock of VRI, be consolidated at a ratio of one (1) new common shares to eight (8) existing common shares or such lesser ratio should be approved by the Board and the relevant regulatory authority; and the Board of VRI be and is hereby authorized to amend the terms of the special resolution approving the

consolidation, in its sole discretion, to reflect the requirements and any direction given by the relevant regulatory authority.

ISSUANCE OF COMMON SHARES TO SETTLE SHAREHOLDER AND DIRECTOR LOANS

As of March 31, 2011, shareholder and directors advances to the Corporation totalled $1,320,453. To facilitate the restructuring of the Corporation all debt holders have agreed to cancel their debts in consideration for post-consolidation common shares of VRI. Shareholders will be asked to consider and, if agreed upon, pass a resolution to approve the issuance of 2,578,098 post-consolidation common shares of VRI at a deemed value of $0.51218 per common share in full and final settlement of current shareholders' loans.

The details of outstanding debt cancelled and post-consolidation common shares issued are as follows:

Debt Holder	Debt Outstanding ($)	Number of Common Shares of the Corporation to be Issued
David J. Hennigar	2,824	5,514
Francis Mackenzie	214,337	418,479
John S. Burns, Q.C.	2,824	5,514
Barry Sparks	2,824	5,514
J. Paul Allingham	2,824	5,514
John G. McDonald Brown, C.A.	2,824	5,514
E. Christopher Stait-Gardner	2,824	5,514
Forest Lane Holdings Limited, a private company controlled by David J. Hennigar	908,612	1,774,011
Scotia Financial Corporation Limited, a wholly owned subsidiary of Forest Lane Holdings Limited	180,556	352,524
Total	1,320,466	2,578,098

Shareholder Approval of Debt Conversion to Post Consolidation Common Shares

At the Meeting, or any adjournment thereof, shareholders will be asked to consider and, if thought fit, pass, with or without variation, the settlement of debt as set forth approving the issuance of VRI post-consolidation common shares. The approval of the debt settlement ordinary resolution will require the affirmative vote of not less than two thirds of the votes cast by shareholders at the Meeting, either in person or by proxy.

Form of Debt to Common Share Conversion Resolution

"BE IT RESOLVED, as a special resolution, that:

1. 2,578,098 post consolidation common shares in the capital stock of VRI be issued to debt holders of VRI at a deemed value of $0.51218 in full and final settlement of loans and advance made by shareholders to VRI in the amount of $1,320,466; and

2. any one director or officer of VRI be and is hereby authorized to execute and deliver and file all such notices, documents and instruments, and do such other acts, as he in his discretion may deem necessary to give full effect to this special resolution; and

3. the Board of VRI is hereby authorized to amend the terms of this special resolution with respect to the deemed value of the common shares issued to give effect to the any adjustment to the exchange ratio which they will determine and in compliance with any applicable direction or notice by regulatory authorities.

BUSINESS ACQUISITION

On November 25, 2011 the Corporation executed a letter of intent with 3053229 Nova Scotia Limited (the "**Numco**"), a private holding company based in Halifax, Nova Scotia (the "**LOI**"), to purchase all of its issued and outstanding common stock. As consideration for the transaction, it is proposed that all Numco shareholders exchange their aggregate shareholdings of 6,900,000 common shares of Numco for 6,900,000 post-consolidation common shares of the Corporation.

Numco has a large shareholding in Grand River Ironsands Incorporated ("**GRI**") (previously Markland Resource Development Incorporated), a private company based in Halifax, Nova Scotia. GRI is engaged in the exploration and development of ironsands near Happy Valley-Goose Bay, NL, Canada. Numco's ownership of 6,900,000 common shares in the capital stock of GRI, represents 29.9% of the current issued and outstanding shares of GRI. This percentage ownership could be reduced to 27.18% if all GRI options are exercised.

Background Information

Management and the Board of the Corporation determined that it was necessary to expand the scope of the business and to pursue possible acquisitions that would enhance shareholder value which led to its negotiations with Numco.

The proposed purchase by the Corporation of all of the common shares of Numco would lead to the indirect ownership position in GRI. GRI's main focus is to produce a low cost iron ore concentrate that can be advanced to a high purity iron product (cast iron, iron ingots, pig iron). GRI aims to develop ironsands using low cost "green" hydroelectricity to make a "green" and low cost iron product that can easily be delivered to the nearby port for global export. The port can access Europe in less than 7 days; the Great Lakes in 5 days and China in less than 40 days (and perhaps less time if the Northwest passage becomes useable). The operational cost metrics will ensure this operation is a low cost product and near the top of the class environmentally. The indirect share ownership in GRI is as follows:

		Ownership %
GRI Shares Issued	23,077,696	
GRI Options Available	2,307,770	
GRI Shares Fully Diluted	25,385,466	
NS Subsidiary shares in GRI	6,900,000	27.18%

GRI Joint Venture Plan

Over the past four years, GRI has assembled and secured 1,800 mineral claims covering 450 square kilometres (100% of claims under their previous control) in the area of Happy Valley-Goose Bay, Newfoundland and Labrador, Canada. GRI entered into a joint venture agreement ("**JVA**") on September 15, 2010 with an established publicly traded mining company in South Africa. The details of the joint venture were announced in a press release, a copy of which is available for viewing at http://grandriverironsands.com and http://www.petmin.com.

Prior to finalizing the JVA, the project was subjected to an extensive due diligence process by the joint venture investor along with the services of a globally respected and independent mining consulting firm. Ultimately, it was established that there is economic potential with the ironsands resources, as well as the likelihood of meeting the requirements for a mining permit – providing confirmation that the project is potentially viable and worthy of further investigation and investment. This due diligence process resulted in a current project valuation of $62.5 million. On September 15, 2010, an agreement was signed whereby up to 40% of the project will be sold for an investment of $25 million over three defined phases.

All monies will be directed into the joint venture for the deployment of the project.

- Phase 1 was for the investment of $1,500,000 (completed) whereby the investor earned a 5% ownership in the joint venture;

- Phase 2 is for $3.5 million whereby the investor will earn an additional 10% for a total of 15%.

- Phase 3, the remaining $20 million will earn the investor an additional 25% for a total of 40%.

The joint venture investor can purchase up to an additional 9.9% at a market based price, yet to be negotiated, upon completion of Phase 3 and a Bankable Feasibility Study. Currently, the investor has completed their investment requirements under Phase 1 of $1.5 million and a $2.0 million portion of Phase 2. These monies will be invested on the basis of meeting the targeted milestones set out for project variability before advancing to the next level:

Phases 1 and 2

- Advancing the resource to a NI 43-101 Measured and Indicated Resource for 20 years of production

- Iron making process that will convert the ironsands into a high purity pig iron

- Pre-Feasibility Study

Phase 3

- To complete a NI 43-101 Measured Resource Estimate for a 40 year period

- To complete a Bankable Feasibility Study (basis for project financing and viability)

- Secure the required permits and successfully conclude the negotiations with the Innu First Nation, governments and all parties involved

GRI is currently in negotiations with another investor that could result in additional equity (less than 10%) in consideration of mineral and exploration rights. Should the negotiations be finalized in a joint venture agreement, GRI and the current joint venture investor will share the same proportionate post investment split on the smaller equity base. There are individuals that are instrumental, and have a vested interest in the transactions contemplated herein. These individuals have significant positions in VRI and/or Numco and/or GRI as described below:

Francis MacKenzie – If the transactions detailed herein are completed, Mr. MacKenzie shall hold 109,166 common shares of the Corporation personally, and 117,125 common shares through an RRSP account. In addition, upon completion of the shares for debt transaction and the purchase of Mr. MacKenzie's shareholdings in the NS Subsidiary, Mr. MacKenzie shall acquire an additional 418,479 and 600,000 post-consolidation common shares of the Corporation, respectively.

David J. Hennigar– Upon completion of the consolidation detailed herein, Mr. Hennigar shall hold 103,960 common shares of the Corporation personally. He shall hold under his control and direction 66,960 common shares through Forest Lane Holdings Limited, 97,926 common shares through Papermill Lake Holdings Limited, 9,792 common shares through Crown Ventures (1999) Limited and 11,751 common shares through Mumsco Holdings Limited. In addition, upon completion of the shares for debt transaction, Mr. Hennigar shall acquire an additional 5,514 post-consolidation common shares of the Corporation personally, 1,774,011 post-consolidation common shares through his control of Forest Lane Holdings Limited and 352,524 post-consolidation common shares through Scotia Financial Corporation Limited. Upon completion of consideration to be paid for Mr. Hennigar's shareholdings in the NS Subsidiary, Mr. Hennigar shall personally hold no post-consolidation common shares of the Corporation, but shall have control and direction over 633,000 common shares through Thornridge Holdings Limited and 114,000 common shares through Mumsco Holdings Limited.

Jean-Marc MacKenzie ("Jean-Marc") – Jean-Marc is currently a shareholder and director of GRI, a shareholder of VRI and a proposed director of VRI.

Paul Snelgrove ("Paul") – Paul is currently a director of GRI and a proposed director of GRI.

Removal and Appointment of Auditors

VRI Shareholders will be asked to pass the following resolutions:

"BE IT RESOLVED, as a special resolution, that the resignation of Millard DesLauriers & Shoemaker as: auditors of the Corporation be and are hereby accepted as of the date of its resignation letter;

BE IT FURTHER RESOLVED, as an ordinary resolution, that Collins Barrow Toronto LLP be and is hereby appointed auditors of the Corporation for the ensuing year and the director are authorized to fix its remuneration".

Shareholder Approval of the Acquisition

At the Meeting, or any adjournment thereof, shareholders will be asked to consider and, if thought fit, pass, with or without variation, the acquisition resolution set forth approving the acquisition of "Numco. The approval of the acquisition resolution will require the affirmative vote of not less than two thirds of the votes cast by shareholders at the Meeting, either in person or by proxy.

Form of Acquisition Resolution

VRI Shareholders will be asked to pass the following special resolution:

"BE IT RESOLVED, as a special resolution, that:

1. VRI enter a binding agreement to formalize the LOI on substantially the same terms as disclosed in the LOI attached hereto as Schedule "B".;

2. VRI is specifically authorized to issue 6,900,000 post-consolidation common shares of VRI in consideration of the transactions contemplated by the LOI; and

3. any one director or officer of VRI be and is hereby authorized to execute and deliver and file all such notices, documents and instruments,

4. and do such other acts, as he in his discretion may deem necessary to give full effect to this special resolution.

CHANGE OF NAME

In light of the transactions described herein, it is proposed that VRI change its name to Muskrat Minerals Incorporated or such other name as may be approved by the Board and the relevant registrar of corporations and regulatory authorities.

Shareholder Approval of the Change of Name

At the Meeting, or any adjournment thereof, shareholders will be asked to consider and, if thought fit, pass with or without variation, the name change resolution set forth below. The approval of the name change resolution will require the affirmative vote of not less than 66 and 2/3% of the votes cast by shareholders at the Meeting, either in person or by proxy.

Form of Name Change Resolution

VRI Shareholders will be asked to pass the following special resolution:

"BE IT RESOLVED, as a special resolution, that:

1. the name of VRI be changed to "Muskrat Minerals Incorporated" or such other name as the Board VRI may deem appropriate with all required regulatory and legislative approvals; and

2. any one director or officer of VRI be and is hereby authorized to execute and deliver and file all such notices, documents and instruments, and do such other acts, as he in his discretion may deem necessary to give full effect to this special resolution.

DELISTING AND TRANSFER TO THE CANADIAN NATIONAL STOCK EXCHANGE

The Board of the Corporation has determined that it is in the best interest of shareholders to delist its common shares with the TSX Venture Exchange (and list proceed with the transfer of the Corporation Stock listing from the Toronto Venture Exchange (TSXV) to the CNSX, subject to shareholder and regulatory approvals.

Shareholder Approval of Listing on the Canadian National Stock Exchange

At the Meeting , or any adjournment thereof, shareholders will be asked to consider and, if thought fit, pass with or without variation, a special resolution set forth ratifying the delisting of VRI's shares from the TSXV and approving the listing of VRI's common shares on the CNSX. The ratification of the delisting and approval of listing on the CNSX detailed herein will require the affirmative vote of not less than 66 and 2/3% of the votes cast by Shareholders at the Meeting , either in person or by proxy.

Form of Listing Change Special Resolution

VRI Shareholders will be asked to pass the following special resolution:

"BE IT RESOLVED, as a special resolution, that:

1. the delisting of VRI's common shares on the TSXV be and is hereby ratified and approved in all respects;
2. the Corporation be and is hereby authorized to list its post-consolidation common shares on the CNSX under the stock symbol "YYR" or under such symbol as the CNSX may approve; and
3. any one director or officer of the Corporation be and is hereby authorized to execute and deliver and file all such notices, documents and instruments, and do such other acts, as he in his discretion may deem necessary to give full effect to this special resolution.

Corporation Articles

VRI Shareholders will be asked to pass the following special resolution:

"BE IT RESOLVED, as a special resolution, that:

(1) the Corporation's articles be and are hereby amended by deleting the requirement that "the directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual meeting of the Corporation"; and

(2) any one officer or director of the Corporation be and is hereby authorized to make all necessary filings pursuant to the Alberta *Business Corporations Act*.

STOCK OPTION PLAN

The shareholders of the Corporation had previously adopted a rolling stock option plan. In light of the transactions discussed herein, the Corporation wishes to seek shareholder for a new fixed option plan, a copy of which is attached hereto as Schedule "A". The Corporation wishes to confirm and ratify the stock option plan by ordinary resolution.

"RESOLVED AS AN ORDINAY RESOLUTION THAT"RESOLVED AS AN ORDINARY RESOLUTION THAT the Corporation be and it is hereby authorized to implement the stock option plan attached hereto as Schedule "A", as amended to meet any requirements of the Canadian National Stock Exchange;

BE AND IT IS FURTHER RESOLVED THAT existing stock options granted to certain directors, officers, employees and consultants of the Corporation in the aggregate amount of 1,900,000 are hereby sanctioned, ratified, confirmed and approved;

BE IT FURTHER RESOLVED THAT existing stock options granted to certain directors, officers, employees and consultants of the Issuer in the aggregate amount of 1,900,000 be and are hereby subject to the stock option plan attached hereto; and

BE IT FURTHER RESOLVED THAT any director or any officer of the Issuer be and is hereby authorized for and on behalf of and in the name of the Issuer to execute and deliver under the corporate seal of the Issuer or otherwise all such instruments, documents, directions, undertakings, certificates and writings and to perform and do all such other acts and things as may be considered necessary, desirable or useful in the discretion of the director or officer for the purpose of giving effect to the foregoing."

APPROVAL AND RATIFICATION OF ACTS OF DIRECTORS AND OFFICERS

Management of the Corporation proposes that the shareholders ratify, approve and confirm the actions, deeds and conduct of the directors and officers taken on behalf of the Corporation since the last annual general meeting. Accordingly, shareholders will be asked to consider and approve the following resolutions, with or without modification:

"RESOLVED, as an Ordinary Resolution, that:

(a) notwithstanding (i) any failure to properly convene, proceed with, or record any meeting of the Board of the Corporation for any reason whatsoever, including, without limitation, the failure to properly waive or give notice of a meeting, hold a meeting in accordance with a notice of a meeting, have a quorum present at a meeting, sign the minutes of a meeting or sign a ballot electing a slate of directors; or (ii) any failure to pass any resolution of the directors or shareholders of the Corporation or any by-laws of the Corporation for any reason whatsoever, all approvals, appointments, elections, resolutions, contracts, acts and proceedings enacted, passed, made done or taken since the last annual general meeting as set forth in the minutes of the meetings, or resolutions of the Board of Directors or shareholders of the Corporation or other documents contained in the minutes book and record book of the Corporation, or in the financial statements of the Corporation, and all action heretofore taken in reliance upon the validity of such minutes, documents and financial statements, are hereby sanctioned, ratified, confirmed and approved; and

(b) without limiting the generality of the foregoing, all resolutions, contracts, acts and proceedings of the Board of Directors of the Corporation enacted, made, done or taken since the last annual general meeting as set forth or referred to in the minutes and record books of the Corporation or in the financial statements of the Corporation, are hereby approved, ratified and confirmed.

OTHER BUSINESS

Management is not aware of any other matters to come before the Meeting other than those set out in the Notice of Meeting. If other matters come before the Meeting, it is the intention of the individuals named in the form of proxy to vote the same in accordance with their best judgment in such matters.

GENERAL

All matters to be brought before the Meeting require, for the passing of same, a simple majority of the votes cast at the Meeting by the holders of common shares.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. The Corporation will provide to any person or company, upon request to the Corporation, one copy of the Corporation's most recently filed annual financial statements and MD&A and any interim financial statements and associated MD&A of the Corporation that have been filed for any period after the end of its most recently completed financial year. The Corporation may require the payment of a reasonable charge when a request is made by someone who is not a holder of common shares. Requests should be made in writing to the Corporation's at PO Box 48179, 961 Bedford Highway, Bedford, NS, B4A 1A0.

BOARD APPROVAL

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

BY ORDER OF THE BOARD OF DIRECTORS

By: (Original signed by David J. Hennigar)
Name: David J. Hennigar
Title: Chairman

By: (Original signed by Lorne MacFarlane)
Name: Lorne MacFarlane
Title: Secretary

Schedule “A” – Stock Option Plan

VR INTERACTIVE CORPORATION

Stock Option Plan

---

1. PURPOSE

The purpose of this stock option plan (the "Plan") is to encourage common stock ownership in **VR INTERACTIVE CORPORATION INC.** (the "Issuer) by directors, officers, key employees (including part-time) and consultants of the Issuer or any affiliate of the management and profitable grown of its business and to advance the interests of the Issuer by providing additional incentive for superior performance by such persons and to enable the Issuer to attract and retain valued directors, officers and employees by granting options (the "Options" or "Option") to purchase common shares of the Issuer on the terms and conditions set forth in this Plan and any stock option agreements entered into between the Issuer and the Optionees in accordance with the Plan.

2. ADMINISTRATION

The Board of Directors shall administer the Plan from time to time, of the Issuer (the "Administrator"). No member of the Board of Directors shall by virtue of such appointment be disentitled or ineligible to receive options. The Administrator shall have full authority to interpret the Plan and to make such rules and regulations and establish such procedures as it deems appropriate for the administration of Plan, taking into consideration the recommendations of the management, and the decision of the Administrator shall be binding and conclusive. The decision of the Administrator shall be binding, provided that notwithstanding any herein contained, the Administrator may from time to time delegate the authority vested in it under this clause to the President who shall thereupon exercise all of the powers herein given to the Administrator, subject to any express direction by resolution of the Board of Directors in respect of any matters hereunder shall be binding and conclusive for all purposes upon all persons. The senior officers of the Issuer are authorized and directed to do all things and execute and deliver all instruments, undertakings and applications, as they in their absolute discretion consider necessary for the implementation of the Plan.

3. NUMBER OF SHARES SUBJECT TO OPTIONS

The number of common shares reserved for issuance pursuant to this Plan at any given moment in time shall not exceed twenty percent of the currently issued and outstanding common shares of the Issuer (equates to 5,396,667* common shares at the date or record) and the number of common shares under option at any one time shall not exceed the number of common shares then reserved for issuance pursuant to this Plan.

*Total issued and outstanding common shares in the Issuer at the record date is 26,983,333.

4. PARTICIPATION

Options shall be granted under the Plan and Optionees shall be designated from time to time by the Administrator and shall be subject to the approval of such regulatory authorities as may be required. The Administrator shall determine the number of shares available to each

Optionee. Optionees who are consultants of the Issuer or an affiliate of the Issuer must either perform services for the Issuer on an ongoing basis or provide, or be expected to provide, a service of value to the Issuer or to an affiliate of the Issuer.

5. LIMITATIONS ON OPTIONS GRANTED

No Options shall be issued pursuant to the Plan where such Options, together with all of the Issuer's other share compensation arrangements, could result at any time in:

a) the number of shares reserved for issuance pursuant to arrangements granted to insiders exceeding 10% of the outstanding issue, unless the requisite disinterested shareholder approval is granted;

b) the issuance to any individual, within a 12-month period, of a number of shares exceeding 5% of the outstanding issue, unless the requisite disinterested shareholder approval is granted;

c) the issuance to any one Consultant, within any 12-month period, of a number of shares exceeding 2% of the issued shares of the Issuer.

d) the issuance to an Employee, within any 12-month period, conducting Investor Relations Activities of a number of shares exceeding 2% of the issued shares of the Issuer.

e) the issuance to any one Consultant performing Investor Relations Activities, within a 12-month period, where more than a ¼ of the options will vest in a three-month period.

For the purposes of this paragraph 5:

i. "insider" means an insider as defined in the *Securities Act* (Nova Scotia), other than a person who falls within that definition solely by virtue of being a director or senior officer of a subsidiary of the Issuer, and includes an associate of any person who would be an insider by virtue of this paragraph;

ii. "share compensation arrangement" means a stock option, stock option plan, employee stock purchase plan or any other compensation or incentive mechanism involving the issuance or potential issuance of shares to one or more optionees including a share purchase from treasure which is financially assisted by the Issuer by way of a loan guarantee or otherwise;

iii. "outstanding issue" is determined on the basis of the number of shares that are outstanding immediately prior to the share issuance in question, excluding shares issued pursuant to share compensation arrangements over the preceding one year period; and

iv. options granted prior to the Optionee becoming an insider may be excluded in determining the number of shares issuable to insiders.

6. TERMS AND CONDITIONS OF OPTIONS

The terms and conditions of each Option granted under the Plan shall be set forth in written Stock Option Agreements between the Issuer and the Optionee. Such terms and conditions shall include the following as well as such other provisions not consistent with the Plan, as may be deemed available by the Administrator:

a) **Number of Shares Subject to Option:** The number of shares subject to an Option shall be determined from time to time by the Administrator.

b) **Option Price:** The Option Price of any shares in respect of which an Option may be granted under the Plan shall be not less than the fair market value of the shares at the time the Option is granted. For the purpose of this Paragraph 6, "fair market value" shall be deemed to be the average between the highest and lowest prices at which the Issuer's common shares are traded on the day the Option is granted, or if not so traded, the average between the closing bid and asked prices thereof as reported for the day on which the Option is granted. In the resolution allocating an Option, the Administrator may determine that the date of grant aforesaid shall be future date determined in the manner specified by such resolution. The Administrator may also determine that the Option Price per share may escalate at a specified rate dependent upon the year in which any Option to purchase common shares may be exercised by the Optionee.

c) **Payment:** The full purchase price of the shares purchased under the Option shall be paid in cash upon the exercise thereof. A holder of an Option shall have none of the rights of a stockholder until the shares are issued to him. All common shares issued pursuant to the exercise of Options granted or deemed to be granted under the Plan will be so issued as fully paid and non-accessible common shares. No Optionee or his legal representatives, legatees or distributes will be, or will be deemed to be, a holder of any common shares subject to an Option under this Plan, unless and until certificates for such common shares are issued to him or them under the terms of the Plan.

d) **Term of Options:** Options may be granted under this Plan exercisable over a period not exceeding ten (10) years. Each Option shall be subject to earlier termination as provided in subparagraph (f) below.

e) **Exercise of Options:** The exercise of any Option will be contingent upon receipt by the Issuer at is head office of a written notice of exercise, specifying the number of common shares with respect to which the Option is being exercised, accompanies by cash payment, certified cheque or bank draft for the full purchase price of such common shares with respect to which the Option is exercised. An Option may be exercised in full or in part during any year of the term of the Option as provided herein. This Plan shall not confer upon the Optionee any right with respect to continuance as a director, officer, employee or consultant of the Issuer or of any affiliate of the Issuer.

f) **Termination of Options:** Any Option granted pursuant hereto, to the extent not validly exercised, and save as expressly otherwise provided herein, will terminate on the earlier of the following dates:

i. The date of expiration specified in the Stock Option Agreement, being not more than ten (10) years after the date the Option was granted;

ii. The date which is the first day on which the Optionee is not an employee, director, officer or consultant of the Issuer except as provided in subparagraph (iii);

iii. Six (6) months after the date of the Optionee's death during which period the Option may be exercised only by the Optionee's legal representative or the person or persons to whom the deceased Optionee's rights under the Options shall pass by will or the applicable laws of descent and distribution, and only to the extent the Optionee would have been entitled to exercise it at the time of his death.

g) **Non-transferability of Options:** No Option shall be transferable by the Optionee other than by will or the laws of descent and distribution and shall be exercisable during his lifetime only by him.

h) **Applicable Laws or Regulations:** The Issuer's obligation to sell and deliver stock under each Option is subject to compliance by the Issuer and any Optionee with all laws, rules and regulations applying to the authorization, issuance, listing or sale of securities and is also subject to the acceptance for listing of the common shares which may be issued in exercise thereof by each stock exchange upon which shares of the operation are listed for trading

i) **Reduction in Exercise Price:** Disinterested Shareholder approval will be obtained for any reduction in the exercise price of the Optionee is an Insider of the Issuer at the time of the proposed amendment.

j) **Bona Fide Employee, Consultant or Management Corporation:** No stock option will be granted to an Optionee who is not a bona fide Employee, Consultant or Management Corporation Employee of the Issuer as the case may be.

7. ADJUSTMENT IN EVENT OF CHANGE IN STOCK

Each Option shall contain uniform provisions in such form as may be approved by the Administrator to appropriately adjust the number and kind of shares covered by the Option and the exercise price of shares subject to the Option in the event of a declaration of stock dividends, or stock subdivisions or consolidations or reconstruction or reorganization or recapitalization of the Issuer or other relevant changes in the Issuer's capitalization (other than issuance of additional shares) to prevent substantial dilution or enlargement of the rights granted to the Optionee by such Option. The number of common shares available for Options, the common shares subject to any Option, and the Option Price thereof shall be adjusted appropriately by the Administrator and such adjustment shall be effective and binding for all purposes of the Plan.

8. AMALGAMATION, CONSOLIDATION OR MERGER

If the Issuer amalgamates, consolidates with or merges with or into another Issuer, which it reserves the right to do, any common shares receivable on the exercise of an Option granted under the Plan shall be converted into the securities, property or cash which the Optionee would have received upon such amalgamation, consolidation or merger if the Optionee had exercised his Option immediately prior to the record date applicable to such amalgamation, consolidation or merger, and the Option Price shall be adjusted appropriately the Administrator and such adjustment shall be binding for all purposes of the Plan.

9. APPROVALS

The obligation of the Issuer to issue and deliver the common shares in accordance with the Plan is subject to any approvals, which may be required from any regulatory authority or stock exchange having jurisdiction over the securities of the Issuer. If any common shares cannot be issued to any Optionee for whatever reason, the obligation of the Issuer to issue such common shares shall terminate and any Option exercise price paid to the Issuer will be returned to the Optionee.

10. STOCK EXCHANGE RULES, IF ANY

The rules of any stock exchange upon which the Issuer's common shares are listed shall be applicable to Options granted to Optionees.

Schedule "B" – LOI

3053229 Nova Scotia Limited
32 Eastwood Terrace
Bedford, NS
B4A 3V6

November 25, 2011

VR Interactive Corporation
165 Hammonds Plains Road
Bedford, NS, B4A 4C7

Attention: Mr. David J. Hennigar, Chairman on behalf of the Board of Directors of VR Interactive Corporation

RE: Letter of Intent - Acquisition by VR Interactive Corporation of 3053229 Nova Scotia Limited

This binding letter of intent will confirm our understanding of our mutual intention with respect to the proposed acquisition by VR Interactive Corporation ("**VRI**") of all of the issued and outstanding common shares of 3053229 Nova Scotia Limited ("**Numco**").

The closing of the transactions provided for herein, unless otherwise agreed to in writing by each of the undersigned, shall be completed on or before February 28, 2012.

Numco

All of the shareholders of Numco are attached as schedule "A" hereto (collectively, the "**Shareholders**").

Numco's only assets are 6,900,000 common shares (the "**GRI Shares**") of Grand River Ironsands Incorporated ("**GRI**"), being approximately 29% of the total issued and outstanding common stock of GRI subject to further dilution obligations. Numco represents and warrants that the 6,900,000 shares of GRI are owned by Numco and that the original share certificate is kept within the GRI minute books free and clear of all encumbrances.

GRI is a private company fully engaged in the exploration and development of iron sands near Happy Valley-Goose Bay, NL.

Terms and Conditions

Share Acquisition

Subject to the terms of this letter of intent, Numco on behalf of all of the Shareholders hereby offers to sell all of the shares of Numco of the Shareholders, being 6,900,000 voting common shares (the "**Shares**") to VRI in consideration for 55,200,000 common shares, as adjusted to 6,900,000 on a post-consolidation basis as provided for herein, of VRI (the "**Purchase Price**").

Purchase Agreement

The terms and conditions governing the purchase and sale of the Shares are to be contained in a share purchase agreement (the "**Purchase Agreement**") which shall be subject in all respects to the mutual approval of all parties hereto and their legal counsel.

The terms and conditions in the Purchase Agreement shall include, but not be limited to standard representations, warranties, covenants and conditions which in the opinion of VRI's counsel, in its sole discretion, are normally associated with the purchase of shares, including representations and warranties as to:

(a) share capital and ownership of all of the issued and outstanding Shares;
(b) ownership of the GRI Shares;
(c) financial statements; litigation, tax liabilities or obligations not reflected in the financial and other items related to any of the foregoing;
(d) assets and liabilities of Numco;
(e) the business of Numco;
(f) indemnities in respect of breach of warranties and representations and tax liabilities which shall include mutually agreed time and limitations on representations, in mutually agreeable form; and
(g) any other customary conditions which must be satisfied before the parties are obligated to close the transaction, including any required governmental approvals, regulatory, approvals, other approvals or consents.

Due Diligence

In addition, it is contemplated that the obligations of VRI to purchase the Shares and complete its obligations as stated herein or in the Purchase Agreement, shall be conditional upon the following:

(a) satisfactory due diligence by VRI, to be completed by VRI on or before the completion of the purchase by VRI of the Shares;
(b) the approval of the VRI board of directors;
(c) obtaining all necessary regulatory approvals;
(d) the execution of all such agreements, releases and other documents as reasonably required by VRI or its legal counsel; and
(e) compliance with all applicable laws.

Securities Conditions

Unless waived by the shareholders of Numcbo the purchase and sale of the Numco Shares is subject to the following:

(a) VRI halting the trading of its stock on the TSX Venture Exchange NEX ("NEX");
(b) VRI voluntarily delisting from NEX and completing the requirements for a new listing on the Canadian National Stock Exchange ("**CNSX**"). Provided the Purchase Agreement has been executed, and it is satisfied with its due diligence, VRI agrees to provide the letter of conditional approval from the CNSX as soon as it becomes available, but in no event later than December 31, 2011;

(c) the approval of the shareholders of VRI at an annual general and special meeting of shareholders of VRI on or before December 30, 2011, of the following:

i. the voluntary delisting from NEX and activation on the CNSX;
ii. an 8:1 rollback of the 26,983,333 common shares currently issued and outstanding of VRI, resulting in 3,372,917 post-consolidation common shares issued and outstanding;
iii. an 8:1 rollback of the 55,200,000 common shares of VRI contemplated to be issued under this Letter of Intent agreement, resulting in 6,900,000 post-consolidated common shares to be issued to the shareholders of Numco;
iv. the conversion of all outstanding debt to directors and shareholders of VRI as of March 31, 2011 into 2,578,098 post-consolidation common shares of VRI; and
v. the issuance of an additional 4,400,000 post-consolidation common shares of VRI at $0.46/share by way of private placement.

Default Agreement.

This letter of intent constitutes a legally binding and enforceable agreement between all of the undersigned hereto with respect to the provisions hereof.

In the event that the undersigned and all of the Shareholders fail to execute the Purchase Agreement, the terms of this letter of intent shall be deemed the definitive agreement among the undersigned with respect to the purchase and sale of the Numco Shares, and the matters stated herein.

This letter of intent shall enure to the benefit of and be binding upon the parties hereto, their respective heirs, executors, administrators, successors and permitted assigns.

General Terms

Publicity

None of the undersigned will make any public disclosure or publicity release pertaining to this letter of intent or the subject matter contained herein without the consent of the others, except as otherwise required by applicable law, or an order of a court of competent jurisdiction, and then, only after notifying the other parties in advance in writing.

Time of the Essence

Time shall be of the essence of this letter of intent.

Counterparts

This letter of intent may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and such counterparts together shall constitute but one instrument, and all parties hereto agree that the reproduction of signatures by way of telecopying device shall be treated as though such reproductions were executed originals. Each party undertakes to provide the others with an original (bearing original signatures) as soon as reasonably practicable.

Applicable Law
This letter of intent and the Purchase Agreement shall be governed by the laws of Nova Scotia (unless otherwise agreed) and the parties attorn thereto.

Acceptance

If this letter of intent also reflects your understanding of our discussions, please so indicate by signing, dating and returning a copy of this letter of intent to me by no later than by 5 p.m. on November 25, 2011 otherwise this letter of intent shall be null and void.

We look forward to the decision by the Directors of VRI on the ratification of this letter of intent

AGREED AND ACCEPTED at Halifax, Nova Scotia this 25th day of November, 2011

3053229 Nova Scotia Limited

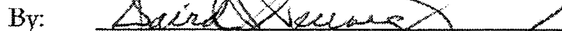
By:

And: ______________________

We have the authority to bind the company

AGREED AND ACCEPTED at Halifax, Nova Scotia this 25th day of November, 2011

VR Interactive Corporation

By: 

And: ______________________

We have the authority to bind the corporation