

QUINSAM CAPITAL CORPORATION

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

Time: June 27, 2013
at 10:00 a.m.

Place: Suite 700 – 401 West Georgia Street,
Vancouver, British Columbia

QUINSAM CAPITAL CORPORATION

510 - 4438 West 10th Ave.
Vancouver, B.C. V6R 4R8

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 27, 2013**

TO: The Shareholders of Quinsam Capital Corporation

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of Quinsam Capital Corporation (the "**Corporation**") will be held in Vancouver, British Columbia, at Suite 700, 401 West Georgia Street, on Thursday, the 27th day of June, 2013, at 10:00 a.m. (Vancouver time) (the "**Meeting**"), for the following purposes:

1. to receive and consider the financial statements of the Corporation for the financial year ended December 31, 2012, together with the report of the auditors thereon;
2. to fix the number of directors at four;
3. to elect directors of the Corporation;
4. to appoint Dale, Matheson, Carr-Hilton, Labonte, Chartered Accountants, auditor for the ensuing year and to authorize the directors to determine the remuneration to be paid to the auditor; and
5. to transact such other business as may properly come before the Meeting or any adjournments thereof.

Accompanying this notice of meeting is the Information Circular, form of proxy and supplemental return card whereby shareholders of the Corporation may request to be added to the Corporation's supplemental mailing list.

All registered shareholders are entitled to attend and vote at the Meeting in person or by proxy. Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out in the form of proxy and in the Information Circular accompanying this notice of meeting. A proxy will not be valid unless it is deposited at the office of Computershare Trust Company of Canada, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or any adjournments thereof.

DATED at Vancouver, British Columbia, this 24th day of May, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Roy Zanatta
Roy Zanatta, President and Chief Executive Officer

If you are a non-registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

INFORMATION CIRCULAR

INFORMATION PROVIDED AS AT MAY 21, 2013 FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 27, 2013 (THE "MEETING").

PERSONS MAKING THE SOLICITATION

This information circular (the "Information Circular") is furnished in connection with the solicitation of proxies by management of Quinsam Capital Corporation (the "Corporation") for use at the Meeting, and at any adjournments thereof at the time and place and for the purposes set forth in the notice of meeting dated May 24, 2013 (the "Notice of Meeting").

It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by officers of the Corporation at nominal cost. The cost of this solicitation will be borne by the Corporation. The Notice of Meeting, form of proxy (the "**Proxy**") and this Information Circular will be mailed to beneficial owners of common shares of the Corporation commencing on or about May 29, 2013. In this Information Circular, except where otherwise indicated, all dollar amounts are expressed in Canadian currency.

APPOINTMENT OF PROXYHOLDERS

The persons named in the accompanying Proxy as proxyholders are management's representatives. A shareholder of the Corporation desiring to appoint some other person (who need not be a shareholder of the Corporation) to represent him or her at the Meeting may do so, either by striking out the printed names and inserting the desired person's name in the blank space provided in the Proxy or by completing another proper Proxy and, in either case, delivering the completed Proxy to the office of Computershare Trust Company of Canada, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or any adjournments thereof.

REVOCABILITY OF PROXY

Any shareholder of the Corporation returning the enclosed Proxy may revoke the same at any time insofar as it has not been exercised. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing executed by the shareholder or by his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited at the registered office of the Corporation, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or with the chairperson of the Meeting prior to the commencement of the Meeting.

VOTING OF PROXIES

If the Proxy is completed, signed and delivered to the Corporation, the persons named as proxyholders therein shall vote or withhold from voting the shares in respect of which they are appointed as proxyholders at the Meeting, in accordance with the instructions of the shareholder of the Corporation appointing them, on any show of hands and or any ballot that may be called for and, if the shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the persons appointed as proxyholders shall vote accordingly. The Proxy confers discretionary authority upon the persons named therein with respect to all other matters which may properly come before the Meeting or any adjournments thereof. As of the date of this Information Circular, the Board of Directors of the Corporation (the "**Board**") knows of no such amendments, variations or other matters to come before the Meeting, other than matters referred to in the Notice of Meeting. However, if other matters should properly come before the Meeting, the Proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the Proxy.

If no choice is specified by a shareholder of the Corporation with respect to any matter identified in the Proxy or any amendment or variation to such matter, it is intended that the person designated by management in the Proxy will vote the shares represented thereby in favour of such matter.

NON-REGISTERED HOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Corporation are "non-registered shareholders" because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the "**Non-Registered Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a depository (such as The Canadian Depository for Securities Limited ("**CDS**")) of which the Intermediary is a participant. In accordance with the requirements of applicable securities laws, the Corporation has distributed copies of the Notice of Meeting, this Information Circular, the Proxy and a supplemental mailing list return card (collectively, the "**Meeting Materials**") to the depositories and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deliver it to the offices of the Corporation; or
- (b) more typically, be given a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a "proxy authorization form") which the Intermediary must follow.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the management proxyholders and insert the Non-Registered Holder's name in the blank space provided, or in the case of a proxy authorization form, follow the corresponding instructions on the form. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Corporation's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled all such nominees will be declared elected or appointed by acclamation.

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

None of the directors or executive officers of the Corporation, no proposed nominee for election as a director of the Corporation, none of the persons who have been directors or executive officers of the Corporation since the commencement of the Corporation's last completed financial year, none of the other insiders of the Corporation and no associate or affiliate of any of the foregoing persons has any substantial interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the meeting other than the election of the directors.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Board have set the close of business on May 21, 2013 as the record date (the "**Record Date**") for determining which shareholders of the Corporation shall be entitled to receive notice of and to vote at the Meeting. Only shareholders of record as of the Record Date are entitled to receive notice of and to vote at the Meeting, unless after the Record Date, a shareholder of record transfers its common shares and the transferee (the "**Transferee**"), upon establishing that the Transferee owns such common shares, requests in writing, at least 10 days prior to the Meeting or any adjournments thereof, that the Transferee may have his or her name included on the list of shareholders entitled to vote at the Meeting, in which case the Transferee is entitled to vote such shares at the Meeting. Such written request by the Transferee shall be filed with the Secretary of the Corporation, 510 – 4438 West 10th Avenue, Vancouver, B.C., V6R 4R8.

The Corporation's authorized capital consists of an unlimited number of common shares without nominal or par value and an unlimited number of Class A preferred shares having the preferences, rights, conditions, restrictions, limitations, and prohibitions as set forth in the Corporation's Articles. As at May 21, 2013, there were a total of 4,570,000 common shares of the Corporation issued and outstanding. Each common share entitles the holder thereof to one vote. No Class A preferred shares were issued and outstanding.

To the knowledge of the directors and executive officers of the Corporation, there are no persons who beneficially own, or control or direct, directly or indirectly, shares carrying more than 10% of the outstanding voting rights (on a fully diluted basis) as of May 21, 2013, other than:

Name	Number of Common Shares as at the Date Hereof	Percentage of Common Shares Owned or Controlled
Roy Zanatta	965,800	21% ⁽¹⁾
Eric Szustak	622,700	14% ⁽¹⁾

⁽¹⁾ Based on 4,570,000 Common Shares issued and outstanding. The above information was provided to the Corporation by the shareholders and from insider reports available at www.sedi.ca.

The following documents filed with the securities commissions or similar regulatory authority in British Columbia, Alberta, Ontario and Quebec are specifically incorporated by reference into, and form an integral part of, this Information Circular:

- (a) audited financial statements for the year ended December 31, 2012;
- (b) auditors report thereon; and
- (c) management discussion and analysis for the year ended December 31, 2012.

Copies of documents incorporated herein by reference may be obtained by a shareholder upon request without charge from the Corporation at Suite 510, 4438 West 10th Ave. Vancouver, British Columbia V6R 4R8 (Tel: (604) 224-0460). These documents are also available through the Internet on SEDAR, which can be accessed at www.sedar.com.

ELECTION OF DIRECTORS

The Board currently consists of three directors and it is intended to elect three directors for the ensuing year.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the Canada Business Corporations Act ("CBCA") (or the Articles of the Corporation, each director elected will hold office until the conclusion of the next annual general meeting of the Corporation, or if no director is then elected, until a successor is elected.

Notice of the Meeting was provided to the securities commissions in each jurisdiction where the Corporation is a reporting issuer under applicable securities laws.

The following table sets out the names of management's nominees for election as directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment, the period of time during which each has been a director of the Corporation, any committees of the Corporation on which serves and the number of Common Shares of the Corporation beneficially owned, or controlled or directed, directly or indirectly by each as at May 21, 2013.

Nominee Position with the Corporation and Province/State and Country of Residence	Principal Occupation, Business or Employment Within Five Preceding Years⁽¹⁾	Director of the Corporation Since	Common Shares Beneficially Owned or Controlled⁽¹⁾⁽²⁾	Number of Stock Options or Warrants
Roy Zanatta ⁽³⁾ Vancouver, B.C. Director, Chief Executive Officer, President and Chief Financial Officer	President, Northwest Capital Corporation	March 18, 2004	965,800	Nil
Bryan Beer ⁽⁴⁾ Stratford, Ontario Director and Secretary	President, Canadian Hot Tubs Inc., Chief Executive Officer, Roselawn Holdings Ltd.	March 23, 2004	60,000	Nil
Mark Steinley ^(3,4) Portland, Oregon Director	Managing Partner, BKM Capital LLC, Formerly President and Chief Executive Officer of Angstrom Power Inc., President of Microtec Innovations Inc. and Director at ABB Equity Ventures.	March 23, 2004	40,000	Nil
Eric Szustak Oakville, Ontario	Chief Financial Officer, Castle Resources Inc.	-	622,700	Nil

⁽¹⁾ The information as to principal occupation, business or employment and Common Shares beneficially owned, or controlled or directed, directly or indirectly is not within the knowledge of the management of the Corporation and has been furnished by the respective nominees, or has been extracted from the register of shareholdings maintained by the Corporation's transfer agent or from publicly available insider reports filed by each nominee.

⁽²⁾ The approximate number of shares carrying the right to vote in all circumstances beneficially owned, or controlled or directed, directly or indirectly, by each proposed nominee.

⁽³⁾ A member of the Corporation's Audit Committee.

⁽⁴⁾ A member of the Corporation's Compensation Committee.

All of the nominees listed are residents of Canada, with the exception of Mark Steinley who is a resident of the United States.

To the knowledge of the Corporation, no proposed director is, or has, within the 10 years before the date of this Information Circular, been a director, chief executive officer or chief financial officer of any company that,

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

No proposed director of the Corporation was, as at the date of the Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including Quinsam Capital Corporation) 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.

No proposed director of the Corporation has, within the 10 years before the date of the information circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

No proposed director of the Corporation has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a security regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for that proposed director.

EXECUTIVE COMPENSATION

Compensation and Analysis

The Corporation's process for determining executive compensation for the Named Executive Officers (as hereinafter defined) is very simple. The Board has overall responsibility for determining the compensation of the Named Executive Officers and the directors of the Corporation, after review and recommendation by the Compensation Committee. The Compensation Committee and the Board rely solely on discussion and business judgment without any formal objectives, criteria and analysis when making these decisions.

Composition of Compensation Committee

The Compensation Committee is composed of Bryan Beer and Mark Steinley, both of whom are considered to be "independent" as defined under applicable Canadian securities laws.

Compensation Of Named Executive Officers

"**Named Executive Officers**" or "**NEOs**" means the Chief Executive Officer, the Chief Financial Officer, each of the three most highly compensated executive officers of the Corporation, other than the Chief Executive Officer and Chief Financial Officer, who were serving as executive officers at the end of the most recently completed fiscal year and whose total compensation and bonus exceeds \$150,000CDN and any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Corporation at the end of the most recently completed financial year end.

Roy Zanatta, the Corporation's President and Chief Executive Officer, is the sole "**Named Executive Officer**" or "**NEO**" of the Corporation for the purposes of the following disclosure. The following table provides a summary of the compensation earned by the Named Executive Officer during the financial year ended December 31, 2012, 2011 and 2010.

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Roy Zanatta, President, Chief Executive Officer and Chief Financial Officer	2012	Nil	Nil	Nil	Nil	Nil	Nil	134,975 ¹	134,975
	2011	Nil	Nil	Nil	Nil	Nil	Nil	142,223 ¹	142,223
	2010	96,000	Nil	Nil	Nil	Nil	Nil	Nil	96,000

1. A company controlled by Mr. Zanatta were paid \$134,975 and \$144,223 in fees during 2012 and 2011, respectively.

Narrative Discussion

In the prior financial year ending December 31, 2010, Mr. Zanatta was paid a salary of \$96,000 per year. Effective January 1, 2011, the Corporation ceased to pay a salary to Mr. Zanatta and instead paid the equivalent amount in fees to a company owned by Mr. Zanatta in lieu of his salary. In August 2011, the Board, upon the recommendation of the Compensation Committee, agreed to pay, in lieu of Mr. Zanatta's salary, the sum of \$13,500 per month to a company owned by Mr. Zanatta for management and administrative services. At the same time, the Board also agreed, upon the recommendation of the Compensation Committee, to pay up to the sum of \$6,000 per month to the same company for marketing and public relations services. These arrangements were terminated upon the sale of the online learning business in 2012.

Outstanding Share-Based Awards And Option-Based Awards

The Corporation did not grant any stock options during the most recently completed financial year to any Named Executive Officer. The table below sets out all awards outstanding for each NEO and/or director:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)
Roy Zanatta, Director, CEO, President and CFO	-	-	-	-	-	-
Bryan Beer	-	-	-	-	-	-
Mark Steinley	-	-	-	-	-	-

Incentive Plan Awards - value vested or earned during the year

An "**incentive plan**" is any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period. An "**incentive plan award**" means compensation awarded, earned, paid or payable under an incentive plan. The Corporation did not grant any stock options during the most recently completed financial year to any Named Executive Officer.

Name (a)	Option-based awards – Value vested during the year (\$) (b)	Share-based awards – Value vested during the year (\$) (c)	Non-equity incentive plan compensation – Value earned during the year (\$) (d)
Roy Zanatta, Director, CEO, President and CFO	-	-	-
Bryan Beer	-	-	-
Mark Steinley	-	-	-

Pension Plans

The Corporation does not provide retirement benefits for directors or executive officers.

Termination and Change of Control Benefits

During 2006 the Corporation entered into an employment contract with Roy Zanatta as President and CEO of the Corporation for an initial 12 month period with such term automatically renewing each month. Among other things, this contract: (i) established a base salary of \$96,000 to be reviewed at the discretion of the Board; (ii) provided that Mr. Zanatta be eligible to receive in each calendar year additional variable cash compensation in an amount to be determined by the Board, (iii) provided that Mr. Zanatta be entitled to participate in any stock option plan and other long term compensation programs of the Corporation. The Corporation may terminate Mr. Zanatta's employment for "just cause" without notice or payment in lieu thereof. Should the Corporation terminate Mr. Zanatta's employment without just cause or there be a voluntary termination for "good reason", then the Corporation shall be obligated to pay Mr. Zanatta a severance amount equal to one times the sum of his then base salary plus the highest variable pay and incentive bonus received by Mr. Zanatta during the 5 years ending prior to such termination. Effective August 2011, payments under this employment contract were waived by mutual consent and replaced with the arrangements referred to under "**Narrative Discussion**" above. Since the termination of those arrangements following the sale of the Corporation's online learning business in 2012, Mr. Zanatta has waived all payments due to him under his employment contract.

Other than as above, neither the Corporation, nor any of its subsidiaries, has had or has an employment contract with any Named Executive Officer in the Corporation's most recently completed or current financial year, or any compensatory plan or arrangement with respect to a Named Executive Officer in the Corporation's most recently completed or current financial year to compensate such executive officers in the event of the termination of employment (resignation, retirement) or in the event of a change in responsibilities following a change in control, where in respect of the Named Executive Officer the value of such compensation exceeds \$50,000.

Director Compensation

During 2012, the Corporation paid non-executive directors \$500 per quarter for their services as directors; otherwise the Corporation had no arrangements, standard or otherwise, pursuant to which directors are compensated by the Corporation for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as a consultant or an expert during the most recently completed financial year except as disclosed herein. The directors are, however, reimbursed for expenses incurred in connection with their services as directors.

No stock options were granted by the Corporation to directors who were not Named Executive Officers during the fiscal year ended December 31, 2012.

The following table sets forth details of compensation paid to or earned by directors of the Corporation who are not Named Executive Officers during the fiscal year ended December 31, 2012:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Bryan Beer	2,000 ⁽¹⁾	-	-	-	-	-	2,000
Mark Steinley	- ⁽²⁾	-	-	-	-	-	-

(1) Based on directors' fees of \$500 per quarter

(2) Mr. Steinley declined to receive any directors' fees

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The shareholders of the Corporation adopted a stock option plan (the "**Option Plan**") for its directors, officers, employees and consultants on April 20, 2004. The Option Plan was amended effective November 23, 2006 and such amendment was approved by shareholders on June 29, 2007. Under the Option Plan, the Corporation may grant options to employees, directors and consultants to acquire common shares, up to an amount equivalent to 10% of the outstanding common shares. The exercise price of each option may not be less than the market price of the Corporation's stock as calculated on the date of grant less an applicable discount. The options can be granted for a maximum term of 5 years and vesting periods are determined by the Board.

The following table sets out equity compensation plan information at December 31, 2012.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	Nil ⁽¹⁾	\$0.10	457,000
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	Nil		457,000

(1) No options were outstanding as at December 31, 2012.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No one director or officer, or former director or officer, was indebted to the Corporation during the most recently completed financial year ended December 31, 2012, for other than "routine indebtedness", as that term is defined by applicable securities law.

The Corporation has not provided any guarantees, support agreements, letters of credit or other similar arrangement or understanding for any indebtedness of any of the Corporation's directors, executive officers, proposed nominees for election

as a director, or associates of any of the foregoing individuals as at the date hereof or at any time during the most recently completed financial year of the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No proposed nominee for election as a director, and no director or officer of the Corporation, who has served in such capacity since the beginning of the last financial year of the Corporation, and no shareholder holding of record or beneficially, directly or indirectly, more than 10% of the Corporation's outstanding common shares, and none of the respective associates or affiliates of any of the foregoing, had any interest in any transaction with the Corporation or proposed transaction since the beginning of the last financial year that has materially affected the Corporation, or is likely to do so, with the exception of the following:

- (a) management services and consulting agreements entered into by the Corporation referred to herein;
- (b) the granting of incentive stock options pursuant to the Option Plan; and
- (c) on August 31, 2012 the Company completed the sale of its online learning business and related tangible and intangible assets, excluding cash and receivables, to a company controlled by Mr. Zanatta, a director of the Corporation, in return for \$1 and the assumption of the Company's future obligations related to the business, including future obligations to customers, to its content providers under the Company's licensing agreements and to other suppliers. The purpose of the sale was to preserve the Company's limited capital and avoid insolvency. The sale of the online learning business resulted in a gain of \$8,788.

APPOINTMENT OF AUDITOR

Management of the Corporation will recommend at the Meeting that the shareholders of the Corporation appoint Dale, Matheson, Carr-Hilton, Labonte, Chartered Accountants, Vancouver, British Columbia as auditors of the Corporation until the next annual meeting of shareholders of the Corporation. Dale, Matheson, Carr-Hilton, Labonte, Chartered Accountants, were appointed as auditors of the Corporation on March 23, 2004.

Shareholders of the Corporation will also be asked to authorize the directors to fix the remuneration to be paid to the auditor during the ensuing year.

MANAGEMENT CONTRACTS

Management functions of the Corporation are not, to any substantial degree, performed by a person other than the directors and senior officers of the Corporation except as disclosed herein.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board, the only matters to be placed before the Meeting are those matters set forth in the accompanying Notice of Meeting relating to: (i) receipt of the audited financial statements of the Corporation for the financial year ended December 31, 2012 and the auditor's report thereon; (ii) to fix the number of directors; (iii) the election of directors of the Corporation for the ensuing year; and (iv) the appointment of auditors.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent for the Corporation is Computershare Trust Company of Canada, 510 Burrard Street, 2nd Floor, Vancouver, British Columbia V6C 3B9.

OTHER BUSINESS

Management of the Corporation knows of no other matters to come before the Meeting other than as referred to in the Notice of Meeting. However, if any other matters which are not known to the management of the Corporation, shall properly come before the Meeting, the Proxy given pursuant to the solicitation by management of the Corporation will be voted on such matters in accordance with the best judgment of the persons voting the Proxy.

AUDIT COMMITTEE

The Audit Committee Charter

Mandate

Role and Objectives

The Audit Committee (the "**Committee**") is a committee of the board of directors (the "**Board**") of the Corporation established for the purpose of overseeing the accounting and financial reporting process of the Corporation, the external audits of the consolidated financial statements of the Corporation and the relationship with the external auditor. In connection therewith, the Committee assists the Board in fulfilling its oversight responsibilities in relation to the Corporation's internal accounting standards and practices, financial information, accounting systems and procedures, financial reporting and statements and the nature and scope of the annual external audit. The Committee also recommends for Board approval the Corporation's audited annual and unaudited quarterly consolidated financial statements and other mandatory financial disclosure.

The Corporation's external auditor reports formally to the shareholders of the Corporation. The external auditor shall also present its more detailed audit findings (including any recommendations for improvements to accounting systems, procedures and internal controls) directly to the Committee. The Committee shall be directly responsible for overseeing the relationship with the external auditor. The Committee shall have such access to the external auditor as it considers necessary or desirable in order to perform its duties and responsibilities.

The objectives of the Committee are as follows:

1. to be satisfied with the credibility and integrity of financial reports;
2. to support the Board in meeting its oversight responsibilities in respect of the preparation and disclosure of financial reporting, including the consolidated financial statements of the Corporation;
3. to facilitate communication between the Board and the external auditor and, to receive on behalf of the Board the reports of the external auditor concerning the detailed findings of the external audit directly from the external auditor;
4. to be satisfied with the external auditor's independence and objectivity; and
5. to strengthen the role of independent directors by facilitating in-depth discussions between members of the Committee, management and the Corporation's external auditor.

Composition

1. Members of the Committee shall be appointed by the Board. Each member shall serve until his successor is appointed, unless he shall resign or be removed by the Board or he shall otherwise cease to be a director of the Corporation.
2. Each Committee member shall satisfy the financial literacy and experience requirements of applicable securities laws, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the full Board.
3. The Committee shall have access to such officers and employees of the Corporation and its subsidiaries and to such information respecting the Corporation and its subsidiaries and associates as it considers to be necessary or advisable in order to perform its duties and responsibilities.

Meetings

1. At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the matter will be referred to the Board for decision.
2. A quorum for meetings of the Committee shall be a majority of its members.
3. Meetings of the Committee shall be scheduled as it deems appropriate. The Committee may hold *in camera* sessions of the Committee, without management present, at every meeting.
4. The Committee shall report the results of meetings and reviews undertaken and any associated recommendations to the Board.
5. The Committee shall meet as it deems appropriate with the Corporation's external auditor, part or all of each such meeting to be in the absence of management.

Responsibilities

Review with management all interim consolidated financial statements of the Corporation and related financial reporting including Management's Discussion and Analysis and any earnings press releases (collectively "**Quarterly Financial Disclosure**") and, if thought fit, approve all Quarterly Financial Disclosure;

As discussed above, the Committee is established to assist the Board in fulfilling its oversight responsibilities with respect to the accounting and financial reporting processes of the Corporation and external audits of the Corporation's consolidated financial statements. In that regard, the Committee shall:

1. Satisfy itself on behalf of the Board with respect to the Corporation's internal control systems including identifying, monitoring and mitigating business risks as well as compliance with legal, ethical and regulatory requirements. The Committee shall also review with management, the external auditor and, if necessary, legal counsel, any litigation, claim or other contingency (including tax assessments) that could have a material effect on the financial position or operating results of the Corporation (on a consolidated basis), and the manner in which these matters may be, or have been, disclosed in the financial statements;
2. Review with management and the external auditor the annual consolidated financial statements of the Corporation, the reports of the external auditor thereon and related financial reporting, including Management's Discussion and Analysis and any earnings press releases (collectively, "**Annual Financial Disclosure**") prior to their public disclosure. This process should include, but not be limited to:
 - (a) reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future year's financial statements;
 - (b) reviewing financial statements and all items raised by the external auditor, whether or not included in the financial statements; and
 - (c) reviewing unresolved differences between the Corporation and the external auditor.

Following such review, the Committee shall recommend to the Board for approval all Annual Financial Disclosure;

3. Be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than Annual Financial Disclosure or Quarterly Financial Disclosure, and shall periodically assess the adequacy of those procedures;
4. Review with management and recommend to the Board for approval any financial statements of the Corporation which have not previously been approved by the Board and which are to be included in a prospectus of the Corporation;
5. If the Corporation files an annual information form under applicable securities laws review with management and recommend to the Board for approval, the Corporation's annual information form;
6. With respect to the external auditor:

- (a) consider and make a recommendation to the Board as to the appointment or reappointment of the external auditor, being satisfied that such auditor is a participant in good standing pursuant to applicable securities laws;
 - (b) review the terms of engagement of the external auditor, including the appropriateness and reasonableness of the auditor's fees, and make a recommendation to the Board as to the compensation of the external auditor;
 - (c) when there is to be a replacement of the external auditor, review with management the reasons for such replacement and the information to be included in any required notice to securities regulators and recommend to the Board for approval the replacement of the external auditor along with the content of any such notice;
 - (d) oversee the work of the external auditor in performing its audit or review services and oversee the resolution of any disagreements between management and the external auditor;
 - (e) as may be required by applicable securities laws, either:
 - (i) pre-approve all non-audit services to be provided by the external auditor to the Corporation (and its subsidiaries, if any), or, in the case of *de minimis* non-audit services, approve such non-audit services prior to the completion of the audit; or
 - (ii) adopt specific policies and procedures for the engagement of the external auditor for the purposes of the provision of non-audit services; and
 - (f) review and approve the hiring policies of the Corporation regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation;
8. Establish procedures for:
- (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters; and
9. Engage independent counsel and other advisors as it determines necessary to carry out its duties and set and pay the compensation for any such advisors.

Composition of the Audit Committee

The following are the members of the Committee:

Mark Steinley	Independent*	Financially literate*
Roy Zanatta	Not Independent*	Financially literate*

* As defined by National Instrument 52-110, Audit Committees ("NI 52-110").

Mr. Steinley has an M.B.A. degree from the Marriott School of Management at Brigham Young University and has over 10 years' experience in finance, venture capital and the energy industry. Mr. Zanatta has an M.B.A. degree from McGill University and has over 10 years of experience in mergers and acquisitions and the analysis of financial statements, as well as serving on the boards of several public companies.

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

The Corporation is relying upon the exemption from the composition requirements of its Audit Committee and the reporting obligations found in section 6.1 of NI 52-110. Since the commencement of the Corporation's most recently completed financial year end, the Audit Committee approved all non-audit services provided by the Corporation's external auditor.

Pre-approval Policies and Procedures

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

External Auditor Service Fees (By Category)

The aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years are as follows:

Financial Year Ending	Audit Fees (Year end audit fees in \$)	Audit Related Fees (\$)	Tax Fees (\$)	All Other Fees (\$)
2012	9,000	-	900	-
2011	10,000	-	1,000	-

CORPORATE GOVERNANCE MATTERS

The Corporation's Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

National Instrument 58-101 (which is entitled "Disclosure of Corporate Governance Practices") provides that the corporate governance disclosure required by Form 58-101F2 must be included in this Information Circular. The following addresses the items identified in Form 58-101F2.

Board of Directors

A director is considered "independent" if he has no direct or indirect material relationship with the Corporation. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. The Board consists of three persons, two of whom are independent and one of whom have been determined to not be independent. Steinley and Beer are independent. Zanatta (who is President and Chief Executive Officer of the Corporation), is not independent of the Corporation.

The Board facilitates its exercise of independent supervision over the Corporation's management through frequent meetings of the Board and by maintaining a majority of independent directors on the Board and on each committee of the Board.

Directorships

None of the directors are presently directors of other issuers that are reporting issuers (or the equivalent).

Orientation and Continuing Education

Due to the early stage of development of the Corporation, no formal program currently exists for the orientation of new directors. Likewise, no formal continuing education program currently exists for the Corporation's directors. Each of the Corporation's directors has the responsibility for ensuring that he maintains the skill and knowledge necessary to meet his obligations as a director.

Ethical Business Conduct

The Board expects management to operate the business of the Corporation in a manner that enhances shareholder value and is consistent with the highest level of integrity. Directors of the Corporation who are a party to, or are a director or an officer of a person who is a party to, a material contract or material transaction or a proposed material contract or proposed material transaction, are required to disclose the nature and extent of their interest and not to vote on any resolution to approve the contract or transaction.

Nomination of Directors

Due to the early stage of development of the Corporation, the Board has not identified a formal process for identifying new candidates for Board nomination.

Compensation

Compensation of the Corporation's CEO was reviewed by the Corporation's Compensation Committee which makes recommendations to the Board of Directors. The Board is responsible for approving all compensation arrangements for executive officers and directors.

Assessments

The Board monitors but does not formally assess the performance of the Board, its committees and individual Board members. To date, the Board has satisfied itself, through informal discussions, that the Board, its committees and individual Board members are performing effectively.

Other Matters

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

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Shareholders may contact the Corporation to request copies of the Corporation's financial statements and MD&A by sending a written request to 510 – 4438 West 10th Avenue, Vancouver, B.C., V6R 4R8, Attention: Secretary. Financial information is provided in the Corporation's comparative financial statements and MD&A for its fiscal year ended December 31, 2012.

APPROVAL OF INFORMATION CIRCULAR

The undersigned hereby certifies that the contents and the sending of this Information Circular have been approved by the directors of the Corporation.

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

IT IS AN OFFENCE UNDER CERTAIN SECURITIES LEGISLATION FOR A PERSON OR CORPORATION TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

DATED at Vancouver, British Columbia, this 24rd day of May, 2013.

**BY ORDER OF THE BOARD OF DIRECTORS OF
QUINSAM CAPITAL CORPORATION**

/s/ Roy Zanatta

Roy Zanatta

President and Chief Executive Officer