**MANUWEB SOFTWARE SYSTEMS INC.**

# MANAGEMENT INFORMATION CIRCULAR

---

**Annual and Special Meeting of Shareholders to be held on December 8, 2011**

**11/8/2011**

*None of the Canadian National Stock Exchange, the TSX Venture Exchange or any other securities regulatory authority has in any way passed upon the merits of the transactions described in this information circular.*

## Table of Contents

**SCHEDULES**

| | |
|---|---|
| Schedule A: | Audited Financial Statements and MD&A of Manuweb Software Systems Inc. for the year ended May 31, 2011 and unaudited financial statements for the three months ended August 31, 2011 |
| Schedule B: | Audited Financial Statements of Advantive Information Management Inc. for the 10 month period ended May 31, 2011 |
| Schedule C: | Financial Statements of VisualVault Technologies Inc. |
| Schedule D: | Pro Forma Consolidated Financial Statements of Manuweb Software Systems Inc. for the year ended May 31, 2011 |
| Schedule E: | Dissent Procedures |
| Schedule F: | Purchase and Sale Agreement dated as of November 8, 2011 between Manuweb and VVT |
| Schedule G: | Asset Purchase and Sale Agreement dated as of October 14, 2011 between VVT and Auersoft |

**MANUWEB SOFTWARE SYSTEMS INC.**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**DECEMBER 7, 2011**

NOTICE IS HEREBY GIVEN that a special meeting (the "**Meeting**") of the holders of common shares (the "**Manuweb Shareholders**") of Manuweb Software Systems Inc. ("**Manuweb**") will be held in the Spanish Banks Boardroom of Computershare Trust Company located on the 2nd floor, 510 Burrard Street, Vancouver, British Columbia, V6E 3B9 on December 7, 2011, at 11:00 a.m. (Vancouver time), for the following purposes:

1. If thought advisable, to pass, with or without variation, a special resolution of Manuweb (the "**Consolidation Resolution**") (the full text of which is set forth in Part I of this Information Circular) authorizing and approving the consolidation of the common shares of Manuweb on the basis of one (1) new common share for every seven (7) currently issued and outstanding common shares of Manuweb;

2. To consider, and if thought advisable, to pass with or without variation, a special resolution of Manuweb ("**Acquisition Resolution #1**") (the full text of which is set forth in Part I of this Information Circular accompanying this Notice of Meeting) authorizing and approving the acquisition (the "**VVT Acquisition**") of VisualVault Technologies Inc. ("**VVT**");

3. To consider, and if thought advisable to pass with or without variation, a special resolution of Manuweb ("**Acquisition Resolution #2**") (the full text of which is set forth in Part I of this Information Circular accompanying this Notice of Meeting) authorizing and approving the acquisition (the "**AIM Acquisition**") of Advantive Information Management ("**AIM**").

4. If Acquisition Resolution #1 is passed, to consider, and if though advisable, to pass with or without variation, a special resolution of Manuweb (the "**Name Change Resolution**") (the full text of which is set forth in Part I of this Information Circular) authorizing and approving the amendment of Manuweb's articles to change the name of Manuweb to "VisualVault Corporation" and as described in more detail in the Information Circular;

5. To pass, with or without variation, an ordinary resolution of Manuweb fixing the number of directors of Manuweb at five;

6. To elect directors for the ensuing year; and

7. To transact any such further business as may properly come before the meeting or any adjournment(s) or postponement(s) thereof.

The Information Circular accompanies this Notice of Meeting. The Information Circular contains details of matters to be considered at the Meeting. A copy of the audited annual and interim financial statements (year ended May 31, 2011 and three months ended August 31, 2011) are attached to this Information Circular and are also available with the corresponding management discussion and analysis on SEDAR.

The Board of Directors has fixed November 2, 2011 as the record date for determining Manuweb Shareholders who are entitled to receive notice of, attend and vote at the Meeting. Only Manuweb Shareholders of record on November 2, 2011 are entitled to receive notice of the Meeting and to attend and vote at the Meeting. This Notice is accompanied by the Information Circular and a form of proxy for Manuweb Shareholders.

Registered Manuweb Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and deposit the enclosed form of proxy by mail to Computershare Trust Company, 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6E 3B9, prior to 11:00 a.m. (Vancouver time) on December 5, 2011, or, if the Meeting is adjourned or postponed, not less than 48 hours prior to the start of such adjourned or postponed meeting. Non-registered holders of Manuweb shares should complete and return the voting instruction form or other authorization provided to them in accordance with the instructions provided therein. Failure to do so may result in your shares not being voted at the Meeting.

The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Any adjourned or postponed meeting resulting from an adjournment or postponement of the Meeting will be held at a time and place to be specified either by Manuweb before the Meeting or by the Chair at the Meeting.

**DATED: November 8, 2011**

**BY ORDER OF THE BOARD OF DIRECTORS**

**("Signed") "*Van H. Potter*"**

**Van H. Potter, President and Chief Executive Officer**

## FORWARD LOOKING STATEMENTS

Except for the statements of historical fact contained herein, the information presented in this Information Circular and the information incorporated by reference herein, constitutes “forward-looking information” within the meaning of applicable Canadian Securities Laws concerning the business, operations, financial performance and condition of each of Manuweb, AIM, VVT, Auersoft LLC (“**Auersoft**”), and Manuweb after the Acquisitions (the “**Resulting Issuer**”). Often, but not always, forward-looking statements and forward-looking information can be identified by words such as “pro forma”, “plans”, “expects”, “may”, “should”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, “believes”, or variations including negative variations thereof or such words and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Forward-looking statements and forward-looking information may differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements or forward-looking information. Such risks and other factors may include:

- changes in Manuweb’s, AIM’s, VVT’s, or Auersoft’s business strategy;
- unexpected changes in business and economic conditions; and
- local and community impacts and issues involving the assets.

In addition, forward-looking information is based on certain assumptions and involves risks related to the consummation or non-consummation of the Acquisitions and the business and operations of the Resulting Issuer. Risks include the risk that upon completion of the Acquisitions the market value of the Manuweb shares will be different from the value at the time the exchange ratio was agreed, that the conditions to the Acquisitions will not be satisfied or waived, the Share Purchase and Sale Agreement may be terminated, the information available to Manuweb in respect of AIM, VVT or Auersoft may not be accurate or complete, there may be unforeseen or unexpected tax and other consequences to the transactions which would have a material adverse effect on the Resulting Issuer, technological risks related to the Resulting Issuer, capital requirements and operating risks associated with the expanded operations of the Resulting Issuer, risks associated with the market price of the shares of the Resulting Issuer and other risks discussed in this Information Circular. Although Manuweb has attempted to identify important factors that could cause actions, events or results to differ materially from those described in forward-looking statements and forward-looking information in this Information Circular, and the documents incorporated by reference herein, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There is no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information in this Information Circular, or in the documents incorporated by reference herein. All of the forward-looking statements made in this Information Circular, including all documents incorporated by reference herein, are qualified by these cautionary statements. Certain of the forward-looking statements and forward-looking information and other information contained herein concerning Manuweb, AIM, VVT, Auersoft and the Resulting Issuer, are based on estimates prepared by Manuweb, AIM, VVT or Auersoft using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which Manuweb believes to be reasonable. However, although generally indicative of relative market positions, market shares and performance characteristics, these sources of data are inherently imprecise. While Manuweb is not aware of any misstatement regarding any industry data presented herein, the software industry involves risks and uncertainties that are subject to change based on various factors. Manuweb undertakes no obligation to publicly update or revise forward looking statements or forward-looking information, whether as a result of new information, future events or otherwise, other than to reflect a material change in the information previously disclosed, as required by applicable law. Shareholders should review Manuweb's subsequent reports filed from time to time with Canadian securities regulators on SEDAR at www.sedar.com.

## NOTICE REGARDING CERTAIN INFORMATION

Certain information in this Information Circular, including, but not limited to, information pertaining to AIM under "Information Concerning AIM", information pertaining to VVT under "Information Concerning VVT", information pertaining to Auersoft under "Information Concerning Auersoft", and the audited and unaudited consolidated financial statements of AIM, VVT and Auersoft, incorporated by reference into this Information Circular, has been furnished by AIM, VVT and Auersoft, respectively. Although Manuweb does not have any knowledge that would indicate that such information is untrue or incomplete, neither Manuweb nor any of its directors or officers assumes any responsibility for the accuracy or completeness of such information including any of AIM's, VVT's or Auersoft's financial statements, or for the failure by AIM, VVT or Auersoft to disclose events or information that may affect the completeness or accuracy of such information.

No person is authorized to give any information or make any representation not contained or incorporated by reference in this Information Circular and, if given or made, such information or representation should not be relied upon as having been authorized.

This Information Circular does not constitute an offer to sell, or a solicitation of an offer to purchase, 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 or to any person to whom it is unlawful to make such an offer or solicitation of an offer or proxy solicitation. The delivery of this Information Circular will not, under any circumstances, create an implication that there has been no change in the information set forth herein since the date of this Information Circular.

The information contained in this Information Circular is given as at November 8, 2011, except where otherwise noted and except that information in documents incorporated by reference is given as of the dates noted therein.

## CURRENCY

Unless otherwise specified, all dollar amounts in this Information Circular are expressed in United States dollars.

Information contained in this Information Circular should not be construed as legal, tax or financial advice, and Manuweb Shareholders and holders of Manuweb convertible securities are urged to consult their own professional advisors in connection therewith.

## SUMMARY

The following information is a summary of the contents of this Information Circular. This summary is provided for convenience only and the information contained in this summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information contained elsewhere in this Information Circular, including the schedules hereto and documents incorporated by reference herein. Capitalized terms in this summary have the meanings set out in the Glossary of Terms or as set out in this summary.

### Date, Time and Place of Meeting

The Meeting will be held on December 7, 2011, at 11:00 a.m. (Vancouver time) in the Spanish Banks Boardroom of Computershare Trust Company located on the 2nd floor, 510 Burrard Street, Vancouver, British Columbia, V6E 3B9.

### The Record Date

The Record Date for determining the Manuweb Shareholders entitled to receive notice of and to vote at the Meeting is as of the close of business on November 2, 2011.

### Purpose of the Meeting

At the Meeting, Manuweb Shareholders, will be asked to consider and, if deemed advisable to pass, with or without amendment, (i) an ordinary resolution fixing the number of directors at five and electing the directors (ii) an ordinary resolution appointing the auditors of the company and authorizing the directors to fix their remuneration (iii) the Consolidation Resolution, (iv) Acquisition Resolution #1 (v) Acquisition Resolution #2 and (vi) the Name Change Resolution (collectively, the resolutions are referred to as the "**Manuweb Resolutions**").

The Acquisitions and all related transactions are arm's length transactions.

### Vote Required to Approve the Manuweb Resolutions

At least two-thirds of the votes cast with respect to the Acquisition Resolutions, the Name Change Resolution and the Consolidation Resolution at the Meeting must be voted FOR these resolutions in order for them to be approved. In addition, the ordinary resolution fixing the number of directors of Manuweb at five and the election of directors will require the affirmative vote of at least a simple majority of the votes cast by Manuweb Shareholders at the Meeting. Manuweb must receive the required shareholder approval prior to the Effective Date.

See "Particular Matters to be Acted Upon".

## The Acquisitions

<u>Acquisition #1</u>

Pursuant to the terms of a share exchange agreement (the "**VVT Share Agreement**") between Manuweb and VVT, Manuweb will acquire all of the issued and outstanding common shares of VVT. The purpose of the transaction is to acquire the shares of VVT and assume the obligations of VVT under the terms and conditions of an asset purchase and sale agreement (the "Auersoft Asset Agreement") between VVT and Auersoft LLC of Mesa Arizona. If Acquisition #1 is approved by a special majority of the votes cast by Manuweb Shareholders at the Meeting, and all other conditions to the closing of the VVT Acquisition are satisfied or waived, the VVT Acquisition will be implemented by way of a share exchange between Manuweb and VVT.

On completion of the VVT Acquisition, and assuming the completion of a proposed financing to raise gross proceeds of $6,025,000, Manuweb Shareholders will hold approximately 10% of the total issued and outstanding shares of Manuweb, VVT shareholders will hold approximately 52% of the total issued and outstanding shares of Manuweb, AIM shareholders will hold approximately 38% of the total issued and outstanding shares of Manuweb, and Advantive and VVT will become wholly owned subsidiaries of Manuweb.

<u>Acquisition #2</u>

On September 28, 2010, Manuweb entered into a letter of intent with Advantive Information Management, Inc., whereby Manuweb set out its intent to acquire 10% of the issued and outstanding shares of AIM, with an option to acquire the remaining 90% of the issued and outstanding shares of AIM. Prior to the 10% acquisition, Manuweb agreed to consolidate its issued and outstanding share capital on a 2:1 basis, such that the total number of common shares of Manuweb will be reduced from 6,038,667 common shares to 3,019,333 common shares. The proposed consolidation was never effected. On May 5, 2011, Manuweb completed the acquisition of 10% of the issued and outstanding shares of AIM in exchange for 8,958,000 common shares of Manuweb.

At the Meeting, Manuweb Shareholders will asked to approve the acquisition of the remaining issued and outstanding common shares of AIM. AIM will become a wholly owned subsidiary of Manuweb responsible for implementing a separate line of business involving its R2 software.

## Name Change

In accordance with the terms and conditions of the VVT Share Agreement, Manuweb intends to change its name to VisualVault Corporation.

## Consolidation

In accordance with the terms and conditions of the VVT Share Agreement and pursuant to section 54 of the *Business Corporations Act (British Columbia)*, Manuweb intends to consolidate its authorized share capital on the basis of one (1) new share for every seven (7) currently issued and outstanding shares.

## The Companies

Manuweb was incorporated on June 11, 2010, and is a reporting issuer in British Columbia, Alberta, and Ontario. Manuweb's fiscal year end is May 31. The common shares of Manuweb trade on the Canadian National Stock Exchange (the "**CNSX**") under the symbol "AIV". Manuweb's business strategy is to provide software solutions to select vertical markets. In accordance with CNSX policies, trading was halted on October 17, 2011 upon announcement of the proposed Acquisitions. The last trade occurred on August 18, 2011 and the closing price was $0.04.

See “Information Concerning Manuweb” for information regarding Manuweb immediately prior to the Acquisitions and related transactions.

VVT is a private company incorporated under the laws of British Columbia. See “Information Concerning VVT” for information regarding VVT immediately prior to the Acquisitions and related transactions.

AIM is a private company based in Phoenix, Arizona that provides information technology services and solutions to select vertical markets through sales of its flagship product, R2 Software, which provides dynamic infrastructure management solutions for work centers and operations on the manufacturing shop floor. AIM’s products and services aim to limit production downtime by continuously securing critical data and optimizing data recovery.

See “Information Concerning the Resulting Issuer” in this Information Circular for a description of Manuweb after giving effect to the Acquisitions.

### Purpose of the Acquisition and the Related Transactions

For Manuweb, the purpose of the Acquisitions and the related transactions is to increase shareholder value, allowing the Manuweb Shareholders to become shareholders of two companies (AIM and VVT) with active operations as opposed to shareholders of a shell company, each focused on a separate line of business, while Manuweb maintains its trading status as a CNSX listed issuer.

The VVT Acquisition will be completed on the basis that an aggregate of 13,275,000 Manuweb common shares will be issued to the VVT shareholders. In addition, Manuweb has assumed the obligations of VVT under the Auersoft Asset Agreement with respect to the acquisition of the Auersoft assets. With this assumption, Manuweb will be obligated to issue up to 11,725,000 shares to Auersoft at any time after one year of closing the acquisition.

The AIM Acquisition will be completed on the basis that each AIM shareholder will receive one common share of Manuweb for every seven AIM shares held. On a post consolidated basis, an aggregate of 9,735,143 shares of Manuweb will be issued to the AIM shareholders. Each VVT shareholder will receive 25,847 common shares of AIM for each VVT common share held.

Other than the VVT shares, VVT does not have any equity securities, securities convertible into equity securities, or any rights to receive equity securities issued and outstanding.

Upon completion of the Acquisitions and the related transactions, Manuweb will have the following number of shares issued on a non-fully diluted basis:

| | |
|---|---|
| **Number of issued and outstanding common shares of Manuweb as of October 27, 2011** | 17,796,667 |

| | |
|---|---|
| **Number of issued and outstanding shares of Manuweb after a 7:1 consolidation** | 2,542,381 |
| **Number of Manuweb shares to be issued to VVT shareholders as part of the VVT Acquisition** | 13,275,000 |
| **Number of Manuweb shares to be issued to Auersoft after assuming VVT's obligations under the Auersoft Asset Agreement** | 11,725,000 |
| **Number of Manuweb shares to be issued to shareholders of AIM as part of the AIM Acquisition** | 9,735,143 |
| **Number of Manuweb shares to be issued as part of the proposed financing, assuming the financing is fully subscribed** | 12,000,000 |
| **Total (without completion of the financing)** | 37,277,542 |
| **Total (assuming completion of the financing)** | 49,277,542 |

A more detailed description of the Acquisitions and the related transactions are provided under the headings "Particulars of Matters to be Acted Upon – Approval of the Acquisitions", "Particulars of the Matters to be Acted Upon – Approval of the Name Change" and "Particulars of the Matters to be Acted Upon – Approval of the Consolidation".

### Financing

In order to raise capital for its operations, Manuweb is in the process of a financing involving the issuance of up to 12,000,000 Manuweb shares, with closing to occur in separate tranches, at prices between $0.50 per share and $1.50 per share for aggregate gross proceeds of up to $16,750,000 (the "**Financing**"). The Financing is expected to be completed over a period of one year from the closing of the VVT Acquisition.

### Available Funds and Principal Purposes

Upon completion of the Acquisitions and the related transactions, Manuweb is expected to have approximately $16,750,000 in available funds when combining the gross proceeds of the Financing (assuming that it is fully subscribed and completes) with the working capital of each of Manuweb, AIM and VVT as of the date of their most recent financial statements. It is expected that the available funds will be utilized in the following manner:

| Use of Proceeds | Cost |
|---|---|
| VVT Acquisition | $5,000,000 |
| Development of R2 software | $500,000 |

| Use of Proceeds | Cost |
|---|---|
| VVT marketing and technology development expenses | $5,000,000 |
| Transaction costs (CNSX fees, legal expenses, accounting costs, anticipated broker commissions, finder's fee, etc.) | $100,000 |
| General and administrative expenses for the next twelve months | $300,000 |
| Unallocated working capital to fund ongoing operations | $5,850,000 |
| **Total:** | **$16,750,000** |

There may be circumstances where, for sound business reasons, Manuweb reallocates the funds. For additional disclosure regarding the funds available to Manuweb and the proposed use of those funds, refer to the disclosure under the heading "Information Concerning Manuweb – Available Funds and Principal Purposes".

### Selected Pro Forma Financial Information

The following table summarizes selected pro forma consolidated financial information for Manuweb as at the specified date. The information should be read in conjunction with Manuweb's pro forma balance sheet and related notes and other financial information included in Schedule "D" to the Information Circular and the disclosure under the heading "Information Concerning Manuweb – Statements". See Schedule "B" for the financial statements of AIM and Schedule "C" for the financial statements of VVT.

### Listing and Listing Approval

The Manuweb shares are currently listed on the CNSX under the symbol "AIV". Trading in the shares was halted on October 17, 2011 in connection with the announcement of the Acquisitions and reinstated for trading on October 18, 2011 when the announcement was approved by the CNSX. The most recent closing price of the shares on August 18, 2011, the last trading day prior to the trading halt, was $0.04 per share.

No public market exists for the AIM shares or VVT shares.

### Recommendation of the Manuweb Board

The Manuweb Board has reviewed the terms and conditions of the Acquisitions and the related transactions as set forth in the VVT Sale Agreement and has concluded that the Acquisitions and the related transactions are in the best interests of Manuweb and the Manuweb Shareholders. The Manuweb Board recommends that Manuweb Shareholders vote in favour of the Manuweb Resolutions. See "Particulars of the Matters to be Acted Upon".

In coming to its conclusions and recommendations, the Board considered a number of factors including the following:

. (a) the assets, including the intellectual property, owned by VVT;

. (b) the proven ability of the management and board of both AIM and VVT to successfully carry out their respective business plans;

. (c) that the Acquisitions will enable Manuweb to obtain the necessary funding to implement its business objectives;

. (d) the support of the financing community;

. (e) the current opportunities available to software companies;

. (f) the terms and conditions of the VVT Share Agreement; and

. (g) information concerning the financial condition, results of operations, business, plans and prospects of AIM, VVT and Auersoft and the resulting potential for enhanced business efficiency, management effectiveness and financial results of Manuweb on a consolidated basis.

The foregoing summary of the information and factors considered by the Manuweb Board is not, and is not intended to be, exhaustive. In view of the variety of factors and the amount of information considered in connection with its evaluation of the Acquisitions, the Manuweb Board did not find it practical to, and did not, quantify or otherwise attempt to assign any relative weight to each specific factor considered in reaching its conclusion and recommendation. The Manuweb Board's recommendations were made after consideration of all of the above-noted factors and in light of the Manuweb Board's collective knowledge of the business, financial condition and prospects of Manuweb, and were also based upon the advice of financial advisors and legal advisors to the Manuweb Board. In addition, individual members of the Manuweb Board may have assigned different weights to different factors.

### Conditions to Completion of the Acquisition

The implementation of the Acquisitions is subject to a number of conditions being satisfied or waived by one or both of AIM and Manuweb or VVT and Manuweb at or prior to the Effective Time, including the following:

- the Manuweb Shareholder approval shall have been obtained at the Meeting; and
- the conditions precedent to the Acquisitions contained in the letter of intent between Manuweb and AIM and the VVT Share Agreement must have been met or waived. See "Approval of the Acquisitions – Conditions Precedent to the Acquisitions" in this Information Circular for a description of the conditions to completion of the Acquisitions.

### Manner of Voting

In order for the vote of Manuweb Shareholders to be taken into account, Manuweb Shareholders should execute and return forms of proxy and/or, in the case of individuals, attend the Meeting in order to vote.

### No Solicitation

In accordance with the terms of the VVT Share Agreement, VVT has agreed not to, directly or indirectly, solicit or participate in any discussions or negotiations with any person (other than Manuweb) regarding an acquisition.

### Termination of Acquisition Agreement

VVT and Manuweb may agree in writing to terminate the VVT Share Agreement and abandon the VVT Acquisition at any time prior to the effective time. In addition, either VVT or Manuweb may terminate the letter of intent and abandon the AIM Acquisition at any time prior to the effective time if certain specified events occur.

See “Conditions Precedent to the VVT Acquisition — Termination of the VVT Share Agreement” in this Information Circular.

### Rights of Dissent

Manuweb Shareholders have the right to dissent to the proposed Acquisitions, Consolidation and Name Change and to be paid the fair value of their shares upon strict compliance with the provisions of the BCBCA. See “Dissenting Shareholders’ Rights” in Schedule “E” of this Information Circular.

### Conflicts of Interest

Manuweb is not aware of any existing or potential material conflicts of interest between Manuweb and any of its directors or officers in respect of the Acquisitions or the related transactions. Directors and officers of Manuweb may also serve as directors and/or officers of other companies in the software industry and may be presented from time to time with situations or opportunities which give rise to apparent conflicts of interest which cannot be resolved by arm’s length negotiations but only through exercise by the officers and directors of such judgment as is consistent with their fiduciary duties to Manuweb which arise under applicable corporate law, especially insofar as taking advantage, directly or indirectly, of information or opportunities acquired in their capacities as directors or officers of Manuweb. It is expected that all conflicts of interest will be resolved in accordance with the BCBCA. It is expected that any transactions with officers and directors will be on terms consistent with industry standards and sound business practice in accordance with the fiduciary duties of those persons to Manuweb, and, depending upon the magnitude of the transactions and the absence of any disinterested board members, may be submitted to the shareholders for their approval.

### Interests of Experts

To the knowledge of AIM, VVT and Manuweb, no person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Information Circular or prepared or certified a report or valuation described or included in this Information Circular has a direct or indirect interest in the assets of AIM, VVT or Manuweb or of an associate or affiliate of AIM, VVT or Manuweb. See “General Matters – Interests of Experts”.

### Risk Factors

The securities of Manuweb should be considered a highly speculative investment and investors should carefully consider the following information about these risks, together with other information contained herein. An investment in a natural resource issuer involves a significant degree of risk. Manuweb, AIM and VVT are subject to a number of risks in the operation of their businesses. Manuweb Shareholders should carefully review the risk factors set forth in this Information Circular.

## Information Concerning the Meeting

### Purpose of the Meeting

**MANUWEB SOFTWARE SYSTEMS INC.**

**SUITE 501, 535 THURLOW STREET, VANCOUVER, BRITISH COLUMBIA, CANADA, V6E 3L2**

**INFORMATION CONCERNING THE MEETING**

At the Meeting, Manuweb Shareholders will be asked to consider and, if deemed advisable, to pass, with or without variation, Acquisition Resolution #1, Acquisition Resolution #2, the Consolidation Resolution, the Name Change Resolution, the ordinary resolution fixing the number of directors at five and the appointment of auditors for the ensuing year.

### Date, Time and Place of the Meeting

The Meeting will be held on December 7, 2011, at 11:00 a.m. (Vancouver time) in the Spanish Banks Boardroom of Computershare Trust Company located on the 2nd floor, 510 Burrard Street, Vancouver, British Columbia, V6E 3B9.

### Record Date

The Record Date for determining persons entitled to receive notice of and vote at the Meeting is November 2, 2011. Manuweb Shareholders of record as of 11:00 a.m. (Vancouver time) November 2, 2011 will be entitled to attend and vote at the Meeting, or any adjournment or postponement thereof, in the manner and subject to the procedures described in this Information Circular.

### Solicitation of Proxies

This Information Circular is being furnished in connection with the solicitation of proxies by or on behalf of management of Manuweb for use at the Meeting (or any adjournment or postponement thereof) to be held at the time and place and for the purposes set out in the accompanying Notice of Meeting. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally, by telephone or other electronic means by officers and regular employees of Manuweb (for no additional compensation). All costs incurred in connection with the preparation and mailing of this Information Circular and the accompanying forms of proxy and letter of transmittal, as well as the costs of solicitation of proxies will be borne by Manuweb.

### Appointment of Proxyholders

The persons named in the accompanying forms of proxy are Van Potter of Manuweb, Brian Cameron of Manuweb, and Don Gordon of Manuweb. Each Manuweb Shareholder has the right to appoint a person or company, other than the persons named in the enclosed form of proxy, who need not be a shareholder of Manuweb, to attend and act for and on behalf of the Manuweb Shareholder at the Meeting. This right may be exercised by inserting such person's name in the blank space provided in the accompanying form of proxy or by completing another proper form of proxy. A proxy that is in writing must be dated the date on which it is executed, must be executed by the Manuweb Shareholder or his or her attorney authorized in writing or, if the Manuweb Shareholder is a corporation, by a duly authorized officer or attorney of that corporation and, if the proxy is to apply to less than all the shares registered in the name of the Manuweb Shareholder, must specify the number of shares to which it is to apply.

### Voting by Proxyholder

The shares represented by a properly executed proxy will be voted for or against all matters to be voted on at the Meeting in accordance with the instructions of the registered Manuweb Shareholder on any vote that may be called for.

In the absence of any instructions to the contrary, the shares represented by proxies received by management will be voted FOR the approval of the Manuweb Resolutions.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters that may properly come before the Meeting. At the date of this Information Circular, management of Manuweb knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. If any other matters do properly come before the Meeting, it is intended that the person appointed as proxy shall vote on such other business in such manner as that person then considers being proper.

### Registered Manuweb Shareholders

Registered Manuweb Shareholders may wish to vote by proxy whether or not they attend the Meeting in person. Registered Manuweb Shareholders who choose to submit a proxy may do so by mail or hand delivery to Computershare Trust Company, 2nd floor, 510 Burrard Street, Vancouver, British Columbia, V6E 3B9, Attention: Proxy Department; and in all cases ensuring that the proxy is received by 11:00 a.m. (Vancouver time) on December 5, 2011 or at least 48 hours (excluding Saturdays, Sundays and holidays) before the time at which the Meeting is adjourned or postponed. Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the Manuweb Board at its discretion.

### Beneficial Shareholders

Only registered Manuweb Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, shares beneficially owned by a person (a "**Non-Registered Holder**") are registered either (a) in the name of 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 registered retirement savings plans, registered retirement income funds, registered education savings plans and similar plans), or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the intermediary is a participant. In accordance with the requirements of National Instrument 54 101 — *Communication with Beneficial Owners of Securities of a Reporting Issuer*, Manuweb will be distributing copies of the Notice of Meeting, this Information Circular and the form of proxy (collectively, the "**Meeting Materials**") to the clearing agencies 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 the 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 transfer agent as set out above; or

. (b) more typically, be given a form 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 "voting information 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 either form of proxy wish to vote at the Meeting in person, the Non-Registered Holder should strike out the persons named in the form of proxy and insert the Non-Registered Holder's name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions of their intermediary, including those regarding when and where the form of proxy or proxy authorization form is to be delivered.

### Revocation of Proxies

A registered Manuweb Shareholder executing a proxy has the power to revoke it as to any matter on which a vote shall not already have been cast:

. (a) by depositing an instrument in writing executed by such registered Manuweb Shareholder or by such registered Manuweb Shareholder's attorney authorized in writing, or, if the registered Manuweb Shareholder is a corporation, by an officer or attorney thereof duly authorized indicating the capacity under which such officer or attorney is signing:

(i) at the registered office of Manuweb, Suite 501, 535 Thurlow Street, Vancouver, British Columbia, V6E 3L2, at any time up to and including the last business day preceding the day of the Meeting, or any adjournments or postponements thereof, or

(ii) with the Chairman of the Meeting on the day of the Meeting, or any adjournment or postponement thereof; or

. (b) in any other matter permitted by law.

A Non-Registered Holder should contact his or her intermediary and carefully follow the instructions provided by the intermediary in order to revoke a voting information form (or a proxy).

## Interest of Certain Persons in Matters to be Acted Upon

No person who has been a director or an officer of Manuweb at any time since the beginning of its last completed financial year or any associate of any such director or officer 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, except as disclosed in this Information Circular.

No person who has been an insider, promoter or control person of Manuweb at any time since the beginning of its last completed financial year 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, except as disclosed in this Information Circular.

## Voting Securities and Principal Holders of Voting Securities

The authorized share structure of Manuweb consists of an unlimited number of common shares, each carrying the right to one vote. As of November 8, 2011, Manuweb had 17,936,667 shares issued and outstanding.

Only shareholders of record as of November 2, 2011, who either attend the Meeting personally or complete and deliver a form of proxy in the manner and subject to the provisions described above, will be entitled to vote or to have their shares voted at the Meeting.

To the knowledge of the directors and executive officers of Manuweb, as of November 8, 2011, no person or entity beneficially owned, or controlled or directed, directly or indirectly, shares carrying 10% or more of the voting rights attached to all outstanding shares.

## PART I PARTICULARS OF MATTERS TO BE ACTED UPON

### Approval of the Acquisition

Pursuant to the VVT Share Agreement, Manuweb will acquire all of the issued and outstanding common shares of VVT from the shareholders of VVT in exchange for 13,725,000 common shares of Manuweb. The purpose of the VVT Acquisition is to effect the acquisition of the assets of VVT by Manuweb and to make VVT a wholly-owned subsidiary of Manuweb. If the VVT Acquisition Resolution is approved by a special majority of the votes cast by Manuweb Shareholders at the Meeting, and all other conditions to the closing of the VVT Acquisition are satisfied or waived, the VVT Acquisition will be implemented by way of the proposed share exchange. On completion of the Acquisitions, Manuweb will hold 100% of the total issued and outstanding shares of AIM and VVT. In addition, Manuweb will assume VVT's obligations to pay Auersoft under the Auersoft Asset Agreement which will include the conversion of a promissory note into 11,725,000 common shares of Manuweb one year after closing of the VVT Acquisition

A summary of the principal terms of the VVT Share Agreement is provided in this section. This summary does not purport to be complete and is qualified in its entirety by reference to the VVT Share Agreement, which is appended as Schedule "F" to this Information Circular. Capitalized terms have the meanings set out in the Glossary of Terms, or are otherwise defined herein.

**Background to the Acquisitions**

On September 28, 2010, Manuweb entered into a non-binding letter of intent with AIM, whereby Manuweb set out its intent to acquire, initially, 100,000 common shares of AIM. The parties have subsequently amended the terms of the transaction and propose that Manuweb will exchange its common shares, representing less than 50% of its issued and outstanding share capital, for 100,000 common shares of AIM, representing 10% of the issued and outstanding share capital of AIM. Subsequently, in May 2011, Manuweb acquired 10% of the issued and outstanding share capital of AIM from certain shareholders of AIM in exchange for issuing 8,958,000 shares of Manuweb. After the initial share exchange, Manuweb has an additional option to acquire the remaining issued and outstanding common shares of AIM by issuing a further number of common shares of Manuweb. After the final acquisition, Manuweb has agreed, subject to shareholder approval, to change its name to "VisualVault Corporation".

On July 20, 2011, the principals of Manuweb and the principals of Auersoft entered into a letter of intent which outlined the terms and conditions upon which Manuweb would acquire the shares of VVT and assume the obligations of VVT with respect to its acquisition of the assets of Auersoft. On October 14, 2011, VVT entered into a definitive purchase and sale agreement to purchase the assets of Auersoft. The terms of the agreement provide for the payment of $1,000,000 USD on or before January 31, 2011, and payments pursuant to two promissory notes as follows:

a) $4,000,000 USD payable in two installments of $2,000,000 on or before April 30, 2011 and September 30, 2011 respectively;

b) $586,250 USD on or before December 31, 2012 with the option to Auersoft to convert the payment into 11,725,000 common shares of Manuweb.

Manuweb has, pursuant to the VVT Share Agreement, agreed to assume these obligations.

In order to complete the Acquisitions, assuming that all the conditions precedent to the VVT Share Agreement are met, an aggregate of 35,185,142 common shares will be issued by Manuweb to the AIM shareholders and the VVT shareholders (assuming the Financing is fully subscribed and completes as intended.

**Financing**

Manuweb completed a private placement in May 2011 of 2,940,000 units concurrently with the initial acquisition of AIM. Each unit consisted of one common share and two common share purchase warrants. The subscription price was $0.05 per unit, resulting in total gross proceeds of $147,000 to Manuweb. In the event that the warrants are exercised at a price of $0.225 per share, the gross proceeds from the exercise of the warrants would be $1,233,000.

**Effect of the Acquisition**

If the Manuweb Resolutions are approved at the Meeting and the applicable conditions to completion of the Acquisitions and the related transactions have been satisfied, including receipt of certain regulatory approvals:

. (a) Manuweb will consolidate its currently issued and outstanding common shares on the basis of one (1) new share for every seven (7) old shares and change its name to "VisualVault Corporation";

. (b) Manuweb will acquire all of the issued and outstanding AIM Shares in exchange for 9,735,142 shares of Manuweb and Manuweb will acquire all of the issued and outstanding VVT common shares in exchange for 13,275,000 shares of Manuweb.

. (c) AIM options and warrants will be surrendered for cancellation; and

. (d) the board of directors of Manuweb will consist of five persons: Brent Bollong, Van Potter, Brian Cameron, Steve Hanson and John Ragan.

As a result of the Acquisitions and assuming the Financing is fully subscribed and completes immediately prior to the effective time, Manuweb will have 25,552,542 shares issued and outstanding. The Manuweb Shareholders will hold 2,562,381 Shares (or 10%) of the total issued and outstanding shares, the AIM shareholders will hold 9,735,142 shares (or 38%), and the VVT shareholders will hold 13,275,000 of the total issued and outstanding shares (or 52%).

**Directors and Officers**

Upon completion of the Acquisitions and the related transactions, the board of directors of Manuweb will consist of Van Potter, Brian Cameron, Steve Hanson, John Ragan and Brent Bollong. See "Particulars of Matters to be Acted Upon – Election of Directors".

The following individuals will be appointed officers of Manuweb: Van Potter will act as the Chief Executive Officer and President and Brian Cameron will act as the Chief Financial Officer.

**Business of Manuweb After the Closing**

Upon completion of the Acquisitions and the related transactions, Manuweb will build an IT services business by leveraging an initial strength in a specialized data protection and recovery practice focused on the enterprise manufacturing market through its wholly owned subsidiary, AIM. Through its wholly owned subsidiary, VVT, Manuweb will focus on transitioning the business to a Software as a Service (SaaS) and Platform as a Service (PAAS) business model with substantial investiture in expanding across vertical market opportunities within existing customer groups and beyond into new application specific opportunities.

**Recommendation of the Manuweb Board**

After careful consideration, the Manuweb Board has unanimously determined that the consideration under the Acquisitions is fair to Manuweb Shareholders and that the Acquisitions are in the best interests of Manuweb. Accordingly, the Manuweb Board unanimously recommends that Manuweb Shareholders vote FOR the Manuweb Resolutions.

**Reasons for the Acquisition and the Related Transactions**

The Acquisitions are intended to enhance value opportunities for Manuweb Shareholders. After extensive analysis, discussion and reflection with Manuweb’s management, the Board concluded that the Acquisitions and the related transactions:

(a) offer Manuweb Shareholders the greatest degree of risk diversification for participation in the software industry, while creating the financial strength necessary to sustain the long term viability of Manuweb;

(b) are the best alternative available to maximize Manuweb Shareholder value; and

(c) are in the best interests of Manuweb Shareholders and Manuweb.

In coming to its conclusions and recommendations, the Board considered a number of factors including the following:

. (a) the respective portfolio of assets, including intellectual property rights, owned by AIM and VVT;

. (b) the proven ability of the management and board of AIM and VVT to successfully carry out the objectives set out in the respective business plans of AIM and VVT;

. (c) that the Acquisitions will enable Manuweb to obtain the necessary funding to carry out its business objectives;

. (d) the support of the financing community;

. (e) the current conditions in the software industry;

. (f) the terms and conditions of the letter of intent between Manuweb and AIM;

. (g) the terms and conditions of the VVT Share Agreement and the Auersoft Asset Agreement; and

. (h) information concerning the financial condition, results of operations, business, plans and prospects of Manuweb, AIM, VVT and Auersoft and the resulting potential for enhanced business efficiency, management effectiveness and financial results of Manuweb on a consolidated basis.

**Securities Law Matters**

The issue of the Manuweb shares to AIM shareholders and VVT shareholders, as contemplated in the letter of intent and VVT Share Agreement, respectively, will be exempt from the prospectus and registration requirements of the securities laws of the provinces of British Columbia, Alberta, and Ontario.

**Shareholder Approval**

At the Meeting, Manuweb Shareholders will be asked to consider and to pass (i) the Consolidation Resolution, (ii) Acquisition Resolution #1, (iii) Acquisition Resolution #2, iv) if Acquisition Resolution #1 is passed, to approve the Name Change Resolution, and v) a resolution fixing the number of directors of Manuweb at five, and electing the directors of Manuweb.

At least two-thirds of the votes cast with respect to the Acquisition Resolutions, the Consolidation Resolution and the Name Change Resolution at the Meeting must be voted FOR these resolutions in order for them to be approved. Manuweb must receive the required shareholder approval prior to the effective date for each of these resolutions.

**Regulatory Approvals and Filings**

Manuweb is not aware of any material licenses or regulatory permits that it holds which might be adversely affected by the Acquisitions or the related transactions, or of any approval or other action by any federal, provincial, state or foreign government or administrative or regulatory agency that would be required to be obtained prior to the completion of the Acquisitions or the related transactions, other than approval from the CNSX.

**Implementation of the Acquisitions**

If the required Manuweb Shareholder approval is obtained at the Meeting and the other conditions to the Acquisitions becoming effective are satisfied or waived, it is intended that Manuweb will issue the shares to the AIM shareholders and the VVT shareholders in exchange for acquiring 100% of the issued and outstanding shares of AIMand VVT.

**Tax Consequences**

The tax consequences of the Acquisitions for each Manuweb Shareholder will depend upon each Manuweb Shareholder’s particular circumstances. Accordingly, all Manuweb Shareholders should consult their own independent tax advisors for advice with respect to the income tax consequences of the Acquisitions applicable to them having regard to their own particular circumstances.

**Risk Factors**

The securities of Manuweb should be considered a highly speculative investment and investors should carefully consider the following information about these risks, together with other information contained herein. An investment in a software development issuer involves a significant degree of risk. Manuweb, AIM and VVT are subject to a number of risks in the operation of their businesses.

***Manuweb's business could be materially adversely affected as a result of general economic and market conditions.***

Manuweb is subject to the effects of general global economic and market conditions. If these conditions remain challenging or deteriorate, our business, results of operations or financial condition could be materially adversely affected. Possible consequences from uncertainty or further deterioration due to the recent global macroeconomic downturn on Manuweb's business, including insolvency of key suppliers resulting in product delays, inability of customers to obtain credit to finance purchases of the company's products, customer insolvencies, increased risk that customers may delay payments, fail to pay or default on credit extended to them, and counterparty failures negatively impacting the company's treasury operations, could have a material adverse effect on its results of operations or financial condition.

***Manuweb's business could be materially adversely affected as a result of a lessening demand in the information technology market.***

Manuweb's revenue and profitability depend on the overall demand for its products and services. Delays or reductions in IT spending, domestically or internationally, could materially adversely affect demand for the company's products and services which could result in decreased revenues or earnings.

Manuweb's customers operate in a variety of markets. Any adverse effects to such markets could materially adversely affect demand for the company's products and services which could result in decreased revenues or earnings.

***Competitive pricing, sales volume, mix and component costs could materially adversely affect Manuweb's revenues, gross margins and earnings.***

Manuweb's gross margins are impacted by a variety of factors, including competitive pricing, component and product design costs as well as the volume and relative mixture of product and services revenues. Increased component costs, increased pricing pressures, the relative and varying rates of increases or decreases in component costs and product price, changes in product and services revenue mixture or decreased volume could have a material adverse effect on our revenues, gross margins or earnings.

The costs of third-party components comprise a significant portion of the company's product costs. While Manuweb generally has been able to manage its component and product design costs, the company may have difficulty managing such costs if supplies of certain components become limited or component prices increase. Any such limitation could result in an increase in the company's component costs. An increase in component or design costs relative to product prices could have a material adverse effect on the company's gross margins and earnings. Moreover, certain competitors may have advantages due to vertical integration of their supply chain, which may include disk drives, microprocessors, memory components and servers.

The markets in which Manuweb does business are highly competitive, and the company may encounter aggressive price competition for all of its products and services from numerous companies globally. There also has been and may continue to be a willingness on the part of certain competitors to reduce prices or provide information infrastructure and virtual infrastructure products or services, together with other IT products or services, at minimal or no additional cost in order to preserve or gain market share. Such price competition may result in pressure on the company's product and service prices, and reductions in product and service prices may have a material adverse effect on its revenues, gross margins and earnings.

***If Manuweb's suppliers are not able to meet its requirements, the company could have decreased revenues and earnings.***

Manuweb purchases or licenses many sophisticated components and products from one or a limited number of qualified suppliers, including some of its competitors. These components and products include disk drives, high density memory components, power supplies and software developed and maintained by third parties. Manuweb may experience delivery delays from time to time because of high industry demand or the inability of some vendors to consistently meet the company's quality or delivery requirements. Current or future social and environmental regulations or critical issues, such as those relating to the sourcing of conflict minerals from the Democratic Republic of the Congo or the need to eliminate environmentally sensitive materials from its products, could restrict the supply of resources used in production or increase our costs. If any of the company's suppliers were to cancel or materially change contracts or commitments with Manuweb or fail to meet the quality or delivery requirements needed to satisfy customer orders for its products, the company could lose time-sensitive customer orders, be unable to develop or sell certain products cost-effectively or on a timely basis, if at all, and have significantly decreased quarterly revenues and earnings, which would have a material adverse effect on Manuweb's business, results of operations and financial condition. Additionally, Manuweb periodically transitions its product line to incorporate new technologies. The importance of transitioning its customers smoothly to new technologies, along with its historically uneven pattern of quarterly sales, intensifies the risk that the failure of a supplier to meet its quality or delivery requirements will have a material adverse impact on the company's revenues and earnings. An economic crisis may also negatively affect its suppliers' solvency, which could, in turn, result in product delays or otherwise materially adversely affect Manuweb's business, results of operations or financial condition.

***Manuweb may be unable to keep pace with rapid industry, technological and market changes.***

The markets in which Manuweb competes are characterized by rapid technological change, frequent new product introductions, evolving industry standards and changing needs of customers. There can be no assurance that the company's existing products will be properly positioned in the market or that it will be able to introduce new or enhanced products into the market on a timely basis, or at all. The company spends a considerable amount of money on research and development and introduces new products from time to time. There can be no assurance that enhancements to existing products and solutions or new products and solutions will receive customer acceptance. As competition in the IT industry increases, it may become increasingly difficult for Manuweb to maintain a technological advantage and to leverage that advantage toward increased revenues and profits. In addition, there can be no assurance that the company's vision of enabling hybrid cloud computing through infrastructure and application transformation will be accepted or validated in the marketplace.

Risks associated with the development and introduction of new products include delays in development and changes in data storage, networking virtualization, infrastructure management, information security and operating system technologies which could require Manuweb to modify existing products. Risks inherent in the transition to new products include:

- the difficulty in forecasting customer preferences or demand accurately;
- the inability to expand production capacity to meet demand for new products;
- the impact of customers' demand for new products on the products being replaced, thereby causing a decline in sales of existing products and an excessive, obsolete supply of inventory; and
- delays in initial shipments of new products.

Further risks inherent in new product introductions include the uncertainty of price-performance relative to products of competitors, competitors' responses to the introductions and the desire by customers to evaluate new products for extended periods of time. Manuweb's failure to introduce new or enhanced products on a timely basis, keep pace with rapid industry, technological or market changes or effectively manage the transitions to new products or new technologies could have a material adverse effect on its business, results of operations or financial condition.

***The markets served by Manuweb are highly competitive and it may be unable to compete effectively.***

Manuweb competes with many companies in the markets it serves, certain of which offer a broad spectrum of IT products and services and others which offer specific information storage, protection, security, management, virtualization and intelligence products or services. Some of these companies (whether independently or by establishing alliances) may have substantially greater financial, marketing and technological resources, larger distribution capabilities, earlier access to customers and greater opportunity to address customers' various IT requirements than us. In addition, as the IT industry consolidates, companies may improve their competitive position and ability to compete against Manuweb. Manuweb competes on the basis of its products' features, performance and price as well as its services. Manuweb's failure to compete on any of these bases could affect demand for its products or services, which could have a material adverse effect on its business, results of operations or financial condition.

Companies may develop new technologies or products in advance of Manuweb or establish business models or technologies disruptive to Manuweb. Manuweb's business may be materially adversely affected by the announcement or introduction of new products, including hardware and software products and services by its competitors, and the implementation of effective marketing or sales strategies by its competitors. The material adverse effect to Manuweb's business could include a decrease in demand for its products and services and an increase in the length of its sales cycle due to customers taking longer to compare products and services and to complete their purchases.

***Manuweb may have difficulty managing operations.***

Manuweb’s future operating results will depend on its overall ability to manage operations, which includes, among other things:

- retaining and hiring, as required, the appropriate number of qualified employees;
- managing, protecting and enhancing, as appropriate, its infrastructure, including but not limited to, its information systems (and such systems’ ability to protect confidential information residing on the systems) and internal controls;
- accurately forecasting revenues;
- training its sales force to sell more software and services;
- successfully integrating new acquisitions;
- managing inventory levels, including minimizing excess and obsolete inventory, while maintaining sufficient inventory to meet customer demands;
- controlling expenses;
- managing its manufacturing capacity, real estate facilities and other assets; and
- executing on its plans.

An unexpected decline in revenues without a corresponding and timely reduction in expenses or a failure to manage other aspects of our operations could have a material adverse effect on Manuweb’s business, results of operations or financial condition.

***Manuweb’s business may suffer if it is unable to retain or attract key personnel.***

Manuweb’s business depends to a significant extent on the continued service of senior management and other key employees, the development of additional management personnel and the hiring of new qualified employees. There can be no assurance that Manuweb will be successful in retaining existing personnel or recruiting new personnel. The loss of one or more key or other employees, the inability to attract additional qualified employees or the delay in hiring key personnel could have a material adverse effect on Manuweb’s business, results of operations or financial condition.

***Security breaches could expose Manuweb to liability and its reputation and business could suffer.***

Manuweb retains sensitive data, including intellectual property, books of record and personally identifiable information, in its secure data centers and on its networks. It is critical to Manuweb’s business strategy that its infrastructure remains secure and is perceived by customers and partners to be secure. Despite its security measures, its infrastructure may be vulnerable to attacks by hackers or other disruptive problems. Any such security breach may compromise information stored on Manuweb’s networks. Such an occurrence could negatively affect its reputation as a trusted provider of information infrastructure by adversely affecting the market’s perception of the security or reliability of the company’s products or services.

***Manuweb’s business may suffer if it cannot protect its intellectual property.***

Manuweb generally relies upon patent, copyright, trademark and trade secret laws and contract rights in Canada, the United States, and in other countries to establish and maintain its proprietary rights in its technology and products. However, there can be no assurance that any of its proprietary rights will not be challenged, invalidated or circumvented. In addition, the laws of certain countries do not protect its proprietary rights to the same extent as do the laws of Canada and the United States. Therefore, there can be no assurance that Manuweb will be able to adequately protect its proprietary technology against unauthorized third-party copying or use, which could adversely affect its competitive position. Further, there can be no assurance that it will be able to obtain licenses to any technology that it may require to conduct its business or that, if obtainable, such technology can be licensed at a reasonable cost.

From time to time, Manuweb may receive notices from third parties claiming infringement by its products of third-party patent or other intellectual property rights. Responding to any such claim, regardless of its merit, could be time-consuming, result in costly litigation, divert management's attention and resources and cause the company to incur significant expenses. In the event there is a temporary or permanent injunction entered prohibiting the company from marketing or selling certain of its products or a successful claim of infringement against the company requiring it to pay royalties to a third party, and Manuweb fails to develop or license a substitute technology, its business, results of operations or financial condition could be materially adversely affected.

In addition, although Manuweb believes it has adequate security measures, if its network security is penetrated and its intellectual property or other sensitive data is misappropriated, Manuweb could suffer monetary and other losses and reputational harm, which could materially adversely affect its business, results of operations or financial condition.

***Manuweb may become involved in litigation that may materially adversely affect the company.***

From time to time, Manuweb may become involved in various legal proceedings relating to matters incidental to the ordinary course of its business, including patent, commercial, product liability, employment, class action, whistleblower and other litigation and claims, and governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the company to incur significant expenses. Furthermore, because litigation is inherently unpredictable, there can be no assurance that the results of any of these actions will not have a material adverse effect on Manuweb's business, results of operations or financial condition.

***Manuweb may have exposure to additional income tax liabilities.***

Manuweb and its principals are subject to income taxes in Canada. Manuweb's domestic and international tax liabilities are subject to the allocation of revenues and expenses in different jurisdictions and the timing of recognizing revenues and expenses. Additionally, the amount of income taxes paid is subject to Manuweb's interpretation of applicable tax laws in the jurisdictions in which it files and changes to tax laws. From time to time, Manuweb is subject to income tax audits. While Manuweb believes it has complied with all applicable income tax laws, there can be no assurance that a governing tax authority will not have a different interpretation of the law and assess it with additional taxes. Should it be assessed with additional taxes, there could be a material adverse effect on its results of operations or financial condition.

***Changes in regulations could materially adversely affect Manuweb.***

Manuweb's business, results of operations or financial condition could be materially adversely affected if laws, regulations or standards relating to Manuweb or its products are newly implemented or changed. In addition, Manuweb's compliance with existing regulations may have a material adverse impact on the company. Manuweb cannot currently determine the impact that such legislation could have on its business, results of operations or financial condition.

***Manuweb is dependent to a certain extent on the ability of AIM to Achieve its Business Objectives***

AIM's intermediate goal is to establish, by the end of 2011, (i) a profitable operating business that can be sustained on an ongoing basis, (ii) a strong market position that will permit the company to rapidly and profitably expand the market for its products, and (iii) significant competitive advantages that will permit the company to sustain its market shares and profit margins.

AIM's overall strategy is to build a business centered on the R2 product, wrap services around the product, and expand its service practices and vertical markets by aggregating and acquiring undervalued IT service practices rapidly during the next 24 months. The former is known as an IT product service model (e.g. product-related consulting leading to product-related services). The company will combine an IT product service model and an IT professional service model (e.g. practice-related consulting leading to a variety of related practice engagements).

The objective of a technology service organization is the delivery of subject matter expertise through a disciplined process to clients within a defined target market. The more discrete the IT service organization's target market in terms of client size and industry concentration, the easier it is for an IT service organization to ensure its subject matter expertise is effectively organized around high-demand client requirements. By aggregating companies in the IT services market, AIMwill broaden its service offerings and expand into the strategic vertical markets it desires. The goal would be to identify and acquire three to five IT-service-related businesses with revenue and products, IP, or customers that position AIM for rapid growth and achieve revenue within 24 months.

AIM's financial success may be dependent upon the extent to which it can market and develop the R2 product and the economic viability of developing any such additional services.

***Manuweb's business could be materially adversely affected as a result of war, acts of terrorism or natural disasters.***

Terrorist acts, acts of war, natural disasters, such as the recent earthquake and tsunami in Japan, or other indirect effects of climate change may cause damage or disruption to Manuweb's employees, facilities, customers, partners, suppliers, distributors and resellers, which could have a material adverse effect on the company's business, results of operations or financial condition. Such events may also cause damage or disruption to transportation and communication systems and to the company's ability to manage logistics in such an environment, including receipt of components and distribution of products.

**Conditions Precedent to the Acquisition**

***Mutual Conditions Precedent***

The respective obligations of Manuweb, AIM and VVT to complete the Acquisitions and the related transactions shall be subject to the satisfaction, on or before the effective date, of the following conditions precedent, each of which may be waived only by the mutual consent of Manuweb, AIM and VVT:

. (a) the Manuweb Resolutions shall have been approved;

. (b) there shall not be in force any order or decree restraining or enjoining the consummation of the Acquisitions or the related transactions;

. (c) the VVT Share Agreement shall not have been terminated pursuant to the termination provisions contained the VVT Share Agreement;

. (d) the Manuweb shares issuable pursuant to the Acquisitions shall have been approved by the CNSX, subject to the filing of required documentation; and

. (f) all regulatory approvals shall have been obtained.

If any of the above conditions shall not have been complied with or waived by the parties on or before the completion deadline or, if earlier, the date required for the performance thereof, then a party may terminate the VVT Share Agreement in circumstances where the failure to satisfy any such condition is not the result, directly or indirectly, of a breach of the VVT Share Agreement by the party terminating the VVT Share Agreement. In the event that the failure to satisfy any one or more of the above conditions precedent results from a material default by a party of its obligations under the VVT Share Agreement and if such condition(s) precedent would have been satisfied but for such default, such defaulting party shall not rely on such failure (to satisfy one or more of the above conditions) as a basis for its own non-compliance with its obligations under the VVT Share Agreement.

***Additional Conditions Precedent to the Obligations of Manuweb***

The obligations of Manuweb to complete the Acquisitions and related transactions shall also be subject to the satisfaction, on or before the Effective Date, of each of the following conditions precedent (each of which is for the exclusive benefit of Manuweb and may be waived by and any one or more of which, if not satisfied or waived, will relieve Manuweb of any obligation under the VVT Share Agreement):

. (a) VVT shall not have breached, or failed to comply with, in any material respect, any of its covenants or other obligations under the VVT Share Agreement and all representations and warranties of VVT contained in the VVT Share Agreement shall have been true and correct in all material respects as of the date of the VVT Share Agreement and shall not have ceased to be true and correct in any material respect thereafter (provided, however, that if the breaching party has been given written notice by the other party specifying in reasonable detail any such misrepresentation, breach or non-performance, the breaching party shall have had three days to cure such misrepresentation, breach or non-performance);

. (b) the VVT board of directors shall have adopted all necessary resolutions and all other necessary corporate actions shall have been taken by VVT to permit the consummation of the VVT Acquisition; and

. (c) since the date of the VVT Share Agreement, there shall not have occurred any event, occurrence, development of circumstance that, individually or in the aggregate, has had or could reasonably be expected to have a material adverse effect.

If any of the above conditions shall not have been complied with or waived by the applicable parties on or before the completion deadline or, if earlier, the date required for the performance thereof, then, subject to the cure provision provided for in the VVT Share Agreement, Manuweb and VVT may terminate the VVT Share Agreement in circumstances where the failure to satisfy any such condition is not the result, directly or indirectly, of a breach of the VVT Share Agreement by Manuweb or VVT. In the event that the failure to satisfy any one or more of the above conditions precedent results from a material default by Manuweb or VVT of its obligations under the VVT Share Agreement or the assumption of the Auersoft Asset Agreement and if such condition(s) precedent would have been satisfied but for such default, such party shall not rely on such failure (to satisfy one or more of the above conditions) as a basis for its own non-compliance with its obligations under the VVT Share Agreement.

***Additional Conditions Precedent to the Obligations of VVT***

The obligations of VVT to complete the VVT Acquisition and related transactions shall also be subject to the satisfaction, on or before the Effective Date, to each of the following conditions precedent (each of which is for the exclusive benefit of VVT and may be waived by VVT and any one or more of which, if not satisfied or waived, will relieve VVT of any obligation under the VVT Share Agreement):

. (a) Manuweb shall not have breached, or failed to comply with, in any material respect, any of its covenants or other obligations under the VVT Share Agreement, and all representations and warranties of Manuweb contained in the VVT Share Agreement shall have been true and correct in all material respects as of the date of the VVT Share Agreement and shall not have ceased to be true and correct in any material respect thereafter (provided, however, that if the breaching party has been given written notice by the other party specifying in reasonable detail any such misrepresentation, breach or non-performance, the breaching party shall have had three days to cure such misrepresentation, breach or non-performance);

. (b) the Manuweb board of directors shall have adopted all necessary resolutions and all other necessary corporate actions shall have been taken by Manuweb to permit the consummation of the VVT Acquisition, the Consolidation and the Name Change;

. (c) from the date of the VVT Share Agreement until the date upon which the Manuweb Shareholders approve the Manuweb Resolutions, the Manuweb Board shall not have withdrawn, modified or changed in a manner adverse to VVT its recommendation to Manuweb Shareholders to vote in favour of the Manuweb Resolutions;

. (d) since the date of the VVT Share Agreement, there shall not have occurred any event, occurrence, development or circumstances that, individually or in the aggregate, has had or could reasonably be expected to have a material adverse effect;

. (e) the articles of Manuweb shall have been amended to give effect to the Name Change; and

. (f) no more than 2% of the Manuweb Shareholders shall exercise their dissent rights in respect of the Consolidation Resolution.

If any of the above conditions shall not have been complied with or waived by the applicable parties on or before the completion deadline or, if earlier, the date required for the performance thereof, then, subject to the cure provision provided for in the VVT Share Agreement, VVT may terminate the VVT Share Agreement in circumstances where the failure to satisfy any such condition is not the result, directly or indirectly, of a breach of the VVT Share Agreement by VVT. In the event that the failure to satisfy any one or more of the above conditions precedent results from a material default by VVT of its obligations under the VVT Share Agreement and if such condition(s) precedent would have been satisfied but for such default, VVT shall not rely on such failure (to satisfy one or more of the above conditions) as a basis for its own non-compliance with its obligations under the VVT Share Agreement.

***Termination of the VVT Share Agreement***

The VVT Share Agreement may be terminated by written notice promptly given to the other party hereto, at any time prior to the effective date by mutual agreement in writing by Manuweb and VVT; or by VVT if:

(a) the effective date has not occurred by the completion deadline; and

(b) as set forth above in the mutual conditions precedent, and the additional conditions precedent to the obligations of Manuweb and VVT.

***Expenses***

Manuweb, AIM and VVT will bear responsibility for their own expenses and costs incurred and to be incurred by them in connection with the Acquisitions and the related transactions.

**UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE ENCLOSED FORM OF PROXY THAT THE COMMON SHARES REPRESENTED BY SUCH PROXY ARE TO BE VOTED AGAINST THE ACQUISITION RESOLUTIONS, PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED IN FAVOUR OF THE FOLLOWING RESOLUTIONS:**

**The Consolidation**

In connection with the Acquisitions, Manuweb proposes to consolidate its share capital on the basis of one (1) new common share for every seven (7) currently issued and outstanding common shares.

At the Meeting, the Manuweb shareholders will be asked to consider and, if thought fit, approve with or without variation the Consolidation Resolution.

In order to be effective, the Consolidation Resolution requires the approval of not less than 66 2/3% of the votes cast by the Manuweb shareholders represented at the Meeting in person or by proxy and a majority of the votes cast at the Meeting by minority shareholders.

Even if the Consolidation Resolution is approved, the Manuweb Board retains the power to revoke it at all times without any further approval by the Manuweb shareholders. The Manuweb Board will only exercise such power in the event that it is, in its opinion, in the best interest of Manuweb, notably in the event that the acquisitions are not completed.

**BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

(a) pursuant to section 54 of the BCBCA, all of the issued outstanding common shares of Manuweb be consolidated on the basis of one (1) new common share for every seven (7) issued and outstanding common shares of Manuweb, so that the number of Manuweb shares issued and outstanding, on a fully diluted basis before the share consolidation, is reduced from 17,936,667 shares to 2,562,381 shares;

(b) Where the consolidation would otherwise result in a holder of Manuweb shares being entitled to receive a fraction of a Manuweb share, and where such fraction is 0.5 or greater, each holder shall receive the next highest whole number of Manuweb shares, and where such fraction is less than 0.5, each holder shall receive the next lowest whole number of Manuweb shares and a trust company, bank, registered dealer in securities or recognized depository which holds Manuweb shares on behalf of several beneficial owners shall be entitled, on producing evidence satisfactory to Manuweb's registrar and transfer agent as to the number of Manuweb shares held for each beneficial owner, to receive an aggregate number of Manuweb shares on consolidation equal to the total number of Manuweb shares which all of the beneficial owners represented by it would have been entitled to receive if their holdings of Manuweb shares had been registered in their own names;

(c) The directors and officers of Manuweb be and are hereby authorized to take such steps as may be necessary or advisable to give effect to the foregoing and this special resolution, including the filing of Articles of Amendment with the Registrar of Companies in British Columbia; and

(d) The directors in their discretion may revoke this special resolution before it is acted upon without further approval or authorization of the shareholders of Manuweb.

**THE BOARD UNANIMOUSLY RECOMMENDS THAT THE MANUWEB SHAREHOLDERS VOTE FOR THE SPECIAL RESOLUTION APPROVING THE CONSOLIDATION.**

**VVT Acquisition**

**BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the acquisition by Manuweb of all of the issued and outstanding shares of VisualVault Technologies Inc. pursuant to the terms of a share purchase agreement between Manuweb and VVT dated November 8, 2011, as more particularly described in the management information circular dated November 8, 2011, is hereby authorized and approved;

2. the issuance to VVT of 13,275,000 common shares of Manuweb and the assumption of VVT's obligations under the purchase and sale agreement dated October 14, 2011 between VVT and Auersoft LLC, including the issuance of up to 11,725,000 common shares of Manuweb upon the conversion, if any, of a promissory note, all in connection with closing of the acquisition pursuant to the VVT Share Agreement and that will result in the creation of a new control person, is hereby authorized and approved;

3. Notwithstanding that this resolution has been passed (and the VVT Acquisition adopted) by the shareholders of Manuweb:

. (a) the Board of Directors retains the power to revoke it at all times without any further approval by the Manuweb shareholders; and

. (b) the Board of Directors will only exercise such power in the event that it is, in its opinion, in the best interest of Manuweb.

3. Any one or more directors or officers of Manuweb is hereby authorized, for and on behalf and in the name of Manuweb, to execute and deliver, whether under corporate seal of Manuweb or not, all such agreements, forms waivers, notices, certificate, confirmations and other documents and instruments and to do or cause to be done all such other acts and things as in the opinion of such director or officer may be necessary, desirable or useful for the purpose of giving effect to these resolutions, the VVT Share Agreement and the completion of the VVT Acquisition in accordance with the terms of the VVT Share Agreement, including:

. (a) all actions required to be taken by or on behalf of Manuweb, and all necessary filings and obtaining the necessary approvals, consents and acceptances of appropriate regulatory authorities; and

. (b) the signing of the certificates, consents and other documents or declarations required under the VVT Share Agreement or otherwise to be entered into by Manuweb;

such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.

**THE BOARD UNANIMOUSLY RECOMMENDS THAT THE MANUWEB SHAREHOLDERS VOTE FOR THE RESOLUTION APPROVING THE VVT ACQUISITION.**

**AIM Acquisition**

**BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the acquisition by Manuweb of all of the issued and outstanding shares of Advantive Information Management Inc. pursuant to the terms of a letter of intent between Manuweb and AIM dated September 28, 2010, as more particularly described in the management information circular dated November 8, 2011, is hereby authorized and approved;

2. the issuance to AIM of 9,735,143 common shares of Manuweb in connection with the closing of the AIM acquisition pursuant to the letter of intent, resulting in the creation of a new control person, is hereby authorized and approved;

3. notwithstanding that this resolution has been passed (and the AIM Acquisition adopted) by the shareholders of Manuweb:

. (a) the Board of Directors retains the power to revoke it at all times without any further approval by the Manuweb shareholders; and

. (b) the Board of Directors will only exercise such power in the event that it is, in its opinion, in the best interest of Manuweb, notably in the event that the VVT Acquisition is not completed.

3. Any one or more directors or officers of Manuweb is hereby authorized, for and on behalf and in the name of Manuweb, to execute and deliver, whether under corporate seal of Manuweb or not, all such agreements, forms waivers, notices, certificate, confirmations and other documents and instruments and to

do or cause to be done all such other acts and things as in the opinion of such director or officer may be necessary, desirable or useful for the purpose of giving effect to these resolutions, the letter of intent and the completion of the AIM Acquisition in accordance with the terms of the letter of intent, including:

. (a) all actions required to be taken by or on behalf of Manuweb, and all necessary filings and obtaining the necessary approvals, consents and acceptances of appropriate regulatory authorities; and

. (b) the signing of the certificates, consents and other documents or declarations required under the letter of intent or otherwise to be entered into by Manuweb;

such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.

**THE BOARD UNANIMOUSLY RECOMMENDS THAT THE MANUWEB SHAREHOLDERS VOTE FOR THE RESOLUTION APPROVING THE AIM ACQUISITION.**

### Approval of the Amendment of Articles and Name Change

In connection with the Acquisitions and pursuant to the terms of the VVT Share Agreement, the name of the company is to be changed to "VisualVault Corporation".

At the Meeting, the Manuweb shareholders will be asked to consider and, if thought fit, approve with or without variation the Name Change Resolution to approve the Name Change.

In order to be effective, the Name Change Resolution requires the approval of not less than 66 2/3% of the votes cast by the Manuweb shareholders represented at the Meeting in person or by proxy and a majority of the votes cast at the Meeting by minority shareholders.

Even if the Name Change Resolution is approved, the Manuweb Board retains the power to revoke it at all times without any further approval by the Manuweb shareholders. The Manuweb Board will only exercise such power in the event that it is, in its opinion, in the best interest of Manuweb, notably in the event that the VVT Acquisition is not completed.

**UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE ENCLOSED FORM OF PROXY THAT THE COMMON SHARES REPRESENTED BY SUCH PROXY ARE TO BE VOTED AGAINST THE NAME CHANGE RESOLUTION, PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED IN FAVOUR OF THE FOLLOWING RESOLUTION:**

**BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the Articles of Manuweb be amended to change the name of the company to "VisualVault Corporation";

2. any one officer or director of Manuweb is hereby authorized and directed on behalf of Manuweb to deliver Articles of Amendment, in duplicate, to the Registrar of Companies in British Columbia under the BCBCA and to sign and execute all documents and to do all things necessary or advisable in connection with the foregoing; and

3. the Board of Directors is hereby authorized to revoke this special resolution without further approval of the shareholders of Manuweb at any time before such resolution is acted upon.

**THE BOARD UNANIMOUSLY RECOMMENDS THAT MANUWEB SHAREHOLDERS VOTE FOR THE SPECIAL RESOLUTION APPROVING THE AMENDMENT OF ARTICLES AND THE NAME CHANGE.**

## Dissenting Shareholders' Rights

Manuweb shareholders wishing to exercise the dissent rights described in Schedule "E" of this Information Circular should consult their legal advisors with respect to the legal rights available to them in relation to the Name Change and Consolidation. Manuweb shareholders should note that the exercise of dissent rights can be a complex, time-consuming and expensive procedure.

See Schedule "E" of this Information Circular for "Shareholders Rights to Dissent".

## Presentation of Financial Statements

The audited annual financial statements of Manuweb for the fiscal year ended May 31, 2011 and the report of the auditors thereon will be presented to shareholders at the Meeting. The financial statements and the auditors' report thereon are available on SEDAR at www.sedar.com.

## Election of Directors

The board of directors of Manuweb presently consists of four (4) directors, all of whom are elected annually. It is proposed that the number of directors for the ensuing year be increased to five (5). It is proposed that the persons named below will be nominated at the Meeting. Each director elected will hold office until the next annual meeting of shareholders or until his successor is duly elected or appointed pursuant to the articles of Manuweb, unless his office is earlier vacated in accordance with the provisions of the BCBCA or the company's articles. It is the intention of the management designees, if named as proxy, to vote FOR the election of said persons to the board of directors. Management does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies in favour of management designees will be voted for another nominee in their discretion unless the shareholder has specified in his or her proxy that his or her shares are to be withheld from voting in the election of directors.

The following table sets out the names of the nominees for election as directors, the province or state and country in which each is ordinarily resident, the period or periods during which each has served as a director, the first and last positions held in Manuweb, their present principal occupations and the number of shares or any of its subsidiaries beneficially owned by each, directly or indirectly, or over which control or direction is exercised (assuming the Acquisitions and related transactions are completed).

| Name, Place of Residence and Position with Manuweb | Principal Occupation | No. And Percentage Of Manuweb Shares Beneficially Owned | No. And Percentage Of Advantive Shares Beneficially Owned(1) | No. And Percentage of VVT Shares Beneficially Owned |
|---|---|---|---|---|
| Brent Bollong, Mesa, Arizona<br><br>Proposed Nominee | President of Auersoft LLC | Nil<br>Nil% | Nil<br>Nil% | Nil<br>Nil% |
| Steve Hanson(2) Phoenix, Arizona<br><br>Proposed Nominee | Senior partner of Southwest Value Acquisitions LLC | Nil<br>Nil% | Nil<br>Nil% | Nil<br>Nil% |
| John Ragan Phoenix, Arizona<br><br>Proposed Nominee | Principal of TPI Composites | Nil<br>Nil% | 155,240(1)<br>15.52 % | Nil<br>Nil% |
| Van H. Potter(2) Phoenix, Arizona<br><br>Proposed Nominee | President of Advantive Information Management Inc. and President of Manuweb Software Systems Inc. | 1,405,350<br>7.84% | 68,996<br>6.90% | 266<br>26.6% |
| Brian Cameron(2) Phoenix, Arizona<br><br>Proposed Nominee | Principal of Cameron & Associates | 800,000<br>4.46% | Nil<br>Nil% | 266<br>26.6% |

Notes:

(1) The shares are held directly by Perpetual Motion, a company owned 50% by John Ragan and 50% by Jeff Wasson.

(2) Member or proposed member of the Audit Committee. Mr. Hanson is the proposed Chairman of the Audit Committee.

The biographical information regarding each of management's nominees is set forth below.

**Brent Bollong**

Brent Bollong, age 50, has 25 years of technology management experience. Mr. Bollong joined Auer Precision in 2000, and was named President in March 2001. In October 2002, the original VisualVault product and development team was acquired, creating a subsidiary business called Auersoft, LLC. As President of Auersoft, Mr. Bollong was involved with achieving compliance standards for Automotive, Environmental, FDA, HiPPA, ISO and Sarbanes Oxley for clients, as well as the transition from on-premise solutions to ASP and SaaS. From 1990-2000, Mr. Bollong held positions of General Manager, Business Manager, Director of Technology at Johnson Matthey, Thermacore and ATS Automation, involved in crystal growth, electronic materials, thermal management for electronics and opto-electronic devices. Mr. Bollong holds a B.Sc. in physics from the University of Victoria, B.C.

**Steve Hanson**

Steve Hanson, age 63, has spent 40 years in senior executive management positions in the high technology industry, including 28 years spent at Motorola Semiconductor in various engineering management and leadership positions, such as Vice-President and General Manager of the RF and Analog Divisions, as well as Senior Vice-President and General Manager of Europe, the Middle East and Africa and Senior Vice-President and General Manager of the Standard Components Group. Mr. Hanson has been a Senior Partner at Southwest Value Acquisitions LLC, a private equity firm, since 2004, and serves on the Boards of Vitesse Semiconductor Inc. (NASDAQ:VTSS) and Deca Technologies Inc., a privately held chip scale packaging company, majority owned by Cypress Semiconductor Corp. From 2007 through 2009 he served as Chairman of InPlay Technologies Inc. (NASDAQ: NPLA), a high-technology firm delivering human input device technologies and products. From 1999 to 2003, Mr. Hanson was President and Chief Executive Officer of ON Semiconductor. (NASDAQ: ONNN). Mr. Hanson has served Arizona State University as a member of the Dean's Advisory Council, W.P. Carey School of Business and the Dean's Advisory Council for the Ira A. Fulton School of Engineering. Mr. Hanson holds a BSEE from the College of Engineering at Arizona State University.

**John Ragan**

John Ragan is a member of an executive group that owns and operates TPI Composites, a large composite application manufacturing company based in Scottsdale, Arizona, with manufacturing facilities around the world. TPI is a market leader in the production of wind blades for the wind energy market.

Prior to creating Great Arizona Investments, Mr. Ragan was an original partner in The Symington Group, a political and business strategic consulting group. Prior to Symington, Mr. Ragan held the positions of Director of Strategic Business Development for companies owned by True North Partners – a private equity group owned by the late John Walton – including First Solar, a thin-film solar module manufacturing company that went public in the 4th quarter of 2006 (NASDAQ: FSLR).

For the two years prior to True North, Mr. Ragan served U.S. Congressman Matt Salmon (First District, Arizona) as his Chief of Staff in Washington, D.C. Prior to his service to Mr. Salmon, Mr. Ragan served U.S. Senator Jon Kyl as his Legislative Assistant for over three years. Senator Kyl is currently the second ranking member of the Senate Republican Leadership. As a member of Senator Kyl’s policy staff, John managed budget, technology, and healthcare policy projects.

Mr. Ragan currently serves on the Lincoln Health Foundation and Arizona Chamber of Commerce Boards.

**Van H. Potter**

Mr. Potter, age 51, joined as a consultant for R2 A/S in 2008 and was subsequently appointed CEO of Advantive Information Management upon its formation in March of 2010. He was with InPlay Technologies, a provider of human interface technologies for the mobile market, starting in September 2008 as President and Chief Operating Officer. He was promoted to CEO of InPlay Technologies in December of the same year and led the company through a successful sale and wind ]down at the end of 2009. Previously he was Vice President, Business Development for Pixtronix, an emerging provider of portable display technologies and was Senior Vice President of Marketing for International Display Works, which had acquired Three Five Systems' small form factor display business. From 2002 to 2005, he held senior management positions with Three Five, including Senior Vice President, Electronic Manufacturing Services; Senior Vice President, Business Groups and heading up the Display Products division. From 1994 to 2002, Mr. Potter held management, marketing and new business development posts at Rogers Corp. and Durel Corp. Mr. Potter holds a B.S. in mechanical engineering from Northeastern University and an M.B.A. from Arizona State University.

**Brian Cameron**

Brian Cameron is a professional accountant and former securities regulator with the British Columbia Securities Commission. From 1982 to the present, he has operated a private corporate finance consultancy which has achieved public and private financing for many companies, often serving as interim CFO during transitions. Mr. Cameron's consultancy also includes practices in strategic planning and resource planning to ensure clients execute and achieve the desired results. Mr. Cameron currently operates his practice out of Phoenix, Arizona, where he also represents the Canadian National Stock Exchange (CNSX) in assisting companies to secure capital through its facilities.

***Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions***

To the best of management's knowledge and except as disclosed herein, no proposed director is, or has been within the last 10 years, a director or executive officer of any company that, while that person was acting in that capacity:

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

. (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or

. (c) 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.

**UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE ENCLOSED FORM OF PROXY THAT THE COMMON SHARES REPRESENTED BY SUCH PROXY ARE TO BE VOTED AGAINST THE ORDINARY RESOLUTION FIXING THE NUMBER OF DIRECTORS OF**

**MANUWEB AT FIVE AND THE APPOINTMENT RESOLUTION, PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED IN FAVOUR OF SUCH MATTERS.**

Management recommends voting for the resolution to elect the nominated directors.

## PART II INFORMATION CONCERNING MANUWEB

### Corporate Structure

The company's full corporate name is Manuweb Software Systems Inc., having its registered office at Suite 501, 535 Thurlow Street, Vancouver, British Columbia, V6E 3L2.

Manuweb is a Vancouver, British Columbia based public company and its shares trade on the Canadian National Stock Exchange (CNSX: AIV). After receipt of shareholder approval to the proposed share consolidation and acquisitions of VVT and AIM, Manuweb will have two wholly-owned operating subsidiaries; Advantive Information Management (AIM) and VisualVault Technologies, Inc. (VisualVault), each operating as independent subsidiaries.


Manuweb was incorporated as "Manuweb Software Systems Inc." pursuant to the *Business Corporations Act* (British Columbia) on June 11, 2010. At the time of incorporation, Manuweb was a private company and a wholly-owned subsidiary of Tulox Resources Ltd. (now "Argentium Resources Inc.") (CNSX: AOK) ("**Tulox**"). On August 5, 2010, Tulox received shareholder approval to a plan of arrangement involving six of its wholly-owned subsidiaries, including Manuweb. On August 6, 2010, Tulox received final approval from the Supreme Court of British Columbia to the plan of arrangement. To effect the plan of arrangement, Tulox transferred $15,000 cash and all of its interest in and to a sales and marketing agreement with Advantive Information Management, Inc., dated July 15, 2010, to Manuweb in exchange for the Tulox shareholders receiving that number of common shares of Manuweb equal to the number of issued and outstanding common shares of Tulox at the time of the share distribution. As a result of the plan of arrangement, Manuweb became a reporting issuer in the provinces of British Columbia, Alberta and Ontario. There have been no material amendments to the articles or other constating documents of Manuweb since incorporation.

Manuweb has no subsidiaries. However, after completion of the acquisitions of AIM and VVT, Manuweb will have two wholly-owned subsidiaries based in Phoenix, Arizona.

### Description of the Business

Since incorporation, Manuweb has had no history of operations other than entering into the letter of intent with AIM and the VVT Share Agreement with VVT.

On September 28, 2010, Manuweb entered into a non-binding letter of intent with AIM, whereby Manuweb set out its intent to acquire, initially, 100,000 common shares of AIM. The parties have subsequently amended the terms of the transaction and propose that Manuweb will exchange its common shares, representing less than 50% of its issued and outstanding share capital, for 100,000 common shares of AIM, representing 10% of the issued and outstanding share capital of AIM. Subsequently, in May 2011, Manuweb acquired 10% of the issued and outstanding share capital of AIM from certain shareholders of AIM in exchange for issuing 8,958,000 shares of Manuweb. After the initial share exchange, Manuweb has an additional option to acquire the remaining issued and outstanding common shares of AIM by issuing a further number of common shares of Manuweb that will result in AIM shareholders holding the majority of the issued and outstanding shares of Manuweb. After the subsequent acquisition of VVT, Manuweb has agreed, subject to shareholder approval, to change its name to "VisualVault Corporation", or such other name as may be agreed to by the directors of AIM, Manuweb and VVT. The parties have chosen not to enter into a definitive share exchange agreement and rely instead on the terms and conditions set out in the letter of intent.

In May 2011, Manuweb completed a private placement of 2,940,000 common shares concurrently with the initial acquisition by way of a unit offering. Each unit consisted of one share and two share purchase warrants. The subscription price was $0.05 per unit, resulting in total gross proceeds of $147,000 to Manuweb. In the event that the warrants are exercised at a price of $0.225 per share, the gross proceeds from the exercise of the warrants would be $1,233,000.

Upon conclusion of the acquisitions and financings referred to above, Manuweb has 17,796,667 common shares outstanding, of which the shareholders of AIM have a total of 8,958,000 common shares collectively, representing 49.7% of the outstanding common shares of Manuweb.

## Description of the Securities

As of the date of this Information Circular there are 17,936,667 common shares issued and outstanding. The authorized capital of Manuweb consists of an unlimited number of common shares and an unlimited number of preferred shares without par value, having the following material characteristics:

### Common Shares

The holders of common shares are entitled to dividends as and when declared by the directors of Manuweb. They are also entitled to one vote per share on all matters at all meetings of the shareholders of Manuweb and, upon liquidation, are entitled to receive such assets of Manuweb as are distributable pro rata to the holders of the common shares. There are no pre-emptive rights or conversion rights attached to the common shares. There are also no redemption or purchase for cancellation or surrender provisions, sinking or purchase fund provisions, or any provisions as to modification, amendment or variation of any such rights or provisions attached to the common shares.

### Preference Shares

The preference shares may be issued in series. The directors of Manuweb shall determine the special rights and restrictions attached to each series of shares prior to issuance of shares in any series. Currently, no preferred shares have been issued and no special rights and restrictions have been determined for such shares.

## Prior Sales

The following table summarizes securities issued by Manuweb during the 12 months preceding the date of this Information Circular:

| Date of Issuance | Type of Security Issued | Number of Securities Issued/(Cancelled) | Price per Security |
|---|---|---|---|
| August 9, 2010 | Common shares | 6,038,667 | N/A |
| April 29, 2011 | Common shares and warrants | 2,940,000 common shares and 5,480,000 common share purchase warrants | $0.05 per unit, with warrants exercisable into common shares at an exercise price of $0.225 |
| May 5, 2011 | Common shares | 8,958,000 | $0.02 |

## Stock Exchange Price

The Shares are currently listed for trading on the CNSX under the trading symbol “AIV”. The following table sets forth the high, low, closing prices and volumes of the shares traded on CNSX for the periods indicated:

| Period | High | Low | Close (as at period end) | Volume (common shares) |
|---|---|---|---|---|
| May 2011 | 0.00 | 0.00 | 0.05 | 27,500 |
| June 2011 | 0.00 | 0.00 | 0.075 | 30,000 |
| July 2011 | 0.00 | 0.00 | 0.082 | 287,000 |
| August 2011 | 0.00 | 0.00 | 0.045 | 51,500 |

The shares were listed in May 2011. The last trade occurred on August 18, 2011.

In accordance with CNSX policies, trading was halted on October 17, 2011 upon announcement of the Acquisitions and resumed on August 18, 2011. The closing price of the shares, prior to the announcement, was $0.04.

## Compensation Discussion and Analysis

When determining the compensation of each named executive officer (“**NEO**”), the Board considers the limited resources of Manuweb and the objectives of: (i) recruiting and retaining the executives critical to the success of Manuweb and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and shareholders of Manuweb; and (iv) rewarding performance, both on an individual basis and with respect to the business in general. In order to achieve these objectives, the compensation paid to the NEOs consists of the following two components:

. (a) base fee or salary; and

. (b) long-term incentive in the form of stock options.

**Base Salary**

The base fee or salary of each particular NEO is determined by an assessment by the Board of such executive's performance, a consideration of competitive compensation levels in companies similar to Manuweb and a review of the performance of Manuweb as a whole and the role such executive officer played in such corporate performance.

**Long-Term Incentive**

Manuweb provides long-term incentives by granting options to executive officers under the Manuweb Stock Option Plan. The objective of granting options is to encourage executives to acquire an ownership interest in Manuweb over a period of time, which acts as a financial incentive for such executive to consider the long-term interests of Manuweb and its shareholders.

**Option Based Awards**

The Board reviews the performance of Manuweb's management and advisors from time to time, and recommends option-based awards and other compensation awards or adjustments. These decisions take into consideration corporate and individual performance and industry standards. Previous grants of option-based awards are also taken into consideration in making this determination. The experience of the Board members who are also involved as management of, or Board members or advisors to, other companies also informs decisions concerning compensation.

**Manuweb Option Plan**

On August 5, 2010 the shareholders of Tulox Resources Inc. approved the establishment of the Manuweb Stock Option Plan relating to the common shares of Manuweb. Eligibility for participation in the Manuweb Stock Option Plan is restricted to directors, officers, employees and consultants of Manuweb and its affiliates. The number of shares subject to options granted under the Manuweb Stock Option Plan (and under all other management options and employee stock purchase plans) is 10% of the issued and outstanding shares of Manuweb, and 5% with respect to any one optionee, on the date of the option grant. The exercise price of any option granted under the Manuweb Stock Option Plan may not be less than fair market value (e.g., the prevailing market price) of the shares at the time of the option is granted, less any permitted discount. Options issued under the Manuweb Stock Option Plan may be exercised during a period determined by the Manuweb Board which cannot exceed five years and are subject to termination upon the earlier occurrence of termination of the optionee's employment, upon the optionee ceasing to be a director and/or officer of Manuweb for any other reason, or upon the retirement, permanent disability or death of an optionee. The options are non-transferable.

## Compensation Summary

The table below sets forth information concerning the compensation paid, awarded or earned by each of the NEOs for services rendered in all capacities to Manuweb during the fiscal year ended December 31, 2010. In light of significant changes to the requirements, content and format for executive compensation disclosure, Manuweb has reported compensation in the table below for its most recently completed financial year only, in accordance with these requirements. Disclosure of the compensation for prior years, in accordance with applicable requirements, can be found on SEDAR at www.sedar.com.

| Name and Principal Position of Named Executive Officer | Financial Year Ending | Annual Compensation | | | Non-Equity Incentive Plan Compensation | Pension Value ($) | All Other Compensation ($) | Total Compensation ($) |
|---|---|---|---|---|---|---|---|---|
| | | Salary ($) | Share-based Awards ($) | Option-based Awards ($) | | | | |
| Van Potter – President and Chief Executive Officer | 2011 | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Brian Cameron – Chief Financial Officer | 2011 | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

Notes:

(1) Grant date fair value calculations are based on the Black-Scholes Option Pricing Model. Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates and therefore, in management's opinion, existing models do not necessarily provide a reliable measure of the fair value of Manuweb's share and option based awards.

(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 fiscal year, but does not include option or share-based awards.

### Long-Term Incentive Plans - Awards in Most Recently Completed Financial Year

Manuweb has no Long-Term Incentive Plan in place, and, therefore, there were no awards made under any long-term incentive plan to the NEOs during Manuweb's most recently completed financial year. A "Long-Term Incentive Plan" is a plan providing compensation intended to motivate performance over a period of greater than one financial year, other than a plan for options, stock appreciation rights ("**SARs**"), or compensation through shares or units that are subject to restrictions on resale.

### Options/SARs Granted During the Most Recently Completed Financial Year

During the most recently completed financial year, no incentive stock options or SARs were granted to the Named Executive Officers.

### Option and SAR Repricings

There were no options or freestanding SARs held by the NEOs that were re-priced downward during the most recently completed financial year of Manuweb.

### Defined Benefit or Actuarial Plan Disclosure

Manuweb does not have a defined benefit/actuarial plan, under which benefits are determined primarily by final compensation and years of service of Manuweb's officers and key employees.

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

Manuweb is not party to any compensatory plan, contract or arrangement where an NEO is entitled to receive more than $50,000 from Manuweb in the event of resignation, retirement or any other termination of employment of such persons, change of control of Manuweb or a change in the NEO's responsibilities following a change of control.

### Compensation of Directors

During the most recent complete financial year, Manuweb has not compensated any of its directors.

### Direct Remuneration

During the most recently complete financial year, no direct remuneration was paid or payable by Manuweb or its subsidiaries whose financial statements are consolidated with those of Manuweb to the directors and senior officers of Manuweb.

### Indebtedness of Directors and Officers

No individual who is a director or officer of Manuweb, or an associate of either individual, at any time during the most recently completed financial year of Manuweb was: (i) indebted to Manuweb or a subsidiary of Manuweb; or (ii) indebted to another entity with such indebtedness being the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Manuweb or a subsidiary of Manuweb.

### Management Contracts

Manuweb has not entered into consulting agreements with any of its officers.

### Commitments to Acquire Securities of Manuweb

Except as disclosed herein, to Manuweb's knowledge, there are no agreements, commitments or understandings to acquire securities of Manuweb by any of the persons referred to in the table above under the heading "Ownership of Securities of Manuweb" except as disclosed in the footnotes to that table with respect to shares that may be acquired upon the exercise of outstanding stock options.

### Material Changes in the Affairs of Manuweb

Other than as disclosed in this section of the Information Circular, no material changes in the affairs of Manuweb are expected to arise as a result of the Acquisitions and the related transactions.

### Arrangements Between Manuweb and Manuweb Security Holders

There are no agreements, commitments or understandings between Manuweb and any security holders of Manuweb relating to the Acquisitions or the related transactions other than as disclosed herein.

### Previous Purchases and Sales

Manuweb has not purchased any securities in the 12 months preceding the date of this Information Circular. Manuweb has not sold any securities in the 12 months preceding the date of this Information Circular, except as disclosed in the section called "Prior Sales" and excluding securities sold pursuant to the exercise of employee stock options.

## Related Party Transactions

Van Potter and Brian Cameron are directors and officers (President, Chief Financial Officer) of Manuweb, VVT and AIM.

As at May 31, 2011, Manuweb had an amount due from a related party in the amount of $99,488.00.

After the completion of the Plan of Arrangement, Manuweb paid and accrued consulting fees of $15,000.00 plus taxes to Tulox for services provided in spinning off Tulox's interest in the licensing agreement to a separate entity. As of August 31, 2011, Manuweb still owes Tulox $1,800.00 with respect to this service.

As of August 31, 2011, Manuweb owes $20.00 to Tulox with respect to funds advanced in order to cover monthly bank charges. The loan is non-interest bearing and has no fixed term of repayment.

During the period ended August 31, 2011, Manuweb accrued to a former director and officer $3,500.00 with respect to accounting services provided of which $1,000.00 was paid during the period.

## Legal Proceedings

There are no legal proceedings material to Manuweb to which Manuweb is a party or of which any of its property is the subject matter.

## Auditor

Buckley Dodds, Chartered Accountants, are the auditors of Manuweb. Buckley Dodds' offices are located at 1140- 1185 West Georgia Street, Vancouver, BC, V6E 4E6.

## Transfer Agent and Registrar

Computershare Trust Company is Manuweb's registrar and transfer agent. Transfers of the securities of Manuweb may be recorded at registers maintained by Computershare Trust Company in Vancouver and Toronto.

## Material Contracts

The following are the contracts which are material to Manuweb:

1) the arrangement agreement with Tulox Resources Inc.;

2) the letter of lntent with AIM; and

3) the VVT Share Agreement.

The material contracts described above are included in this Information Circular and may also be inspected at the registered office of Manuweb located at 501, 535 Thurlow Street, Vancouver, British Columbia, during normal business hours.

## Part III Information Concerning Advantive

### Corporate Structure:

AIM is a private company based in Phoenix, incorporated in the State of Arizona, and governed by the Arizona Revised Statutes.

The registered and head office of AIM is located at 2425 East Camelback Road, Phoenix, Arizona, 85219. AIM carries on business in the United States, Canada and Europe.

The articles of incorporation of AIM have not been amended or altered since its incorporation.

AIM is presently owned as to 10% by Manuweb and 90% by its originating founders consisting of 20 United States residents/citizens. Upon completion of the transactions described herein Manuweb will acquire the remaining 90% of AIM in exchange for 9,735,143 shares of Manuweb. Manuweb will then own all 1,000 common shares of AIM.

### Description of the Business:

AIM provides unique information technology solutions and services to select vertical markets. The vision of AIM is to build an IT service business by leveraging an initial strength in a specialized data protection and recovery practice focused on the enterprise manufacturing market. Growth will then be achieved organically and by acquiring synergistic IT service businesses, intellectual property, and products over the next two years, taking advantage of a of high quality undervalued IT service business in a nascent economic recovery period. AIM was formed to make strategic acquisitions in the IT services market based upon the diminished valuation of companies in this sector that as a result of a recessionary economy were struggling financially yet whose technologies, products or services represented exceptional opportunities when offered as an integral part of a “service wrap” offering. AIM is not a product enterprise, but rather a unique service based enterprise, using exceptional IT tools covering broad cross-sectional information requirements to create integrated user based multi-disciplined offerings for its customers. Management believes that by identifying strategic undervalued acquisition targets, AIM can become a dominant force in delivering holistic integrated IT solutions within a recurring utility revenue model having predictability over time.

AIM’s flagship tool, R2 Software, was acquired from R2 Software A/S in 2010 and provides the unique ability to continuously back up mission critical data across multiple legacy operating systems. This is of particular importance in manufacturing environments comprised of long-lived assets, where legacy operating systems are commonly used and downtime is unacceptable. R2 has been proven for use at a Tier 1 global manufacturer with over 3,000 client installations. Strategically, there is a pivot point on the R2 technology for AIM. AIM’s strategy is to pursue the IT service business instead of pursuing a very expensive and highly risky software product business strategy. Once it has engaged the client, AIM will look for opportunities (complementary products and services) to enhance its ability to up-sell and cross-sell additional IT management services. The objective will be to create a sticky relationship, and a predictable long-term revenue stream in IT services.

The objective of a technology service organization is the delivery of subject matter expertise through a disciplined process to clients within a defined target market. The more discrete the IT service organization's target market in terms of client size and industry concentration, the easier it is for an IT service organization to ensure its subject matter expertise is effectively organized around high-demand client requirements. By aggregating companies in the IT services market, AIM will broaden its service offerings and expand into the strategic vertical markets it desires. The goal would be to identify and acquire three to five IT-service-related businesses with revenue and products, intellectual property, or customers that position AIM for rapid growth and achieve revenue within 24 months. Several target opportunities have already been identified.

AIM will market to industries that are insulated from economic difficulties, and will not restrict its areas of practice to manufacturing. Pharma, defense, homeland security, health insurance, and tribal/Native corporation / gaming may all be including in the early stage target markets, along with precision manufacturing.

### *Key Objectives*

- Develop, and introduce the next version of R2 Software that will include Win 7 capability by Q2 2012
- Acquire and/or build a highly competent operational entity by Q2 2012 that has considerable expertise in commercial software development and sales, and most importantly, that can drive immediate revenue.

To complement the R2 product, the first action for AIM will be to contract or acquire a partnering company that has considerable expertise in commercial software development and sales and, most importantly, that can drive immediate revenue and can instantly add the desired service practices and vertical market focus. The business components AIM is seeking can be summarized as follows:

- CRM and marketing automation to drive commercial software sales and professional service revenue;
- Web and content management systems that will catalyze market interactions and on-line commercial product distribution;
- Enterprise-level sales expertise that has the competency to gain a foothold and then up-sell and cross-sell to implementation services and other product and service sales to other divisions;
- Professional service expertise including project management disciplines that have instant credibility and credentials in the world of precision manufacturing (CMMI level 3);
- Product marketing; product management; product development; quality assurance;
- Help desk support team; marketing

AIM's strategy will be to pursue modest sequential acquisitions with annual revenues of $1.5M, $1.5M, and $3M respectively, on top of an initial base of $3-4M. These first three acquisitions would be accomplished during the first 9 to 15 months. As a result of the past weak economy, AIM believes acquisitions of good core IT services business can be made with minimal cash (usually just covering outstanding accounts receivables of the target), employment contract(s), and future valued warrants at a valuation of 20-30% of revenue of the targets. These companies will have products/services/revenue that fit AIM's business model and are at the break-even point but require capital.

AIM's initial focus will be on selling R2 solutions to the enterprise manufacturing markets and then wrapping additional services around each license sale (install, training), and then as AIM acquires additional service offerings, selling those services into its existing customer base.

AIM Product Rollout:

- Selling and brand building effort to Tier 1b, Tier 2 and Tier 3 players in enterprise manufacturing segments where real-time backup in Windows platforms is critical and where long-lived manufacturing assets are used in combination with legacy operating systems that required the AIM solution;
- Tier 1a – General Motors is an example of such a target. These companies usually have their own IT divisions with self-created proprietary back-up systems that are sometimes backed up with enterprise systems like IBM Tivoli.
- Tier 1b – Multi-national, multi-site billion dollar manufacturing enterprises that AIM already supports. These companies usually opt for enterprise back-up and recovery systems because there aren't a lot of options like AIM's that allow for flexibility and management of data on the manufacturing floor. Many companies in this group are a good target for AIM and, with the appropriate strategic partner like Fanuc, could be a significant revenue opportunity for AIM.
- Tier 2 – mid- sized companies with employees in the 50 to 2,500 range who do not back up regularly, or back up by disk. These companies need greater flexibility than offered by enterprise solutions and cannot afford state-of-the-art back-up and recovery technology. There are hundreds of thousands of these companies in North America alone. This is an optimal market opportunity for AIM that, with limited penetration, could significantly contribute to AIM's success. It is also the one that is easily accessed through strategic channel partners.
- Tier 3 – small-sized companies with employees in the 50 to 250 range who have limited or no back-up for their machines. These companies usually need the most help and have the costliest data recovery episodes. They, too, cannot afford solutions offered by enterprise systems. Again, there are hundreds of thousands of these companies in North America alone. This is another good market opportunity for AIM if approached in an efficient manner.
- Establish strategic channel partner agreements in North America and the European Union with manufacturing domain suppliers such as Fanuc, Fanuc/GE, Lincoln electric, and Rockwell, and look for opportunities to partner with larger enterprise backup and recovery providers such as IBM Tivoli.

The company's sales model will follow traditional software selling processes through a combination of awareness generation, direct sales, and telemarketing, with strong Web 2.0 tools.

### Three-Year History:

AIM was formed in 2009 with a year end of July 31. As at July 31, 2010, AIM had not recorded any sales of its products. During the following twelve months, AIM remained stagnant, choosing to focus on completing the initial share exchange with Manuweb. In the absence of funding sufficient to initiate the business strategies referred to above, AIM's business development was placed on hold.

Currently, AIM has a total of one licensed user of the R2 Software in Europe, largely with DanFoss. The R2 Software product will require additional upgrading to meet the growing needs of its champion customer. Until this upgrade is completed, AIM will only engage in limited sales and marketing of the product. Planned upgrading will be financed through private placements as required at an estimated cost of $500,000.

### Selected Financial Information and Analysis and Management Discussion and Analysis:

Management Discussion and Analysis is attached as Schedule "A"

### Description of the Securities:

AIM has only one class of securities, being common voting shares. There are 1,000 such shares issued and outstanding, of which Manuweb owns 100 shares. The remaining 900 shares are being acquired as a result of the transactions described in this Information Circular.

### Available Funds and Principal Purposes:

AIM has no working capital as at the date of this Information Circular. Through a series of five equity private placements and through institutional financing, Manuweb contemplates raising up to $16,750,000, part of which will be utilized to finance the upgrading of the R2 software and initiating a licensing-based business model for this R2 product. In addition, AIM will pursue its acquisition strategies minimizing the use of equity capital to effect such acquisitions.

### Administration:

AIM is managed by the members of the Board of Directors including Van Potter, Brian Cameron and John Ragan.

### Dividends:

No dividends have ever been paid or declared by AIM.

### Principal Security Holders:

The shareholders of AIM consist of 20 investors, including management who founded the company in late 2009. There is no one controlling shareholder of AIM.

### Directors, Officers and Promoters

The directors and officers of AIM consist of the following individuals:

<u>Van Potter, President and CEO, Director:</u> Potter joined R2 Software A/S as a consultant in 2008 and was subsequently appointed CEO of Advantive Information Management upon its formation in March of 2010. In 2011, Potter was named President and CEO of Manuweb Software Systems, Inc. and will become President and CEO of VisualVault Corporation. subject to completion of its acquisition by Manuweb. He was with InPlay Technologies, a NASDAQ listed provider of human interface technologies for the mobile market, starting in September 2008 as President and CEO and led the company through a successful sale and wind-down at the end of 2009. Previously he was Vice President, Business Development for Pixtronix, a VC funded technology start-up, and Senior Vice President of Marketing for International Display Works, a NASDAQ-listed electronic components supplier. From 2002 to 2005, he held senior management positions with Three-Five Systems, a NYSE- listed electronic component supplier. From 1994 to 2002, Mr. Potter held management, marketing and new business development posts at Rogers Corp. and Durel Corp. Mr. Potter holds a Bachelor of Science degree in mechanical engineering from Northeastern University and a Masters of Business Administration degree from Arizona State University.

Brian Cameron: Chief Financial Officer, Director, age 45. Mr. Cameron has served as acting CFO of companies engaged in manufacturing, product development and technology commercialization for over 20 years. Operating a successful consultancy business from Vancouver and Phoenix, Arizona, Mr. Cameron is recognized as a leader in innovative financing platforms for early stage enterprises. Mr. Cameron currently assists the CNSX with its business development initiatives in the southwestern United States.

John Ragan: Mr. Ragan began his career in Washington DC, serving for multiple congressional leaders, including the current U.S. Senate Majority Whip, implementing policy changes and effecting change in government. With a strong background in finance and strategic planning, Mr. Ragan returned to his native state, Arizona, to work closely with True North Partners, an organization founded by the late John Walton. It was during this tenure the Mr. Ragan began to explore the opportunities in assisting early stage enterprises seek capital while initiating strong leadership at the corporate level to assure success, including working on the company that became First Solar (NASDAQ:FSLR). Mr. Ragan is a founding member of the Symington Group, a business co-founded by former Governor Fife Symington. This group is active in all areas of public policy corporate finance and business development in the state of Arizona. He serves as a director of the Arizona State Chamber of Commerce.

### Indebtedness of Directors and Officers:

None of the directors or officers of AIM are indebted to AIM.

### Investor Relations Arrangements:

Neither AIM nor Manuweb have any investor relations arrangements or agreements at the date of this Information Circular.

### Options to Purchase Securities:

There are no outstanding options to purchase the securities of AIM as at the date of this Information Circular.

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

Members of AIM’s executive team are contracted pursuant to management contracts. Accordingly there are no employees of the company.

### Executive Compensation:

In accordance with management agreements with the company, the CEO is paid $12,500 per month and the CFO is paid $9,500 per month.

### Directors Compensation:

The directors of AIM are not compensated. Although no formal plan of compensation has been established as at the date of this Information Circular, it is intended that the directors of the company will be compensated by way of incentive stock options.

### Legal Proceedings and Regulatory Actions:

There are no legal proceedings presently issued or active against AIM and similarly no regulatory actions have been imposed or are effective.

**Auditors:**
AIM's auditors are Buckley Dodds, Chartered Accountants.

**Transfer Agent and Registrar:**
AIM does not have a transfer agent. Manuweb's transfer agent is Computershare.

**Material Contracts:**
Except for the letter of intent with Manuweb, AIM has no material contracts.

**Risks:**
In addition to the risks referred to in the "Risk Factors" section with respect to Manuweb, AIM is subject to the following risks:

Credit Risk

Credit risk arises from the potential that a debtor will fail to perform its obligations. AIM is exposed to credit risk primarily from accounts receivable. AIM performs certain credit evaluation procedures and does not require collateral for financial instruments subject to credit risk. As at July 31, 2010, the credit risk is concentrated to a single customer as they accounted for 100% of the accounts receivable. However, as the balance of accounts receivable is nominal, the credit risk exposure is considered to be minimal.

Credit risk also arises from cash and cash equivalents with banks and financial institutions. This risk is limited because the counterparties are mainly US banks with high credit ratings. To minimize the risk, cash has been deposited in major financial institutions in the United States of America.

Currency Risk

The currency risk on financial instruments is the risk that the fair value of future cash flow of a financial instrument will fluctuate because of changes in foreign exchange rates. AIM uses the United States dollar as its reporting currency for these financial statements. Since the majority of sales are dominated in United States dollars, the currency risk is considered to be minimal.

Liquidity Risk

Liquidity risk is the risk AIM may not be able to meet its contractual obligations and financial liabilities as they become due. As at July 31, 2010, AIM has cash and cash equivalent of $4,281 and current liabilities of $103,658. AIM plans to secure the necessary financing through the combination of renewal of existing credit facilities and issuance of new equity. There can be no assurance that these initiatives will be successful.

Interest Rate Risk

Interest rate risk is the risk to AIM's earnings that would arise from the fluctuations in interest rates and would depend on the volatility of these rates. AIM is not exposed to significant interest rate risk due to the short-term maturity of its financial assets and liabilities and fixed interest rate for the notes payable with external parties. However, fluctuation in the interest rate will impact the cost of financing in the future.

## Part IV Information Concerning VVT and Auersoft

### Corporate Structure:

VVT is a private company with head offices in Mesa, Arizona, that was recently incorporated in British Columbia to acquire substantially all the assets, including customers, of Auersoft LLC, a company also based in Mesa, Arizona. Auersoft LLC was incorporated in the State of Arizona and is governed by the Arizona Revised Statutes.

The registered and head office of VVT is located at 1150- 1185 West Georgia Street Vancouver, B.C. V6E 4E6. The registered and head office of Auersoft LLC is 1050 W. Birchwood Avenue, Mesa, Arizona, 85210. Auersoft carries on business in the United States, Canada and Europe.

The articles of incorporation of VVT have not been amended or altered since its incorporation.

VVT is presently owned as to 100% by its founders who consist of two directors of Manuweb Upon completion of the transactions described herein Manuweb will acquire 100% of the issued and outstanding common shares of VVT for and in consideration of 13,275,000 common shares of Manuweb and the assumption of VVT's obligations to Auersoft LLC., being payments totaling $5,000,000 and the issuance of 11,725,000 common shares of Manuweb. Manuweb will then own all 1,000 common shares of VVT at that time.

A detailed listing of the assets being acquired from Auersoft LLC is contained in the Auersoft Asset Agreement between VVT and Auersoft LLC and thereby acquired pursuant to the assumption agreement between VVT and Manuweb, which is appended as Schedule G to this Information Circular.

### Description of the Business:

VisualVault is the publisher and developer of the Web-based document management application VisualVault™.

As the amount of content continues to grow within organizations, challenges with its creation, management, and distribution continue to grow as well. This is especially true in highly regulated enterprise environments such as manufacturing, healthcare, financial and government markets. VisualVault solutions provide users with the tools they need to capture, manage, integrate with their workflow, and meet compliance requirements in an easy to configure and cost effective Software as a Service (SaaS) cloud architecture. VisualtVault provides SaaS secure document management and compliance cloud services.


*A Brief History of VisualVault*

In 2007, VisualVault established a hosted capability based upon customer request, and has developed the tools to manage, monitor and refine performance. While the current approach is not true SaaS from a technical architecture perspective, it is true SaaS from the customer experience.

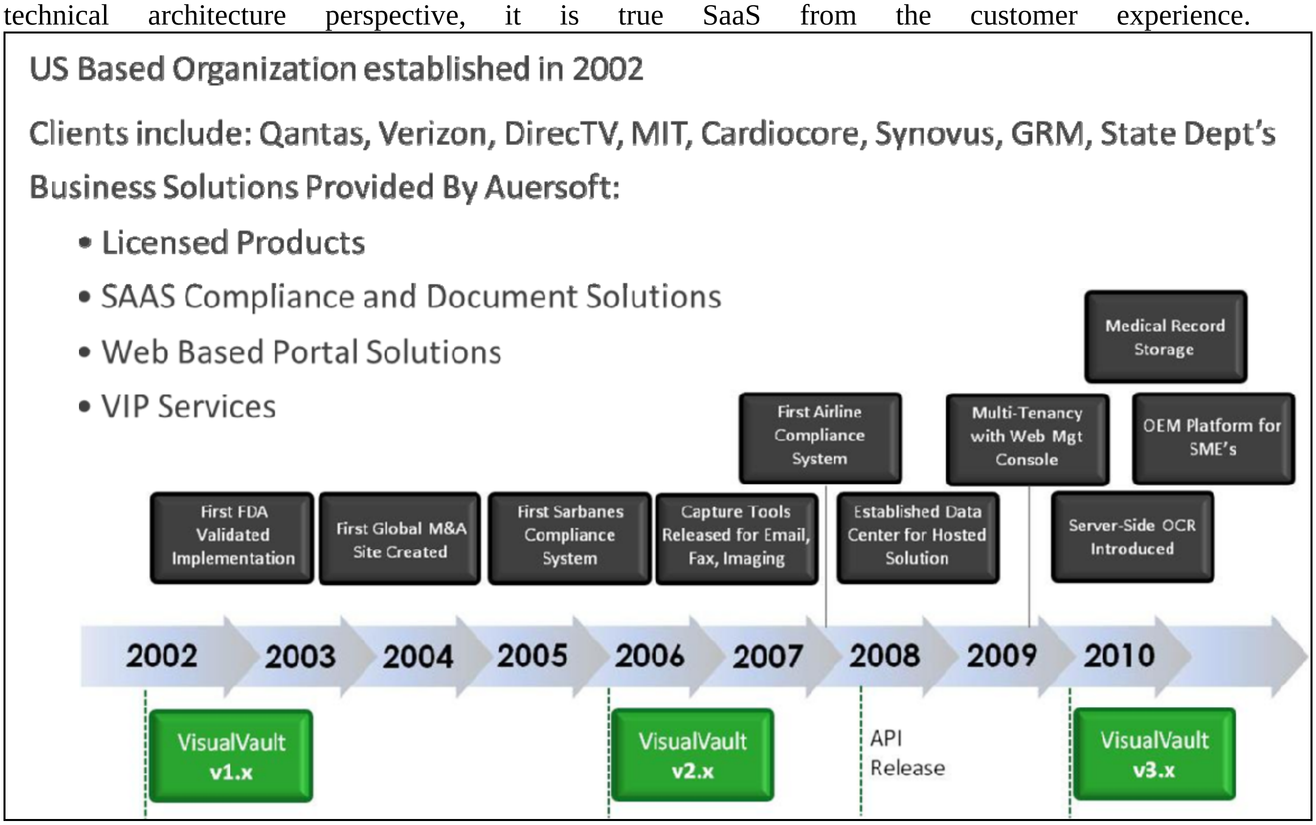



**Figure 1: History of Visual Vault**

The objective is to build upon this success and create a high growth, high demand business serving a variety of vertical markets such as financial services, healthcare, oil & gas and others.

Clients require the following from the business:

- Ease of use
- Proven in similar regulatory environments
- Immediate customer service
- Implementation of a specific required process – often believing it has been done before.
- Ability to self-configure processes
- Ability to start on a small scale, with potential for enterprise expansion

Differentiating factors that drive the business are:

- Personalization of the user interface
- Incorporation of electronic forms with workflow and related objects
- Proven ability to meet the requirements for high end regulatory compliance and audit trails
- Rich Web services enabling application program interface (API) for additional customization
- Wide range of configuration options for both the non-IT professional and IT professional
- Established, highly accredited storage cloud, infrastructure and managed processes supporting SAS70, HIPAA, and others. This is a key for the regulated, audited, legal or corporate record content markets.

VVT intends to pursue a joint path of SaaS and PaaS (platform as a service). The former will be focused on more generic regulatory compliance and risk management. SME organizations (such as records management, medical records, financial services, etc.) will leverage PaaS and will be able to build upon a lightly-branded version of the product within their own domain expertise.

This business model works as the document management marketplace has such a ubiquitous horizontal market with a huge number of use cases. Furthermore, each of the vertical markets may be better served by SMEs. This offsets the costs required to become "something for everyone", whereas VisualVault can focus on platform development, technology and automating the customer acquisition process.

The business model can be graphically represented by:

Furthermore, the SMEs can benefit from their own activities and intellectual property, such as specialized application add-ins, or entire database configuration templates, through a collective VV App Exchange. With SME branding, and other service wraps, the approach is compelling for both modernizing traditional businesses and providing additional revenue streams for both the SME and VisualVault.

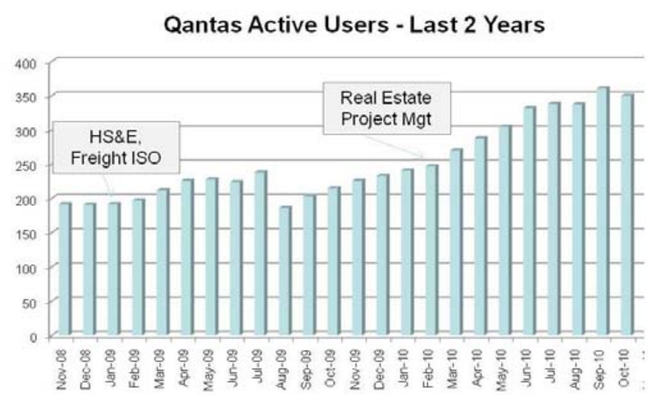
Revenue streams for VVT are:

- Direct Hosting Subscription Fees
- Managed Hosting Fees
- Storage Surcharges
- Unique Features such as Server-Side OCR/Viewer and ADAM LDAP VPN connections
- OEM agreements
- Add-Ins with royalty rights for 3rd-Party enabled sales
- VIP Customizations

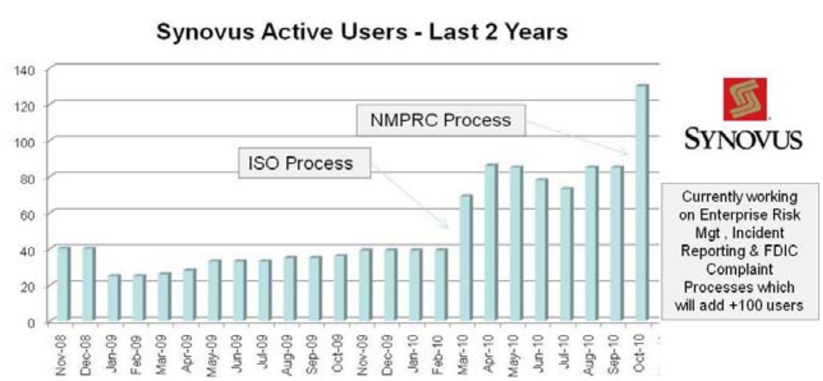
**Existing Customer Associations As Part of Manuweb's Acquisition:**

***Cardiocore:*** The first company to conduct a detailed assessment of competitive products with the goal of creating a Web based clinical study set-up and data collection platform. MS Sharepoint, FileNet, Documentum and VisualVault were compared with respect to United States Food and Drug Administration (FDA) compliance requirements and automation to achieve their vision.

***Qantas Airlines:*** VisualVault was evaluated to establish Property Management and compliance over the 640+ properties including offices, concourses and aircraft maintenance hangers and to provide key information on demand to their staff and external contractors. This group within Qantas Shared Services pursued external suppliers capable of application hosting due to the backlog of internal IT projects.

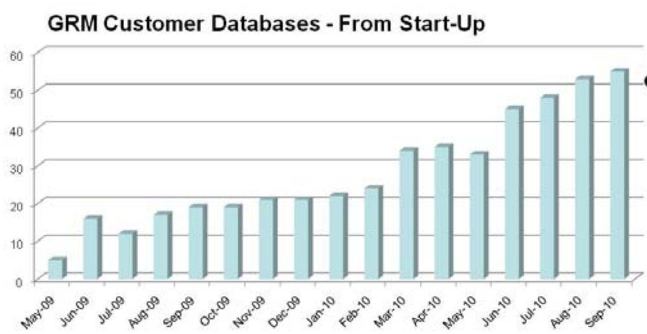



***Synovus Financial Corporation:*** Synovus has proven the potential for growth based upon incremental process efficiencies. Originally selected to support Credit Card Risk Management in a local branch office, VisualVault has expanded to Synovus Corporate and may eliminate two existing applications used for Risk Management and Compliance. Synovus will support VisualVault achieving PCI



(Plastic Card Information) compliance to allow storage of increased customer personal information and is requesting long term enterprise agreement. The business case for this latter request has not yet been established.

***GRM Information Services:*** GRM is proof positive that a traditional business model, in this case traditional records management, can be digitally powered to provide a broader and richer portfolio of products and services. GRM also represents the VisualVault SaaS model of providing a wholesale approach to organizations that have domain expertise and access to clients to expand use and product utility.




Through these and several other client opportunities, VisualVault has successfully transitioned from an independent software vendor (ISV) providing shrink-wrapped software to an application service provider with high client satisfaction, strong customer relationships and a business model that combines both direct SaaS to clients and next generation SaaS to organizations that provide SaaS to their clients.

***SociaVault:*** VisualVault utilized the portal & platform capability of VisualVault in the development of an Arizona Department of Gaming database solution for problem gambling. The intent was to bring together the Office of Problem Gambling oversight, payment and invoicing needs with behavioural health specialists who treat the affliction with clients. VisualVault branded this as a new product – SociaVault PG – which was modified and deployed to the State of California in December 2010.


VisualVault has since learned that the Department of Alcohol and Drug Programs may request VisualVault to develop a similar system for their needs. Furthermore, the current CA OPG contract has been modified to host their database in the VisualVault datacenter starting April 11 – an VisualVault first for state department hosting.

Development efforts to achieve true SaaS, PaaS, and full document management capabilities are reviewed in the Technology Roadmap section.

**Business Development, Sales, and Marketing**

Business development is planned along three phases:

### *Phase 1*

- The current operating plan is to leverage the Hybrid SaaS model for greater client adoption and positioning as a wholesale platform for subject matter portals.
- Drive near-term revenue from "adjacent ponds" to current customer based and use models – pursue and close similar companies to our current users.

### *Phase 2*

- Introduce the ability for client acquisition through web tools, including sign up and configuration.

### *Phase 3*

- Introduce a platform neutral approach with richer document management features to provide full enterprise scale SaaS.

**Market Opportunities:**

Primary vertical markets can be identified as the following and each market will have its own business development marketer and support. Each should have responsibility for establishing OEM – PaaS clients, migration of large enterprise clients and web marketing presence.

- Healthcare
- Oil, Gas & Utilities
- Financial Services
- Pharma, Bio-Science and Clinical Study CRO's
- Technology – including medical device

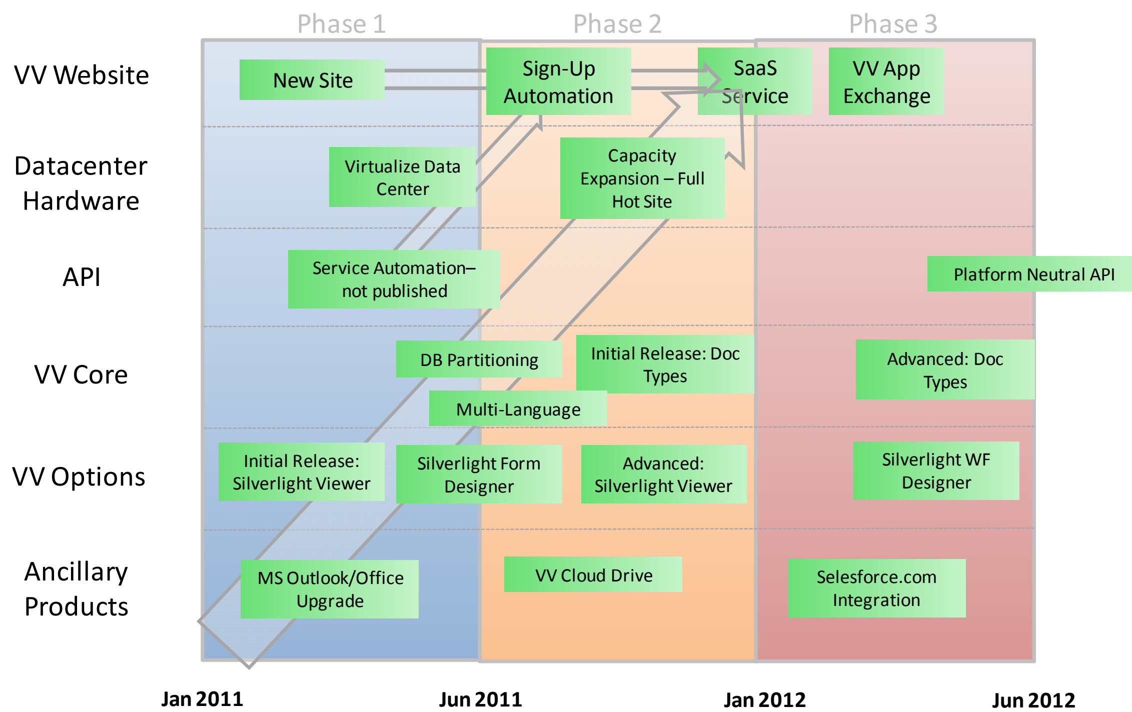
Salesforce.com – Hire an experienced 3rd Party marketing expert to position an integrated VV solution for enterprise clients.

**Operations**

The operations plan consists of two primary elements: A Technical Development Gantt chart to deliver the SaaS experience and the investment plan to achieve the desired growth rates. The former includes discussions of each of the major engineering efforts while the latter involves both infrastructure and human capital needs.

**Technology Roadmap**

The roadmap presented below, was based upon VVT goal to achieve SaaS readiness and client requests for features. Not considered, but possible high value alternative goals would be: SharePoint integration, MS Dynamics integration, and alternative database compatibility such as Oracle or MySQL.




## Three Year History:

Since incorporation, VisualVault has not conducted operations other than entering into the Auersoft Asset Agreement.

Auersoft's history can be summarized as follows:

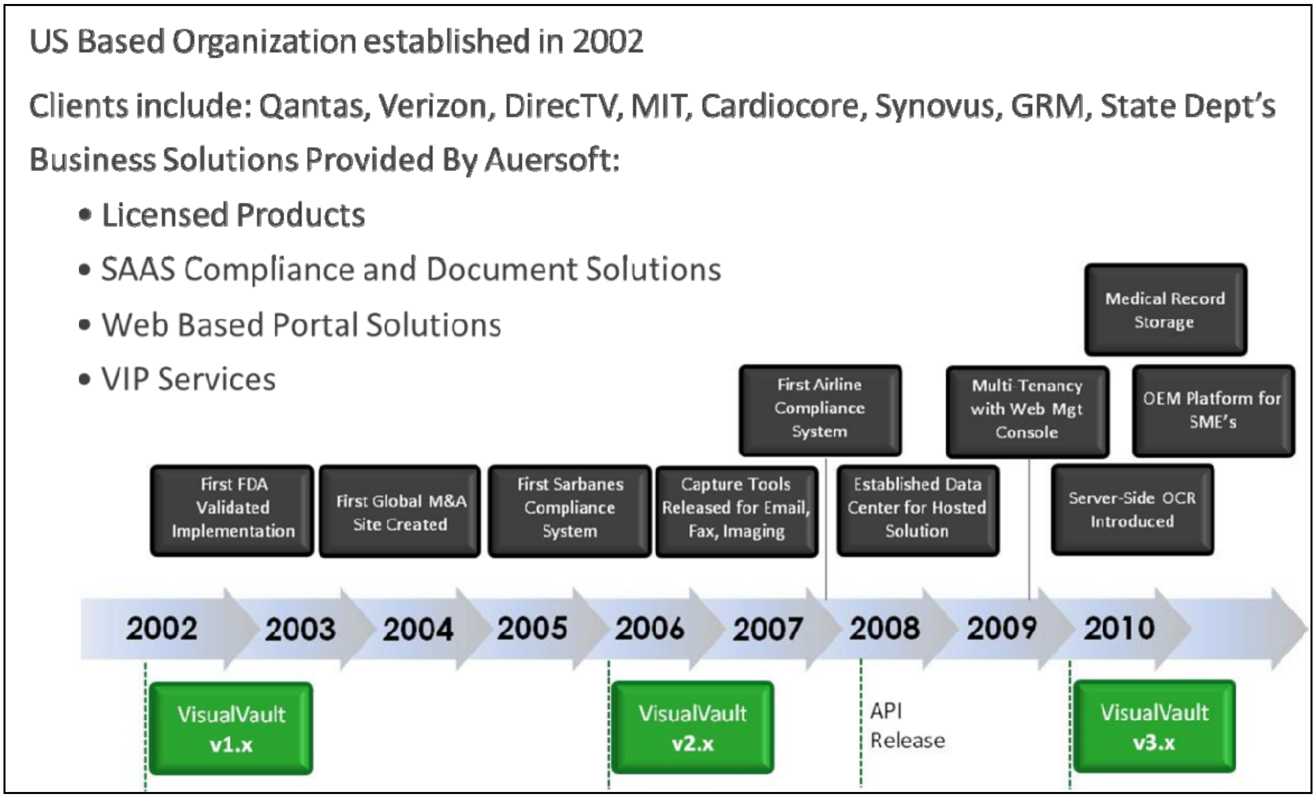



**Figure 2: History of Visual Vault**

### Selected Financial Information and Analysis and Management Discussion and Analysis:

Please refer to Schedule "A" of this Information Circular.

### Description of the Securities:

VVT has only one class of securities, being common voting shares. There are 538 such shares issued and outstanding, of which Manuweb owns none of these shares as at the date of this Information Circular. All of the issued and outstanding shares are being acquired as a result of the transactions described in this Information Circular.

### Available Funds and Principal Purposes:

VVT has no working capital as at the date of this Information Circular. Through a series of five private equity placements and through institutional financings, Manuweb contemplates raising an aggregate of $16,750,000, the majority of which will be utilized to complete the acquisition of VVT and provide for working capital to expand the business.

### Administration:

VVT is managed by the members of the Board of Directors including Van Potter, Brian Cameron, Brent Bollong, the President of Auersoft, and Tod Olsen.

## Dividends:

No dividends have ever been paid or declared by VVT.

## Principal Security Holders:

The shareholders of VVT consist of three (3) founders.

## Directors, Officers and Promoters

The Directors and officers of VVT consist of the following individuals:

A. Brent Bolong: Age 50, with 25 years of technology management experience. Mr. Bollong joined Auer Precision in 2000, and was named President in March 2001. In October 2002, the original VisualVault product and development team was acquired, creating a subsidiary business called Auersoft, LLC. As President of Auersoft, Mr. Bollong was involved with achieving compliance standards for Automotive, Environmental, FDA, HiPPA, ISO and Sarbanes Oxley for clients, as well as the transition from on-premise solutions to ASP and SaaS. From 1990-2000, Mr. Bollong held positions of General Manager, Business Manager, Director of Technology at Johnson Matthey, Thermacore and ATS Automation, involved in crystal growth, electronic materials, thermal management for electronics and opto-electronic devices. Mr. Bollong holds a B.Sc. in physics from the University of Victoria, B.C.

Tod S. Olsen: Chief Technology Officer, age 43, with 17 years of information technology management experience. In his role as CTO, Mr. Olsen is responsible for technical vision, product architecture and development. Prior to VisualVault Corporation, Olsen was Chief Technology Officer for Auersoft LLC. Auersoft was formed in 2003 to acquire and fund development of the VisualVault™ software platform. Mr. Olsen's role at Auersoft was to define strategy, technical vision, and product architecture which contributed to a diverse customer base encompassing large enterprises, and government agencies. Prior to Auersoft, Olsen was Chief Technology Officer and software architect for Business Analysts LLC, a Microsoft partner. Olsen joined Business Analysts in 2001 as a partner with an initial focus on expanding the business into technology consulting and custom software development. Business Analysts engaged in multiple technology consulting projects requiring quality systems and document management tools; the evolution of these tools became VisualVault™ version 1.0. From 1998 to 2001, Mr. Olsen held the position of IT Director for Auer Precision Company Inc. and was responsible for implementing technology solutions to power a global manufacturing operation. Mr. Olsen holds a B.S. degree in Information Technology / Software Engineering from University of Phoenix and is a Microsoft Certified Solution Developer.

Van Potter, President and CEO, Director: Mr. Potter joined R2 Software A/S as a consultant in 2008 and was subsequently appointed CEO of Advantive Information Management upon its formation in March of 2010. In 2011, Mr. Potter was named President and CEO of Manuweb Software Systems, Inc. and will become President and CEO of VisualVault Corporation subject to completion of its acquisition by Manuweb. He was with InPlay Technologies, a NASDAQ-listed provider of human interface technologies for the mobile market, starting in September 2008 as President and CEO, and led the company through a successful sale and wind-down at the end of 2009. Previously he was Vice President, Business Development for Pixtronix, a VC funded technology start-up, and Senior Vice President of Marketing for International Display Works, a NASDAQ-listed electronic components supplier. From 2002 to 2005, he held senior management positions with Three-Five Systems, an NYSE-listed electronic component supplier. From 1994 to 2002, Mr. Potter held management, marketing and new business development posts at Rogers Corp. and Durel Corp. Mr. Potter holds a B.S. in mechanical engineering from Northeastern University and an M.B.A. from Arizona State University.

Brian Cameron: Chief Financial Officer, Director. Mr. Cameron has served as acting CFO of companies engaged in manufacturing, product development and technology commercialization for over 20 years. Operating a successful consultancy business from Vancouver and Phoenix, Arizona, Mr. Cameron is recognized as a leader in innovative financing platforms for early stage enterprises. Mr. Cameron currently assists the CNSX with its business development initiatives in the southwestern United States.

### Indebtedness of Directors and Officers:

None of the directors or officers of VVT are indebted to VVT.

### Investor Relations Arrangements:

Neither VVT nor Manuweb have any investor relations arrangements or agreements as at the date of this Information Circular.

### Options to Purchase Securities:

There are no outstanding options to purchase the securities of VVT as at the date of this Information Circular.

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

Members of VVT's executive team are contracted pursuant to management contracts. Accordingly there are no employees of the company.

### Executive Compensation:

In accordance with management agreements with the company, the CEO is paid $12,500 per month and the CFO is paid $9,500 per month.

### Directors Compensation:

The directors of VVT are not compensated. Although no formal plan of compensation has been established at the date of this Information Circular, it is intended that the directors of the company will be compensated by way of incentive stock options.

### Legal Proceedings and Regulatory Actions:

There are no legal proceedings presently issued or active against VVT and similarly no regulatory actions have been imposed or are effective.

### Auditors:

VVT's auditors are Buckley Dodds, Chartered Accountants.

### Transfer Agent and Registrar:

VVT does not have a transfer agent. Manuweb's transfer agent is Computershare.

### Material Contracts:

Other than the Auersoft Asset Agreement, there are no material contracts.

### Risks:

Please refer to the section on “Risk Factors” with respect to Manuweb.

## Part V General Matter

### Interests of Experts

The auditors of Manuweb are Buckley Dodds, Chartered Accountants. The partners and managers of Buckley Dodds, Chartered Accountants, collectively do not beneficially own, directly or indirectly, outstanding securities of Manuweb or any associate or affiliate of Manuweb.

### Other Material Facts

There are no other material facts about Manuweb, AIM, Auersoft, or VVT that are not disclosed elsewhere in this Information Circular.

### Other Business

Management is not aware of any other matters other than those set forth in the Notice of Meeting to come before the Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

### Approvals and Signature

The contents of this Information Circular and the sending of it to each Manuweb shareholder, to each director of Manuweb, to the auditor of Manuweb, and to the appropriate governmental agencies, have been approved by the Manuweb Board.

**DATED November 8, 2011.**

**BY ORDER OF THE BOARD OF DIRECTORS**

***(“Signed”) Van H. Potter***

**President and Chief Executive Officer**