

Information Circular and Notice of

THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

To Be Held On Tuesday May 18, 2010

April 13, 2010

This circular contains important information for shareholders.

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NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS



Notice is hereby given that the annual and special meeting (the "Meeting") of holders ("Shareholders") of common shares ("Common Shares") of Pure Technologies Ltd. (the "Corporation") will be held:

DATE: Tuesday, May 18, 2010
TIME: 2:00 p.m. (Calgary time)
PLACE: Pure Technologies Ltd.
300, 705 – 11 Avenue SW
Calgary, AB T2R 0E3

BUSINESS OF THE MEETING

The purpose of the Meeting is:

1. to receive and consider the financial statements and auditors' report thereon for the fiscal year December 31, 2009;
2. to fix the number of directors at five (5), subject to the right of directors of the Corporation to appoint one (1) additional director at any time prior to the next annual general meeting of shareholders;
3. to elect James E. Paulson, Peter O. Paulson, Michael M. Kanovsky, David H. McDermid, and Charles W. Fischer as directors of the Corporation for the ensuing year;
4. to appoint auditors of the Corporation for the ensuing year at a remuneration to be determined by the Board of Directors;
5. to consider, and, if deemed advisable, to pass an ordinary resolution ratifying, confirming and approving the stock option plan of the Corporation; and
6. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Specific details of the matters to be put before the Meeting are set forth in the accompanying information circular.

Shareholders who are unable to attend the Meeting in person are requested to date, sign and return the accompanying instrument of proxy (the "Instrument of Proxy") or other appropriate form of proxy in accordance with the instructions set forth in the accompanying information circular. An Instrument of Proxy will not be valid unless it is deposited at the offices of Computershare Trust Company of Canada, 600, 530 – 8 Avenue SW, Calgary, AB, T2P 3S8, not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting, or any adjournment thereof. **A person appointed as proxy need not be a shareholder of the Corporation.**

Only holders of Common shares of record as of the close of business on April 13, 2010 are entitled to receive notice of and to vote at the Meeting.

DATED at Calgary, Alberta, this 13th day of April, 2010.

**BY ORDER OF THE BOARD OF DIRECTORS OF PURE
TECHNOLOGIES LTD.**

(signed) "Peter O. Paulson"
Chief Executive Officer

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GENERAL INFORMATION

INTERPRETATION

Unless the context otherwise requires, references to “Company”, “Corporation”, “Pure Technologies Ltd.”, “we”, “us” or “our” as used herein refer to Pure Technologies Ltd. and its subsidiaries. All dollar references are in Canadian dollars unless otherwise stated. Unless otherwise indicated, the financial information contained in the Circular is presented as of December 31, 2009 and all other information is current to March 15, 2010.

FINANCIAL STATEMENT REQUESTS

Financial information is provided in our annual financial statements and related Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”).

If you are a non-registered beneficial shareholder and you wish to receive our annual or quarterly financial statements and MD&A, you must mark the appropriate request boxes on the accompanying voting instruction form provided by your financial intermediary and return it in the envelope provided.

If you are a registered shareholder and you wish to receive our quarterly financial statements and related MD&A you must mark the appropriate request box on the reverse side of the enclosed form of proxy and return it to us. If you are a registered shareholder and you do not wish to receive our annual financial statements and MD&A, you must mark the appropriate request box on the reverse side of the enclosed form of proxy and return it to us.

Our results are announced by news release. Our financial statements, MD&A and other disclosure documents are available on our website at www.puretechnologiesltd.com and on SEDAR at www.sedar.com.

AVAILABILITY OF DISCLOSURE DOCUMENTS

We will provide to any shareholder, upon request to our Investor Relations Department, a copy of:

- (i) our most recent Annual Information Form together with any document or pertinent pages of any document incorporated therein by reference;
- (ii) our audited consolidated financial statements for our last financial year together with the auditors’ report thereon and the related MD&A;
- (iii) our Information Circular for our last annual meeting of shareholders; and
- (iv) any material change reports (other than confidential reports) which we have filed with the various securities regulatory authorities.

CONTACT INFORMATION

Pure Technologies Ltd.
300, 705 – 11 Avenue SW
Calgary, AB T2R 0E3

Ph: (403) 266-6794
Fax: (403) 266-6570
Toll Free: 1-800-537-2806

Computershare Trust Company of Canada
600, 530 – 8 Avenue SW
Calgary, AB T2P 3S8

Ph: (403) 267-6800

QUESTIONS AND ANSWERS

Q: Who is soliciting my proxy?

A: Pure Technologies Ltd. is soliciting your proxy for use at the Meeting or at any postponement or adjournment thereof. The solicitation of proxies for the Meeting will be made primarily by mail, but our officers, employees and agents may also solicit proxies personally or by telephone. The cost of the solicitation of proxies will be borne by Pure Technologies Ltd.

Q: Who is entitled to vote?

A: Only holders of Common Shares may vote at the meeting. As of March 31, 2010, there were 40,528,095 Common Shares issued and outstanding. Each Shareholder is entitled to one vote for each common share registered in his or her name as of the close of business on April 13, 2010, the record date for the Meeting. If you purchased Common Shares from a registered shareholder after the record date, you may vote those Common Shares at the Meeting by requesting Computershare Trust Company of Canada to include your name on the list of Shareholders eligible to vote at the Meeting. In that case, you will have to provide properly endorsed share certificates or other documentation that establishes your ownership. This request must be made at least ten (10) days before the meeting. The contact information for our transfer agent is located on page one of the Circular.

Q: How do I vote?

A: Registered Shareholders

If you are eligible to vote and your Common Shares are registered in your name, you can vote your Common Shares by proxy or in person at the Meeting. **If you cannot attend the Meeting in person, you may vote by proxy. Voting instructions are included in the accompanying Information Circular. In order to be valid and acted upon at the meeting or any adjournment thereof, Computershare Trust Company of Canada must receive proxies no later than 4:00 p.m. on Friday, May 14, 2010 and, in the case of any postponement or adjournment of the Meeting, not less than 48 hours before commencement of the postponed meeting or recommencement of the adjourned Meeting. A person appointed as proxy holder need not be a Shareholder.**

Non-Registered Beneficial Shareholders

If your Common Shares are held in an account with a trust company, securities broker or other financial institution (an "Intermediary"), you are considered to be a non-registered beneficial shareholder. The Intermediary is the legal entity entitled to vote your Common Shares for you, in the manner that you direct them. Non-registered beneficial shareholders should not complete the form of proxy being circulated by Management. Instead, you should follow the instructions and complete the form that your Intermediary delivered to you with the Circular. This form will provide the necessary instructions to your Intermediary as to how you would like to vote your Common Shares. If you plan on attending the Meeting in person, you will not be entitled to vote in person unless the proper documentation is completed. You should contact your Intermediary well in advance of the Meeting and follow their instructions if you want to vote in person.

Q: How do I appoint a Proxyholder?

A: The Chairman and Chief Executive Officer of Pure Technologies Ltd. are the persons designated in the enclosed form of proxy who will represent Management at the Meeting. **You have the right, as a shareholder, to appoint a different person to attend and to act on your behalf at the Meeting. You may exercise this right by inserting in the space provided in the form of proxy the name of the other person you would like to appoint as nominee. In order to be valid and acted upon**

BUSINESS OF THE MEETING



at the meeting or any adjournments thereof, proxies for use at the Meeting must be deposited with the Company (at its registered office) or with Computershare Trust Company of Canada no later than 4:00 p.m. on Friday, May 14, 2010 and, in the case of any postponement or adjournment of the Meeting, not less than 48 hours before commencement of the postponed meeting or recommencement of the adjourned Meeting.

If there is a ballot called for at the Meeting, the shares represented by proxies in favour of the persons named by Management on the enclosed form of proxy will be voted or withheld from voting in accordance with the instructions specified by Shareholders in the forms of proxy.

If you have not specified in the form of proxy how to vote on a particular matter, your proxyholder is entitled to vote your Common Shares as he or she sees fit. If your proxy form does not specify how to vote on a particular matter and if you have authorized our Chairman or our President and Chief Executive Officer to act as your proxyholder, your Common Shares will be voted in favour of the particular matter.

Q: What if there are amendments or other matters brought before the meeting?

A: The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments to the matters identified in the notice of Meeting or other matters that may properly come before the Meeting. Management is not aware of any such amendments or other matters.

Q: What if I change my mind and want to revoke my proxy?

A: If you change your mind and want to revoke your proxy after you have delivered it to Computershare Trust Company of Canada, you (or your attorney if one has been authorized, or if a Corporation, an officer thereof) may revoke it:

1. by completing an instrument in writing, bearing a later date, and delivering it:
 - a. to Computershare Trust Company of Canada or to our registered office located at 300, 705 – 11 Avenue SW, Calgary, Alberta, T2R 0E3 at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used; or
 - b. to the Chair of the Meeting on the day of the Meeting or an adjournment thereof; or
2. in any other manner permitted by law.

The Instrument of Proxy must be signed by the Shareholder or the Shareholder's duly appointed attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or officers or attorney of such corporation. An Instrument of Proxy signed by a person acting as attorney or in some other representative capacity (including a representative of corporate Shareholder) should indicate that person's capacity (following his or her signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has previously filed with the Corporation or Computershare).

BUSINESS OF THE MEETING

RECEIPT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Corporation's financial statements for the fiscal year ended December 31, 2009 have been forwarded to Shareholders. No formal action will be taken at the Meeting to approve the financial statements, which have already been approved by the board of directors of the Corporation. If any Shareholders have questions regarding such financial statements, such questions may be brought forward at the Meeting.

BUSINESS OF THE MEETING



APPOINTMENT OF AUDITORS

The independent auditors of the Corporation are KPMG LLP, Chartered Accountants, who have served in that capacity since 1997. The Corporation has requested that KPMG LLP, Chartered Accountants, act as independent auditors for the Corporation, subject to Shareholder approval. **Unless otherwise directed, the persons named in the Proxy intend to vote for the appointment of KPMG LLP, Chartered Accountants, of Calgary, Alberta as auditors of the Corporation to hold office until the close of the next annual and special meeting of Shareholders at a remuneration to be determined by the Board of Directors.**

KPMG LLP, CHARTERED ACCOUNTANTS FEES AND SERVICES

Fees Charged by KPMG

The following table summarizes the audit and other fees charged by KPMG for their services during each of the 2009 and 2008 fiscal years:

Financial Year End	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax and Tax Related Fees ⁽³⁾	All Other Fees ⁽⁴⁾	Total
2009	211,500	Nil	95,100	Nil	306,600
2008	157,000	Nil	110,500	Nil	267,500

Notes:

- (1) "Audit Fees" means the aggregate fees billed by the Corporation's external auditor in each of the last two fiscal years for audit fees.
- (2) "Audit-Related Fees" means the aggregate fees billed in each of the last two fiscal years for assurance and related services by the Corporation's external auditor that are reasonably related to the performance of the audit or review of the issuer's financial statements and are not reported under clause (a) above.
- (3) "Tax Fees" means the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Corporation's external auditor for tax compliance, tax advice, and tax planning.
- (4) "All Other Fees" means the aggregate fees billed in each of the last two fiscal years for products and services provided by the Corporation's external auditor, other than the services reported under Audit-Related Fees, Tax Fees and All Other Fees above.

Exemption

The Corporation is entitled to rely on the exemption in section 6.1 of National Instrument 52-110 – *Audit Committees* ("NI 52-110") with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

VOTING INFORMATION

VOTING SECURITIES AND PRINCIPAL HOLDERS

The Corporation is authorized to issue an unlimited number of common shares. To the knowledge of the directors and senior officers of the corporation, as at the date hereof, the only persons or companies who own or exercise control over Common Shares carrying more than 10% of the voting rights of the Corporation are as follows:

Name	Type of Ownership	Number of Common Shares	Percentage of Common Shares Owned
Yellowbird Products Limited ⁽¹⁾	of record and beneficial	4,105,000	11%

NOTE:

- 1) Yellowbird Products Limited is controlled by James E. Paulson and Peter O. Paulson. As well, both James E. Paulson and Peter O. Paulson each own 129,915 Common Shares directly.

As of the date hereof, 6,351,026 Common Shares were beneficially owned or controlled, directly or indirectly, by the directors and officers as a group, representing 16% of the issued and outstanding Common Shares.



THE BOARD OF DIRECTORS

SETTING THE NUMBER OF DIRECTORS

Management of the Corporation will seek Shareholder approval of an ordinary resolution fixing the number of directors of the Corporation at five (5), subject to the right of directors under the articles of the Corporation to appoint one (1) additional director at any time prior to the next annual general meeting of the Shareholders. **The persons named in the accompanying Instrument of Proxy intend to vote in favour of fixing the number of directors at five (5), subject to the right of directors under the articles of the Corporation to appoint one (1) additional director at any time prior to the next annual general meeting of the shareholders.**

ELECTION OF THE BOARD OF DIRECTORS

The Board of Directors currently consists of Messrs. James E. Paulson, Peter O. Paulson, Michael M. Kanovsky, Charles W. Fisher and David H. McDermid who were elected at the last annual and special meeting of the shareholders. **The Management of the Corporation proposes to nominate, and in the absence of instructions to the contrary, the persons named in the accompanying Instrument of Proxy intend to vote in favour of, the election of the persons named below as directors of the Corporation to hold office until the next annual and special meeting of the Shareholders, or until his successor is duly elected, unless his office is earlier vacation in accordance with the *Business Corporations Act (Alberta)* and the articles and by-laws of the Corporation.**

Management of the Corporation does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each nominee elected as a director will hold office until the next annual and special meeting of the Shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the *Business Corporations Act (Alberta)* and the articles and by-laws of the Corporation.

The information in the following table and the notes thereto has been provided by the individual nominees and sets forth the names and municipalities of residence of the persons proposed to be nominated for election as directors of the Corporation at the Meeting, offices within the Corporation now held by them, their principal occupations or employment history for the past five years, the date on which they became directors of the Corporation and the approximate number of Common Shares beneficially owned, directly or indirectly, by each of them as at the date hereof.

<p>JAMES E. PAULSON Calgary, Alberta, Canada</p> <p>Director since December 21, 1996</p> <p>Bachelor of Commerce, University of Calgary, 1970</p> <p>Masters of Business Administration, Ivey Business School, 1972</p>	<p>Mr. Paulson has been the President or Vice President of Yellowbird Products Ltd., a private holding company, since 1976 and is the Chairman of the Corporation. Yellowbird Products Ltd. is a holding company with interests in real estate, oil and gas, technology and financial investments. He is an officer and director of various private companies.</p>
	<p>Board and Committee Meetings Attended During 2009:</p> <p>Board 5 of 5</p> <p>Audit 4 of 4</p> <p>Compensation 3 of 3</p>
	<p>Number of Common Shares Beneficially Owned/Controlled or Directed:</p> <p>4, 234,915 ⁽¹⁾</p>
	<p>Messrs. James E. Paulson and Peter O. Paulson control Yellowbird Products Limited, which holds an aggregate of 4,105,000 Common Shares. Each of James E. Paulson and Peter O. Paulson also own 128,915 Common Shares directly.</p> <p>Information as to the Common Shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective directors individually.</p>

BUSINESS OF THE MEETING



<p>PETER O. PAULSON</p> <p>Calgary, Alberta, Canada</p> <p>Director since December 21, 1996</p> <p>Bachelor of Science (Physics), University of Calgary, 1969</p>	<p>Mr. Paulson has been the President or Vice President of Yellowbird Products Ltd., a private holding company, since 1976 and is the Chief Executive Officer and Chief Technology Officer of the Corporation. He has developed and/or patented new technologies or products in several different industries. Yellowbird Products Ltd. is a holding company with interests in real estate, oil and gas, technology and financial investments. Mr. Paulson is the inventor or co-inventor of the Corporation's patented and patent-pending technologies.</p>
	<p>Board and Committee Meetings Attended During 2009:</p> <p>Board 5 of 5</p>
	<p>Number of Common Shares Beneficially Owned/Controlled or Directed:</p> <p>4, 234,915 ⁽¹⁾</p>
	<p>Messrs. James E. Paulson and Peter O. Paulson control Yellowbird Products Limited, which holds an aggregate of 4,105,000 Common Shares. Each James E. Paulson and Peter O. Paulson also own 128,915 Common Shares directly.</p>

<p>MICHAEL M. KANOVSKY</p> <p>Calgary, Alberta, Canada</p> <p>Director since May 14, 2003</p> <p>Degree in Mechanical Engineering, Queen's University</p> <p>Masters of Business Administration, Ivey Business School</p>	<p>Mr. Kanovsky is a professional engineer. He was Vice President of Corporate Finance for Western Canada for a large Canadian investment dealer, prior to co-founding Northstar Energy Corporation in 1978. Mr. Kanovsky served on Northstar Energy Corporation's board of directors until it was acquired by Devon Energy Corporation in 1998. Mr. Kanovsky is the President of Sky Energy Corp., a private energy and investment company and is currently active in the energy industry. He is currently a director of Argosy Energy Inc., Devon Energy Corporation, ARC Energy Trust, TransAlta Corporation, Bonavista Energy Trust and several private companies.</p>
	<p>Board and Committee Meetings Attended During 2009:</p> <p>Board 5 of 5</p> <p>Audit 4 of 4</p> <p>Compensation 1 of 1*</p>
	<p>Number of Common Shares Beneficially Owned/Controlled or Directed:</p> <p>1,521,000 ⁽¹⁾</p>

* Mr. Kanovsky was a member of the Compensation committee until May 14, 2009. The number of meetings reflects the meetings held prior to this date.

<p>DAVID H. McDERMID</p> <p>Calgary, Alberta, Canada</p> <p>Director since May 14, 2008</p> <p>BA and LLB, University of Alberta LLM, London School of Economics</p>	<p>Mr. McDermid practiced law with Bennett Jones LLP and was a partner and Chief Operating Partner of that firm at the time of his retirement in 2000. He is now President and a major shareholder in Ghost River Investments Ltd., a private holding company with interests in a diverse portfolio of public and private investments. He is an officer and director of various private companies as well as an officer and director of several not-for-profit organizations.</p>
	<p>Board and Committee Meetings Attended During 2009:</p> <p>Board 5 of 5</p> <p>Audit 2 of 2*</p> <p>Compensation 3 of 3</p>
	<p>Number of Common Shares Beneficially Owned/Controlled or Directed:</p> <p>103,000 ⁽¹⁾</p>

* Mr. McDermid was a member of the Audit Committee until May 14, 2009. The number of meetings reflects the meetings held prior to this date.

<p>CHARLES W. FISCHER</p> <p>Calgary, Alberta, Canada</p> <p>Director since May 14, 2009</p> <p>Degree in Chemical Engineering, University of Calgary, 1971</p> <p>Masters of Business Administration, University of Calgary, 1982</p>	<p>Mr. Fischer was Vice President, Planning and Development for Bow Valley Industries, and then served as President and Chief Executive Officer of Encor Energy until it was acquired by Talisman Energy in 1993. Mr. Fischer served as Director, President and Chief Executive Officer of Nexen Inc. until his recent retirement, and is a Board member of Enbridge Inc., University of Calgary Board of Governors, Alberta Climate Change Central Board, Canada West Foundation, and the Calgary Airport Authority Business Development Advisory Council. He has served on numerous Boards, including Nova Chemicals, Syncrude Canada Limited, Alberta Economic Development Authority and the C.D. Howe Institute.</p>
	<p>Board and Committee Meetings Attended During 2009:</p> <p>Board 3 of 3*</p> <p>Audit 3 of 3*</p> <p>Compensation 2 of 2*</p>
	<p>Number of Common Shares Beneficially Owned/Controlled or Directed:</p> <p>100,000 ⁽¹⁾</p>

* Mr. Fischer became a member of the Board of Directors, Audit Committee and Compensation Committee on May 14, 2009. The number of meetings reflects the meetings held after this date.

⁽¹⁾ Information as to the Common Shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective directors individually

BUSINESS OF THE MEETING



None of the directors or executive officers is, or has been in the last ten years, a director, chief executive officer or chief financial officer of any company that; (i) was subject to 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 that was issued while the director was acting in the capacity as director, chief executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in such a capacity.

None of the directors, executive officers or shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is, or has been in the last ten years, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, mad 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.

None of the directors, executive officers or shareholder holding a sufficient number of securities of the corporation to affect materially the control of the Corporation has, within the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

APPROVAL OF STOCK OPTION PLAN

As required by TSX Venture Exchange rules (the "TSXV"), management is requesting that shareholders provide their approval of the Corporation's stock option plan (the "Plan"). A copy of the Plan is attached to this Information Circular as Appendix "B". Options granted pursuant to the Plan will not exceed a term of five years.

Subject to the TSXV rules, the Board of Directors may from time to time make rules, regulations and amendments to the Plan. Should any rule, regulation or amendment materially differ from the provisions set out in this management information circular, the Corporation shall obtain the necessary regulatory or shareholder approval.

Approval of the Plan of requires a favourable vote of a majority of the Shareholders present in person or by proxy at the Meeting.

The Board of Directors has determined that the Plan, as set forth in Appendix "B", is in the best interests of the Corporation and the Shareholders. The Board of Directors unanimously recommends that Shareholders vote in favour of the Plan.

It is the intention of the persons named in the accompanying Instrument of Proxy, if not expressly directed otherwise in such Instrument of Proxy, to vote such proxies **FOR** the ordinary resolution to approve the Plan.

STATEMENT OF CORPORATE GOVERNANCE

The Corporation is committed to ensuring that the Corporation has an effective corporate governance system. The Corporation's current governance practices pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* are specifically set out in Appendix "A" to this Information Circular in the form required by Form 58-101F2.

The mandate of the Board of Directors is to supervise the management of the business and affairs of the Corporation. In fulfilling its mandate the Board of Directors as a whole oversees the development and application of policies regarding corporate governance and dealing with corporate governance issues.

CODE OF CONDUCT

The Code of Conduct (the "Code") prescribes the minimum moral and ethical standards of conduct required of all directors, officers and employees, and provides that the Corporation's directors, officers and employees are required to act honestly, ethically, in good faith and in the best interests of the Corporation and its shareholders by avoiding any relationship or activity that might create, or appear to create, a conflict of interest in their personal and professional relationships. Such individuals are prohibited from using their positions with the Corporation to accept excessive or inappropriate gifts or other benefits from persons doing or seeking to do business with the Corporation and the Code contains guidelines to be followed when accepting gifts or entertainment from these parties.

The Code affirms the Corporation's commitment to foster a work environment in which all individuals are treated with respect and dignity. Harassment on the basis of race, gender, sexual orientation, colour, national or ethnic origin, religion, marital status, family status, citizenship status, veteran status, age or disability is prohibited. The Code also prescribes conduct to maintain an environment that is safe and healthy.

All of Pure Technologies Ltd. employees, officers and directors are expected to comply with the Code. A specific, limited waiver of any provision of the Code may be granted to directors, officers and employees if it is determined that, based on information deemed credible and persuasive, at such a limited waiver is appropriate under the specific circumstances. If required under applicable securities legislation, conduct of a director, officer or employee that materially departs from the Code may be publicly disclosed. The Code also provides a process by which actual or potential violations of its provisions, or any other Corporation policy or legal requirement, are to be reported to the Chief Financial Officer. Inappropriate delay in reporting a suspected or discovered violation is itself a violation of the Code. The Code confirms that there will not be any reprisals against an individual for reports or complaints regarding suspected violations made in good faith.

In order to facilitate the reporting of complaints, the Audit Committee has established a Whistleblower Policy with procedures for the receipt, retention and treatment of complaints regarding actual or apparent violations of the Code and/or the Corporation's Disclosure Policy, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

OTHER BUSINESS

Management of the Corporation has no knowledge, as at the date hereof, of any business other than that mentioned in the Notice of Meeting, to be presented for action by the Corporation at the Meeting. However, the Instrument of Proxy solicited hereunder confers upon the proxy holder the discretionary right to exercise the powers conferred thereunder upon any other matters and proposals that may properly come before the Meeting, or any adjournment or adjournments thereof.

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

Management of the Corporation is not aware of any material interest of any Director or nominee for director, or senior officer or anyone who has held office as such since the beginning of the Corporation's last financial year, or any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting, except as disclosed herein.

AUDIT COMMITTEE

AUDIT COMMITTEE CHARTER

The Audit Committee of the Board of Directors operates under a written charter that sets out its responsibilities and composition requirements. The text of the Audit Committee charter is attached as Appendix "C" to this Information Circular.

COMPOSITION OF THE AUDIT COMMITTEE

As of the date hereof, the members of the Audit Committee are Michael Kanovsky, Charles Fischer and James Paulson. Mr. Kanovsky is Chairman of the Audit Committee. Mr. Kanovsky and Mr. Fischer are "independent", within the meaning set out in NI 52-110, while Mr. Paulson is not "independent". All of the members of the Audit Committee are financially literate, within the meaning set out in NI 52-110.

RELEVANT EDUCATION AND EXPERIENCE

All members of the Audit Committee have significant business experience as directors and officers of private and public companies. Their duties with these organizations include serving on audit committees, reviewing financial statements, assessing accounting principles and dealing with internal controls procedures.

AUDIT COMMITTEE OVERSIGHT

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

EXEMPTION

The Corporation is entitled to rely on the exemption in section 6.1 of NI 52-110 with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

PRE-APPROVAL POLICIES AND PROCEDURES

The engagement of non-audit services is considered and approved by the audit committee on a case-by-case basis.

COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

The Corporation compensates its executive officers through a combination of base salary, bonuses, and share options. The base salary provides an immediate cash incentive for the executive officers. Bonuses encourage and reward exceptional performance over the financial year. Share options ensure that the executive officers are motivated to achieve long term growth of the Corporation and continued increases in shareholder value. Bonuses are related to performance and may form a greater or lesser part of the entire compensation package in any given year.

Base salaries of the Chief Executive Officer, President and Chief Operating Officer, and Chief Financial Officer are set by the Board of Directors on the basis of the applicable executive officer's responsibilities, experience and past performance. An annual bonus may be paid for each fiscal year based on the Board's assessment of the Corporation's general performance and the relative contribution of each of the executive officers. The Board grants stock options from time to time based on its assessment of the appropriateness of doing so in light of the long term strategic objectives of the Corporation, its current stage of development, the need to retain or attract particular key personnel, the number of stock options already outstanding and overall market conditions.

The compensation committee of the Board was established in 2008. The Committee determines the compensation of all executive officers and provides guidance to management on compensation matters. The committee's charter is located in Appendix B of the Corporation's Annual Information Form which can be found on the Corporation's website or at www.sedar.com.

EXECUTIVE COMPENSATION

The following table sets forth, for the periods indicated, the compensation paid by the Corporation to the Chief Executive Officer, the Chief Financial Officer and the three most highly compensated executive officers whose total salary and bonus exceeded \$150,000 (the "Named Executive Officers"). During the 2009 financial year, aggregate remuneration in the amount of \$1,830,155 was paid to the Named Executive Officers.

Name and Principal Position	Year	Salary (\$)	Option-based Awards ⁽⁸⁾ (\$)	Non-equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
			Annual Incentive Plans				
Peter O. Paulson, Chief Executive Officer	2009	175,000	Nil	200,000	Nil	2,208	377,208
	2008	175,000	Nil	Nil	Nil	1,458	176,458
Karen D. Keebler, Chief Financial Officer	2009	140,000	63,477	60,000	Nil	15,730	279,207
	2008	130,000	36,480	40,000	Nil	6,500	212,980
John F. Elliott, President and Chief Operating Officer	2009	200,000	90,682	200,000	Nil	21,083	511,765
	2008	175,000	91,200	175,000	Nil	8,750	449,950
Mark Holley, President, Pure Technologies U.S. Inc. ⁽¹⁾	2009	162,132 ⁽⁴⁾	63,477	81,066 ⁽⁴⁾	Nil	16,213 ⁽⁴⁾	322,888 ⁽⁴⁾
	2008	183,420 ⁽⁵⁾	36,480	91,710 ⁽⁵⁾	Nil	15,679 ⁽⁵⁾	327,289 ⁽⁶⁾
John Rees-Stoner, Managing Director, Price Brothers (UK) Ltd. ⁽²⁾⁽³⁾	2009	238,389 ⁽⁶⁾	Nil	45,627 ⁽⁶⁾	26,147 ⁽⁶⁾	28,924 ⁽⁶⁾	339,087
	2008	158,155 ⁽⁷⁾	134,600	17,704 ⁽⁷⁾	17,384 ⁽⁷⁾	18,353 ⁽⁷⁾	346,196

COMPENSATION



Notes:

1. Pure Technologies U.S. Inc. is a wholly owned subsidiary of Pure Technologies Ltd.
2. Price Brothers (UK) Ltd. is a wholly owned subsidiary of Pure Technologies Ltd.
3. John Rees-Stoner commenced employment on May 9, 2008 on the acquisition of Price Brothers (UK) Ltd.
4. Mark Holley's figures are paid in US dollars and were translated at the December 31, 2009 closing rate of 1.0494.
5. Mark Holley's figures are paid in US dollars and were translated at the December 31, 2008 closing rate of 1.2228.
6. John Rees-Stoner's figures are paid in British Pounds and were translated at the December 31, 2009 closing rate of 1.6715.
7. John Rees-Stoner's figures are paid in British Pounds and were translated at the December 31, 2008 closing rate of 1.7704.
8. The fair value of each option grant is estimated on the date of grant using the Black-Scholes Merton option pricing model and was calculated in accordance with Section 3870 of the CICA Handbook.
9. Karen Keebler, John Elliott, and Mark Holley participated in the Corporation's employee stock purchase plan.

DIRECTORS COMPENSATION

The outside Directors of the Corporation, being Messrs. Kanovsky, Fischer and McDermid, receive \$1,000 per Board of Directors meeting attended (either by phone or in person) and \$500 per Audit Committee or Compensation Committee meeting attended (either by phone or in person) plus reimbursement for any out of pocket expenses required to attend such meeting. Mr. Paulson receives a salary of \$175,000 for the position of Chairman. The directors are eligible to receive stock options under the Corporation's stock option plan.

Name	Regular Fees Earned (\$)	Committee Fees (\$)	Incentive Plan (s)	Travel Fees (\$)	Option-Based Awards (\$)	Total (\$)
James Paulson	175,000	Nil	200,000	Nil	Nil	375,000
Michael M. Kanovsky	5,000	2,500	Nil	478	45,341	53,319
David McDermid	5,000	2,500	Nil	Nil	45,341	52,841
Charles Fischer	3,000	2,500	Nil	Nil	189,952	195,452

OTHER

No consulting fees and/or remuneration has been paid to any promoter, officer, director, other insider or any associate or affiliate thereof nor way any remuneration paid to any party for any work performed for public/investor relations.

STOCK OPTIONS

Subject to the limitations of the Plan, the Board of Directors has the authority to issue stock options to directors, officers, consultants and employees of the Corporation and its subsidiaries, including employees of a person or company that provides management services to the Corporation or its subsidiaries (a "Management Company Employee"). The purpose of the Plan is to advance the interest of the Corporation by encouraging the directors, officers, consultants and employees of the Corporation and its subsidiaries to acquire Common Shares, thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and providing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs.

A copy of the Plan is attached to this Information Circular as Appendix "B".

COMPENSATION



	Number of Securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options (\$)	Number of securities remaining available for future insurance under equity compensation plans
Equity compensation plans approved by security holders	2,876,637	2.69	3,348,410

EMPLOYEE SHARE PURCHASE PLAN

On May 4, 2005 the shareholders of the Corporation ratified and confirmed the employee share purchase plan (the "Employee Plan"), previously adopted by the Board of Directors. The Employee Plan permits each permanent employee of the Corporation to contribute up to 10% of his or her base salary to purchase Common Shares. The Corporation matches the employee contribution and the Common Shares are acquired on the open market through the facilities of a brokerage house or from participants in certain circumstances once per month. The Employee Plan is administered by the Board of Directors.

OUTSTANDING OPTION-BASED AWARDS

The following table sets forth certain information respecting the numbers and accrued value of unexercised stock options as at December 31, 2009 for the Named Executive Officers.

Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options ⁽¹⁾ (\$)
Peter O. Paulson	150,000	2.15	October 2, 2012	327,000
Karen D. Keebler	34,000	1.47	September 12, 2011	97,240
	100,000	2.15	October 2, 2012	218,000
	40,000	2.05	November 13, 2013	91,200
	35,000	4.15	November 20, 2014	6,300
John F. Elliott	34,000	1.47	September 17, 2011	97,240
	150,000	2.15	October 2, 2012	327,000
	100,000	2.05	November 13, 2013	228,000
	50,000	4.15	November 20, 2014	9,000
Mark Holley	40,000	1.75	December 19, 2010	103,200
	50,000	1.47	September 17, 2011	143,000
	100,000	2.15	October 2, 2012	218,000
	40,000	2.05	November 13, 2013	91,200
	25,000	4.15	November 20, 2014	4,500
John Rees-Stoner	100,000	3.00	May 13, 2013	133,000

Note:

The value of the unexercised "in-the-money" options has been determined by subtracting the exercise price of the options from the closing price of the Common Shares of December 31, 2009 of \$4.33, on the TSXV, and multiplying by the number of Common Shares that may be acquired upon the exercise of the options.

COMPENSATION



The following table sets forth certain information respecting the numbers and accrued value of unexercised stock options as at December 31, 2009 for the directors.

Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-Money Options ⁽¹⁾ (\$)
James Paulson	150,000	2.15	October 2, 2012	327,000
	25,000	4.15	November 20, 2014	4,500
Michael M. Kanovsky	25,000	1.76	September 9, 2010	33,500
	25,000	1.47	September 17, 2011	40,750
	25,000	2.15	October 2, 2012	23,750
	25,000	3.09	May 14, 2013	250
	25,000	4.15	November 20, 2014	4,500
David McDermid	100,000	3.09	May 14, 2013	1,000
	25,000	4.15	November 20, 2014	4,500
Charles Fischer	100,000	3.33	May 14, 2014	100,000
	25,000	4.15	November 20, 2014	4,500

Notes:

(1) The value of the unexercised "in-the-money" options has been determined by subtracting the exercise price of the options from the closing price of the Common Shares of December 31, 2009 of \$4.33, on the TSXV, and multiplying by the number of Common Shares that may be acquired upon the exercise of the options.

The following table sets forth certain information respecting the value vested or earned during the fiscal year ended December 31, 2009, with respect to incentive plan awards as at December 31, 2009 for the Name Executive Officers.

Name	Option-based Awards - Value Vested During the Year ⁽¹⁾ (\$)	Non-equity Incentive Plan Compensation - Value Earned During the Year (\$)
Peter O. Paulson	92,500	200,000
Karen D. Keebler	130,998	60,000
John F. Elliott	243,496	200,000
Mark Holley	130,998	81,066
John Rees-Stoner	10,000	37,269

Notes:

- (1) For options granted on:
- November 13, 2008 at an exercise price of \$2.05, one-third of the options vested on November 13, 2009 at a fair market value of \$3.90 per share, the previous day's closing share price.
 - May 13, 2008 at an exercise price of \$3.00, one-third of the options vested on May 13, 2009 at a fair market value of \$3.30 per share, the previous day's closing share price.
 - October 2, 2007 at an exercise price of \$2.15, one-third of the options vested on October 2, 2009 at a fair market value of \$4.00 per share, the previous day's closing share price.
 - September 18, 2006 at an exercise price of \$1.47, one-third of the options vested on September 18, 2009 at a fair market value of \$4.15 per share, the previous day's closing share price.

EMPLOYMENT AGREEMENTS – TERMINATION AND CHANGE OF CONTROL BENEFITS

Peter O. Paulson

On August 1, 1996, the Corporation entered into an employment agreement with Peter O. Paulson, for the provision of services as President and Chief Executive Officer of the Corporation. The agreement commenced on September 3, 1996 and continues for an indefinite term. The Corporation is able to terminate the agreement for just cause or following the provision of 18 months' notice.

COMPENSATION



John F. Elliott

On October 28, 2005, the Corporation entered into an employment agreement with John F. Elliott, for the provision of services as Chief Operating Officer. The agreement commenced on the same date. The Corporation is able to terminate the agreement for just cause or following the payment of a cash amount equal to two (2) times the annual compensation of the executive plus an allowance of 15% of his annual base salary in lieu of benefits. In the event of a change of control, Mr. Elliott can terminate his employment within 30 days of such an event being finalized in which case Mr. Elliott would be compensated at the same level as previously stated. In 2009, Mr. Elliott's salary in accordance with the agreement was \$200,000.

Mark W. Holley

On January 1, 2002, the Corporation entered into an employment agreement with Mark W. Holley, for the provision of services as Vice President of the Corporation. The agreement commenced on the same date. The Corporation is able to terminate the agreement for just cause or following the provision of 24 months notice. In 2002, Mr. Holley's salary in accordance with the agreement was \$85,200 USD on signing plus commission of 1.5% of gross invoiced equipment sales generated by the Corporation's U.S. subsidiary and has been adjusted by the Board of Directors on an annual basis and as of December 31, 2009 is \$154,500 USD. Mr. Holley is no longer entitled to a commission as of January 1, 2008.

In the event of a "change of control", being the acquisition of at least 51% of the outstanding common shares of Pure U.S., Mr. Holley has agreed to continue his employment with the Corporation, if requested, for an additional two years from the date of the "change of control". Under such circumstances Mr. Holley shall be entitled to receive a bonus in the amount of \$100,000 USD (\$25,000 payable upon the "change of control" and \$75,000 at the end of the two year period) plus his salary. If Mr. Holley's employment is terminated after a "change of control" has occurred but before the two year period has expired, Mr. Holley is entitled to keep the initial \$25,000, but shall not receive the additional \$75,000 as set forth above.

John Rees-Stoner

On May 9, 2008, the Corporation took over an employment agreement with John Rees-Stoner, for the provision of services as Managing Director, Price Brothers (UK) Ltd. The Corporation is able to terminate the agreement for just cause or following the payment of a cash amount equal to one and one half (1 ½) the annual compensation of the executive. In 2009, Mr. Rees-Stoner's salary in accordance with the agreement was £142,620.

None of the other officers of the Corporation are parties to a formal employment contract.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the indebtedness of the directors and executive officers the Corporation. The aggregate indebtedness of all directors and executive officers of the Corporation as at March 31, 2010, is Nil.

Name and Principal Position	Involvement of Corporation	Largest Amount Outstanding During 2009 (\$)	Amount Outstanding as at March 31, 2010 (\$)	Security for Indebtedness	Amount Forgiven During 2009 (\$)
John F. Elliott, Chief Operating Officer	Lender	28,467 ⁽¹⁾	Nil	Nil	Nil

Note:

(1) The loan to Mr. Elliott bore interest at a rate of 6% per annum and was unsecured. The loan was repaid on March 27, 2009.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS



INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed elsewhere in this Information Circular, no informed person of the Corporation, proposed director, any associate or affiliate of any informed person, proposed director, or any associate or affiliate of any informed person or proposed director, has or has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's last financial year or in any proposed transaction that has materially affected or would materially affect the Corporation or any of its subsidiaries.

ADDITIONAL INFORMATION



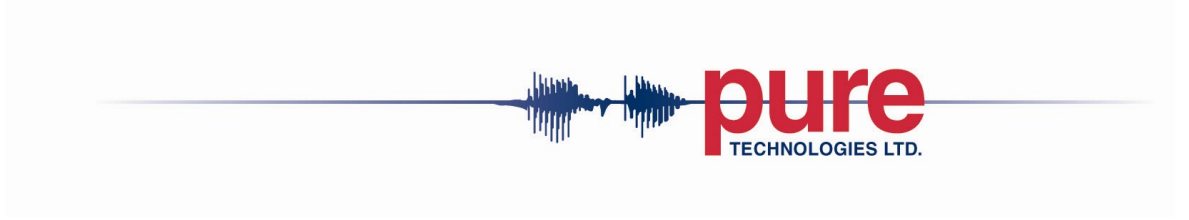
ADDITIONAL INFORMATION

Financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis for the year end December 31, 2009. The Corporation will provide, without charge to a security holder, a copy of the Corporation's Annual Report to shareholders containing the comparative financial statements for the year ended December 31, 2008 together with the Auditors' Report thereon and Management's Discussion and Analysis, Annual Information Form, interim financial statements for subsequent periods, and the Information Circular upon request to the Corporate Secretary, c/o 300, 705 – 11th Ave. S.W., Calgary, AB, T2R 0E9. Phone (403) 266-6794, fax (403) 266-6570 or e-mail info@puretechnologiesltd.com.

Additional information about the Corporation can be found on SEDAR at www.sedar.com.

DIRECTORS' APPROVAL

The Board of Directors has approved the contents and the sending of this Information Circular.



APPENDIX A

Statement of Corporate Governance Practices

PURE TECHNOLOGIES LTD.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Form 58-101F2 – Continuous Governance Disclosure	The Corporation's Practices
1. Board of Directors (a) Disclose the identity of directors who are independent (b) Disclose the identity of directors who are not independent, and describe the basis for that determination.	The Board of Directors is comprised of five persons. The independent directors are Mr. Michael Kanovsky, Mr. David McDermid, and Mr. Charles Fischer. Mr. Peter Paulson is not independent as he is the Chief Executive Officer of the Corporation and receives direct remuneration as such. Mr. James Paulson is not independent as he receives direct remuneration in his capacity as Chairman.
2. Directorships (a) If a director is presently a director of any other issuer that is a reporting issuer in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	Mr. Michael Kanovsky is currently a director of Argosy Energy Inc., Devon Energy Corporation, ARC Energy Trust, Bonavista Energy Trust and TransAlta Corporation. Mr. Fischer is currently a director of Enbridge Inc.
3. Orientation and Continuing Education (a) Describe what steps, if any, the board takes to orient new members, and describe any measures the board takes to provide continuing education for directors.	It is the Board's intention that as and when a new nominee for election or appointment is identified, it will ensure that a full program of orientation and education is provided for the nominee, including (but not limited to) provision of a complete corporate history as well as information regarding the Corporation's business and operations. Senior management makes regular presentations to the Board on the main areas of the Corporation's business. The Audit Committee is constantly updated on changes in accounting rules and their application to the Corporation.
4. Ethical Business Conduct (a) Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.	The Board of Directors encourages and promotes a culture of ethical business conduct through communication and supervision as part of their overall stewardship responsibility. The Board of Directors believes that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which a director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

5. Nomination of Directors

(a) Disclose what steps, if any, are taken to identify new candidates for board nomination.

The Board of Directors regularly considers its size when it considers the number of directors to recommend to the Shareholders for election at the annual and special meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience. There is no formal procedure for the nomination of Directors of the Corporation. However, the Board of Directors considers potential future members as part of its succession planning.

6. Compensation

(a) Disclose what steps, if any, are taken to determine compensation for the directors and CEO.

The Board has appointed a Compensation Committee to oversee the directors and senior officers' compensation including incentive payments, salary structure, and benefit plans. See the heading "Directors Compensation" in the Circular for information on the compensation paid to outside directors.

7. Other Board Committees

(a) If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

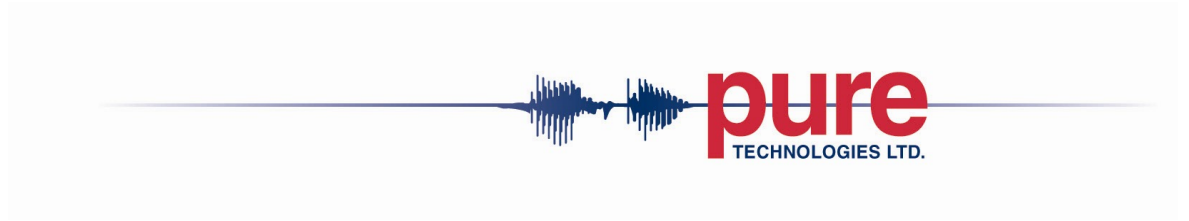
The Board of Directors has formally appointed only an Audit and Compensation Committee and has no other committees in place at this time.

8. Assessments

(a) Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.

Due to the relatively small size of the Corporation's board of directors, the Board of Directors has not established a formal policy to monitor the effectiveness of the directors, the Board and its committees. The Board of Directors encourages discussions among its members regarding the composition of the Board of Directors the ability of the Board to engage in effective decision-making and the competencies and skills that the Board of Directors should possess.

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APPENDIX B

Stock Option Plan (the “Plan”)

PURE TECHNOLOGIES LTD.

STOCK OPTION PLAN (the "Plan")

(a) Purpose

The purpose of the Stock Option Plan (the "Plan") of Pure Technologies Ltd., a corporation incorporated under the *Business Corporations Act* (Alberta) (the "Corporation"), is to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation, and of its subsidiaries and affiliates, to acquire shares in the Corporation, thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs.

(b) Administration

The Plan shall be administered by the Board of Directors or by a special committee of the directors appointed from time to time by the Board of Directors pursuant to rules of procedure fixed by the Board of Directors (such committee or, if no such committee is appointed, the Board of Directors is hereinafter referred to as the "Board"). A majority of the Board shall constitute a quorum, and the acts of a majority of the directors present at any meeting at which a quorum is present, or acts unanimously approved in writing, shall be the acts of the Board.

Subject to the provisions of the Plan, the Board shall have authority to construe and interpret the Plan and all option agreements entered into hereunder, to define the terms used in the Plan and in all option agreements entered into hereunder, to prescribe, amend and rescind rules and regulations relating to the Plan and to make all other determinations necessary or advisable for the administration of the Plan. All determinations and interpretations made by the Board shall be binding and conclusive on all participants in the Plan and on their legal personal representatives and beneficiaries.

Each option granted hereunder shall be evidenced by an agreement in writing, signed on behalf of the Corporation and by the optionee, in such form as the Board shall approve. Each such agreement shall recite that it is subject to the provisions of this Plan.

(c) Stock Exchange Rules

All options granted pursuant to this Plan, the administration of and any amendments to the Plan, shall be subject to the rules and policies of any stock exchange or exchanges on which the common shares of the Corporation are then listed and any other regulatory body having jurisdiction hereinafter (collectively referred to as, the "Exchange").

(d) Shares Subject to Plan

Subject to adjustment as provided in Section (o) hereof, the shares to be offered under the Plan shall consist of shares of the Corporation's authorized but unissued common shares. The aggregate number of shares issuable upon the exercise of all options granted under the Plan shall not exceed 10% of the issued and outstanding common shares of the Corporation at the time of such option grant. If any option granted hereunder shall expire or terminate for any reason in accordance with the terms of the Plan without being exercised, the un-purchased shares subject thereto shall again be available for the purpose of this Plan.

(e) Maintenance of Sufficient Capital

The Corporation shall at all times during the term of the Plan reserve and keep available such numbers of shares as will be sufficient to satisfy the requirements of the Plan.

(f) Eligibility and Participation

Directors, officers, consultants, and employees of the Corporation or its subsidiaries, and employees of a person or company which provides management services (excluding investor relations services) to the Corporation or its subsidiaries ("Management Company Employees") shall be eligible for selection to participate in the Plan (such persons hereinafter collectively referred to as "Participants").

Subject to compliance with applicable requirements of the Exchange, Participants may elect to hold options granted to them in an incorporated entity wholly owned by them and such entity shall be bound by the Plan in the same manner as if the options were held by the Participant.

Subject to the terms hereof, the Board shall determine to whom options shall be granted, the terms and provisions of the respective option agreements, the time or times at which such options shall be granted and vested, and the number of shares to be subject to each option. In the case of employees or consultants of the Corporation or Management Company Employees, the option agreements to which they are party must contain a representation of the Corporation that such employee, consultant or Management Company Employee, as the case may be, is a bona fide employee, consultant or Management Company Employee of the Corporation or its subsidiaries.

A Participant who has been granted an option may, if he is otherwise eligible, and if permitted under the policies of the Exchange, be granted an additional option or options if the Board shall so determine.

(g) Exercise Price

1. The exercise price of the shares subject to each option shall be determined by the Board, subject to applicable Exchange approval, at the time such option is granted. In no event shall such price be lower than the price permitted by the Exchange.
2. Once the exercise price has been determined by the Board, accepted by the Exchange and the option has been granted, the exercise price of an option may only be reduced, in the case of options held by insiders of the Corporation (as defined by the Exchange), if disinterested shareholder approval is obtained at a meeting of the shareholders of the Corporation.

(h) Number of Optioned Shares

The number of shares subject to an option granted to any one Participant shall be determined by the Board, but no one Participant shall be granted an option which shall cause the Participant to hold greater than the maximum number of options permitted by the Exchange as follows:

1. no more than 2% of the issued shares of the Company may be granted to any one Consultant in any 12 month period.
2. no more than an aggregate of 2% of the issued shares of the Company may be granted to an employee conducting Investor Relations activities, in any 12 month period.
3. no more than 5% of the issued shares of the Company may be granted to any one individual in any 12 month period.

(i) Duration of Option

Each option and all rights there under shall be expressed to expire on the date set out in the option agreement and shall be subject to earlier termination as provided in Sections (j) and (k).

(j) Option Period, Consideration, Payment and Hold Period

1. The option period shall be a period of time fixed by the Board not to exceed the maximum period of time permitted by the Exchange, provided that the option period shall be reduced with respect to any option as provided in Sections (j) and (k) covering cessation as a director, officer, consultant, employee or Management Company Employee of the Corporation or its subsidiaries, or death of the Participant.
2. Subject to the policies of the Exchange, at the date of grant the Board may impose any conditions or restrictions on vesting or the ability of a holder to exercise such option.
3. Options which have vested, may be exercised in whole or in part at any time and from time to time during the option period. To the extent required by the Exchange, no options may be

exercised under this Plan until this Plan has been approved by a resolution duly passed by the shareholders of the Corporation.

4. Except as set forth in Sections 11 and 12, no option may be exercised unless the Participant is at the time of such exercise a director, officer, consultant, or employee of the Corporation or any of its subsidiaries, or a Management Company Employee of the Corporation or any of its subsidiaries.
5. The exercise of any option will be contingent upon receipt by the Corporation at its head office of a written notice of exercise, specifying the number of common shares with respect to which the option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such common shares with respect to which the option is exercised. No Participant or his legal representatives, legatees or distributees will be, or will be deemed to be, a holder of any shares subject to an option under this Plan, unless and until the certificates for such shares are issued to him or them under the terms of the Plan.
6. All options granted pursuant to the Plan and any common shares issuable upon the exercise thereof shall bear such legend as required by the Exchange.

(k) Ceasing To Be a Director, Officer, Consultant or Employee

If a Participant shall cease to hold the position or positions of director, officer, employee or consultant of the Corporation or any of its subsidiaries or a Management Company Employee for any reason other than death of the Participant, he may exercise his option to the extent that he was entitled to exercise it at the date of such cessation, but only within 90 days after his ceasing to hold the position or positions of director, officer, employee or consultant of the Corporation or any of its subsidiaries as the case may be, and ceases to actively perform services for the Corporation or any of its subsidiaries which includes the carrying on of all of the usual and customary day to day duties of the job for the normal and scheduled number of hours in each working day; the foregoing to apply whether or not adequate or proper notice of termination shall have been provided by the Corporation or its affiliates a Management Company Employee in respect of the termination, unless such Participant was engaged in investor relations activities in which case, only within 30 days after the cessation of his services to the Corporation.

Nothing contained in the Plan, nor in any option granted pursuant to the Plan, shall as such confer upon any Participant any right with respect to continuance as a director, officer, consultant, employee or Management Company Employee of the Corporation or of any of its subsidiaries or affiliates.

(l) Death of Participant

In the event of the death of a Participant, the option previously granted to him shall be exercisable only within the one (1) year after such death and then only:

1. by the person or persons to whom the Participant's rights under the option shall pass by the Participant's will or the laws of descent and distribution; and
2. if and to the extent that he was entitled to exercise the Option at the date of his death.

(m) Rights of Optionee

No person entitled to exercise any option granted under the Plan shall have any of the rights or privileges of a shareholder of the Corporation in respect of any shares issuable upon exercise of such option until certificates representing such shares shall have been issued and delivered.

(n) Proceeds from Sale of Shares

The proceeds from sale of shares issued upon the exercise of options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the Board may determine.

(o) Adjustments

If the outstanding shares of the Corporation are increased, decreased, changed into or exchanged for a different number or kind of shares of securities of the Corporation through re-organization, merger, re-capitalization, re-classification, stock dividend, subdivision or consolidation, an appropriate and proportionate adjustment shall be made by the Board in its discretion in the number or kind of shares optioned and the exercise price per share, as regards to previously granted and unexercised options or portions thereof, and as regards to options which may be granted subsequent to any such change in the Corporation's capital.

Upon the liquidation or dissolution of the Corporation or upon a re-organization, merger or consolidation of the Corporation with one or more corporations as a result of which the Corporation is not the surviving corporation, or upon the sale of substantially all of the property or more than eighty (80%) percent of the then outstanding shares of the Corporation to another corporation, the Plan shall terminate, and any options theretofore granted hereunder shall terminate unless provision is made in writing in connection with such transaction for the continuance of the Plan and for the assumption of options theretofore granted, or the substitution for such options of new options covering the shares of a successor employer corporation, or a parent or subsidiary thereof, with appropriate adjustments as to number and kind of shares and exercise prices, in which event the Plan and options theretofore granted shall continue in the manner and upon the terms so provided. If the Plan and unexercised options shall terminate pursuant to the foregoing sentence, the shares subject to all options granted shall immediately vest and all Participants then entitled to exercise an unexercised portion of options then outstanding shall have the right at such time immediately prior to consummation of the event which results in the termination of the Plan as the Corporation shall designate, to exercise their options to the full extent not theretofore exercised.

Adjustments under this Section shall be made by the Board whose determination as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. No fractional share shall be required to be issued under the Plan on any such adjustment.

(p) Transferability

All benefits, rights and options accruing to any Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein or the extent, if any, permitted by the Exchange. During the lifetime of a Participant any benefits, rights and options may only be exercised by the Participant.

(q) Amendment and Termination of Plan

Subject to applicable rules and approval of the Exchange, the Board may, at any time, suspend or terminate the Plan. Subject to applicable rules and approval of the Exchange, the Board may also at any time amend or revise the terms of the Plan, provided that no such amendment or revision shall alter the terms of any options theretofore granted under the Plan.

(r) Necessary Approvals

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

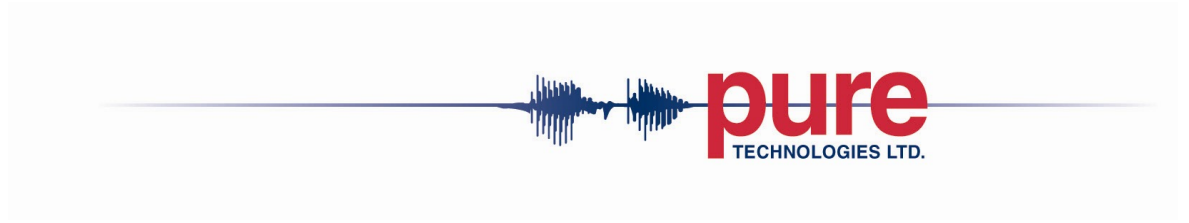
(s) Effective Date of Plan

The Plan has been adopted by the Board of the Corporation subject to the approval of the Exchange and, if so approved, the Plan shall become effective upon such approval being obtained.

(t) Interpretation

The Plan will be governed by and construed in accordance with the laws of the Province of Alberta.

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APPENDIX C

Audit Committee Charter

PURE TECHNOLOGIES LTD.

AUDIT COMMITTEE CHARTER

1. Purpose

The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing: the financial reports and other financial information provided by the Company to any governmental body or the public; the Company's systems of internal controls regarding finance, accounting, legal compliance and ethics that management and the Board have established; and the Company's auditing, accounting and financial reporting processes generally. Consistent with this function, the Audit Committee should encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting process and internal control system;
- Review and appraise the audit efforts of the Company's independent accountants;
- Provide an open avenue of communication among the independent accountants, financial and senior management and the Board of Directors.

2. Composition

The Audit Committee shall be comprised of three or more directors as determined by the Board, two of which shall be independent directors, and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. All members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Committee shall have accounting or related financial management expertise.

The members of the Committee shall be elected by the Board annually or until their successors shall be duly elected and qualified. The members may designate a Chair by majority vote of the full Committee membership.

The Chairperson of the Committee shall be an independent Director.

3. Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Committee should meet at least annually with management and the independent accountants in separate sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately.

4. Authority

The Audit Committee has the authority to:

- a) Engage independent counsel and other advisors as it determines necessary to carry out its duties;
- b) To set and pay the compensation for any advisors employed by the audit committee;
- c) To communicated directly with the internal and external auditors.

5. Responsibilities and Duties

To fulfill its responsibilities and duties the Audit Committee shall:

DOCUMENTS / REPORTS REVIEW

- a) Review and update this Charter periodically, at least annually;
- b) Review the organization's annual financial statements and any reports (including any earnings press releases) or other financial information submitted to any governmental body, or the public, including any report, opinion, or review rendered by the independent accountants;
- c) Review with financial management and the independent accountants the Management Discussion and Analysis and Annual Information Form prior to filing.

INDEPENDENT ACCOUNTANTS

- a) Recommend to the Board of Directors the selection of independent accountants, considering independence and effectiveness and approve the fees and other compensation to be paid to the independent accountants. On an annual basis the Committee should review and discuss with the accountants all significant relationships the accountants have with the Company to determine the accountants' independence;
- b) Review the performance of the independent accountants and approve any proposed discharge of the independent accountants when circumstances warrant;
- c) Periodically consult with the independent accountants out of the presence of management about internal controls and fullness and accuracy of the organization's financial statements.
- d) Pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the external auditor. The Audit Committee may satisfy the pre-approval requirement by either delegating to one or more members of the Audit Committee the authority to pre-approve non-audit services or adopting specific policies and procedures for the engagement of non-audit services.

FINANCIAL REPORTING PROCESS

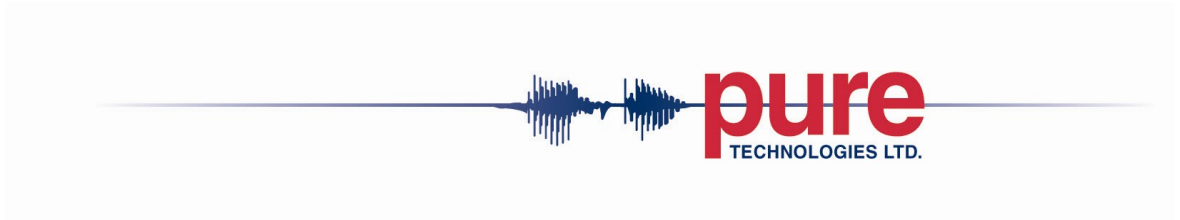
- a) In consultation with the independent accountants review the integrity of the organization's financial reporting processes, both internal and external;
- b) Consider the independent accountants' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- c) Consider and approve, if appropriate, major changes to the Company's accounting principles and practices as suggested by the independent accountants and management.

PROCESS IMPROVEMENT

- a) Establish regular and separate systems of reporting to the Audit Committee by each of management and the independent accountants regarding any significant judgments made in management's preparation of the financial statements and the view of each as to the appropriateness of such judgments;
- b) Following completion of the annual audit, review separately with each of management and the independent accountants any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- c) Review any significant disagreement among management and the independent accountants in connection with the preparation of the financial statements;
- d) Review with the independent accountants and management the extent to which changes or improvements in financial or accounting practices as approved by the Audit Committee have been implemented.

ETHICAL AND LEGAL COMPLIANCE

- a) Establish, review and update periodically a Code of Ethical Conduct and ensure that management has established a system to enforce this Code;
- b) Review management's monitoring of the Company's compliance with the organization's Ethical Code, and ensure that management has the proper review system in place to ensure that the Company's financial statements, reports and other financial information disseminated to governmental organizations, and the public satisfy legal requirements;
- c) Establish procedures for the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters
- d) Establish procedures for the confidential, anonymous submission by employees of the Corporation regarding questionable accounting or auditing matters
- e) Review with the organization's counsel legal compliance matters as appropriate;
- f) Review with the organization's counsel any legal matter that could have a significant impact on the financial statements;
- g) Review and approve hiring policies regarding partners, employees and former partners and employees of the present and former external auditor
- h) Perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Committee or the Board deems necessary or appropriate.



APPENDIX D

Compensation Committee Charter

PURE TECHNOLOGIES LTD.
COMPENSATION COMMITTEE CHARTER

1. Purpose

The purpose of the Compensation Committee is to discharge the responsibilities of the Company's Board relating to compensation of Pure's executives and staff. The Committee determines compensation of all of Pure's senior officers and provides guidance to management on general compensation matters. The Committee holds meetings as required. The Committee also works closely with Pure's management on its employee stock option program, seeking to balance the trade-off between attracting, retaining, and rewarding a high-performing work force and shareholder dilution.

2. Membership and attendance at meetings

- a) The members of the Committee shall consist of 3 directors appointed by the Board.
- b) The chair of the Committee shall be designated by the Board.
- c) Attendance by invitation at all or a portion of the Committee meetings is determined by the Committee chair or its members and would normally include the Chief Executive Officer or the Chief Financial Officer, and such other corporate officers or support staff as may be deemed appropriate.

3. Responsibility

- a) Conduct a periodic review, not less than annually, of Pure's officers' salaries, general salary structure and employee benefit plans, including the employee stock purchase plan and stock options grants.
- b) Review incentive bonus arrangements for senior officers and overall incentive program for staff.
- c) Ensure compliance with compensation disclosure requirements and approves the report on executive compensation for the Management Information Circular.
- d) Reviews the adequacy of director compensation and ensures that it realistically reflects the responsibilities and risk involved in being an effective director.
- e) Reviews senior officer performance and succession plans with the Board annually.
- f) At the request of the Board, consider any other matters which would assist the directors to meet their responsibilities regarding compensation matters.
- g) Report to the Board as required.

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