



Matrikon

Suite 1800, 10405 Jasper Avenue
Edmonton, AB T5J 3N4

NOTICE OF THE 2002 ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN to the holders of common shares (the "Common Shares") in the capital stock of Matrikon Inc. (the "Corporation") that the 2002 annual general meeting (the "Meeting") of Shareholders will be held at the Matrikon Corporate Offices, Main Training Centre, Suite 1800, 10405 Jasper Avenue, Edmonton, Alberta, at the hour of 3:00 p.m. (Edmonton time) on January 21, 2003 to:

1. receive and consider the audited financial statements of the Corporation for the fiscal year ended August 31, 2002 (the "Financial Statements") together with auditors report thereon;
2. elect the directors for the ensuing year;
3. appoint auditors for the ensuing year and authorize the directors to fix their remuneration;
4. transact such other business as may properly be transacted at the Meeting or any adjournment(s) thereof.

The Financial Statements, together with the auditor's report thereon, form part of the Annual Report of the Corporation, a copy of which accompanies this notice. Details of all matters proposed to be put before the Meeting are set forth in the accompanying proxy Management Information Circular. Holders of record of Common Shares at the close of business on December 17, 2002 will be entitled to vote at the Meeting.

SHAREHOLDERS OF THE CORPORATION WHO ARE UNABLE TO ATTEND THE MEETING IN PERSON ARE REQUESTED TO DATE AND SIGN THE ENCLOSED FORM OF PROXY AND TO MAIL IT TO OR DEPOSIT IT WITH COMPUTERSHARE TRUST COMPANY OF CANADA, CORPORATE SERVICES, 970, CANADIAN WESTERN BANK PLACE, 10303 JASPER AVENUE, EDMONTON, ALBERTA, T5J 3N6. IN ORDER TO BE VALID AND ACTED UPON AT THE MEETING, FORMS OF PROXY MUST BE RETURNED TO THE AFORESAID ADDRESS NO LATER THAN 48 HOURS (EXCLUDING SATURDAYS AND HOLIDAYS) BEFORE THE TIME SET FOR THE HOLDING OF THE MEETING OR ANY ADJOURNMENT THEREOF.

DATED at the City of Edmonton in the Province of Alberta, this 19th day of December, 2002.

BY THE ORDER OF THE BOARD OF DIRECTORS

Per:

NIZAR J. SOMJI
PRESIDENT AND CHIEF EXECUTIVE OFFICER



MANAGEMENT INFORMATION CIRCULAR

INFORMATION PROVIDED AS AT DECEMBER 2, 2002 FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE CORPORATION TO BE HELD ON TUESDAY, JANUARY 21, 2003.

SOLICITATION OF PROXIES

This Information Circular is provided in connection with the solicitation by the management of Matrikon Inc. ("Matrikon" or the "Corporation") of proxies to be used at the annual general meeting of the shareholders of the Corporation (the "Meeting") to be held on Tuesday, the 21st of January, 2003, at the hour of 3:00 p.m. (Edmonton time) at Matrikon Corporate Offices, Main Training Centre, Suite 1800, 10405 Jasper Avenue, Edmonton, Alberta for the purposes set forth in the accompanying Notice of Meeting, and at any adjournments thereof.

Proxies will be solicited primarily by mail, but may also be solicited by personal interviews, fax or telephone by representatives of management who will not be compensated therefor. The cost of solicitation will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named as proxyholders in the accompanying forms of proxy are directors or officers of the Corporation.

A shareholder has the right to appoint a person or company (who need not be a shareholder of the Corporation), other than the persons designated in the accompanying form of proxy, to represent the shareholder at the meeting. Such right may be exercised by inserting the name of such person or company in the blank space provided in the proxy or by completing another form of proxy. The completed proxies should be deposited with the Corporation's registrar and transfer agent, Computershare Trust Company of Canada, 970, Canadian Western Bank Place, 10303 Jasper Avenue, Edmonton, Alberta, T5J 3N6, not later than 48 hours prior to the meeting, or any adjournment of the meeting, at which the proxy is to be used.

The proxy must be signed by the shareholder or by his or her attorney in writing, or if the shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

A shareholder who has given a proxy pursuant to this solicitation may revoke it at any time prior to its use by an instrument in writing, executed by the shareholder or his or her attorney authorized in writing, and deposited either at the offices of the Corporation, Suite 1800, 10405 Jasper Avenue, Edmonton, Alberta, T5J 3N4, fax (780) 448-9191 at any time up to and including the last business day preceding the day of the Meeting, or any adjournments thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting, or adjournment thereof, or in any manner permitted by law.

Only registered holders of common shares of the Corporation, or the persons they appoint as their proxies, are permitted to attend and vote at the meeting. However, in many cases, common shares of the Corporation beneficially owned by a holder (a "Non-Registered Holder") are registered either:

- (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or
- (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or CDS).

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the notice of meeting, this Information Circular, the form of proxy, and the annual report (collectively, the “meeting materials”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward meeting materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Typically, Intermediaries will use a service company (such as ADP Independent Investor Communications Corporation (“IICC”)) to forward the meeting materials to Non-Registered Holders.

Generally, Non-Registered Holders who have not waived the right to receive meeting materials will:

- (a) have received as part of the meeting materials a voting instruction form which must be completed, signed and delivered by the Non-Registered Holder in accordance with the directions on the voting instruction form; or
- (b) less typically, be given a 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 uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with Matrikon c/o Computershare Trust Company of Canada, 970, Canadian Western Bank Place, 10303 Jasper Avenue, Edmonton, Alberta, T5J 3N6, as described above.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the shares they beneficially own. Should a Non-Registered Holder wish to attend and vote at the meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder’s (or such other person’s) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. ***In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies.***

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed proxy will vote the shares in respect of which they are appointed. Where directions are given by the shareholder in respect of voting for or against any resolution, the person named will do so in accordance with such direction.

IN THE ABSENCE OF ANY DIRECTION IN THE PROXIES, IT IS INTENDED THAT SUCH SHARES WILL BE VOTED IN FAVOUR OF THE MOTIONS PROPOSED TO BE MADE AT THE MEETING AS LISTED IN THE NOTICE OF MEETING. The Instrument of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this Information Circular, management of the Corporation is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

The record date fixed by the directors of the Corporation for determination of shareholders entitled to receive notice of this Meeting of shareholders is the close of business on December 17, 2002 (the “Record Date”). All shareholders owning shares in the Corporation on the Record Date are entitled to vote at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Corporation is authorized to issue an unlimited number of common shares (the “Common Shares”) and an unlimited number of preferred shares (the “Preferred Shares”) (the Common Shares and Preferred Shares together are hereinafter referred to as the “Shares”).

As at December 2, 2002, 24,227,742 Common Shares and no Preferred Shares were issued and outstanding as fully paid and non-assessable. Each Common Share of the Corporation carries the right to one vote at the Meeting. Only those shareholders of record on the Record Date shall be entitled to vote the Common Shares owned by the shareholder at the forthcoming Meeting or any adjournments thereof, in person or by proxy, except to the extent that:

- (a) the shareholder has transferred the ownership of any of his Common Shares after the Record Date; and

(b) the transferee of those Common Shares:

- (i) produces properly endorsed share certificates evidencing the transfer of the Common Shares, or
- (ii) otherwise establishes that he owns the Common Shares, and

demands, not later than ten (10) days before the Meeting, that his name be included in the list of shareholders entitled to receive Notice of the Meeting, such list having been prepared as of the Record Date;

in which case the transferee is entitled to vote his Common Shares at the Meeting, or any adjournment thereof.

Voting at the Meeting shall be by show of hands, except when a ballot is demanded by a shareholder or proxy holder entitled to vote at the Meeting.

To the knowledge of the directors and senior officers of the Corporation, as at the date hereof, no person or corporation beneficially owns, directly or indirectly, or exercises control or direction over Common Shares carrying more than 10% of the voting rights attached to all Common Shares of the Corporation other than:

Name	Number of Common Shares Owned Directly or Indirectly or Over Which Control or Direction is Exercised	Percentage of Issued and Outstanding Common Shares as of December 2, 2002
Nizar J. Somji Edmonton, Alberta	13,095,600	54.1%

QUORUM

A quorum for the transaction of business at the Meeting shall be at least two persons present in person, each being a shareholder entitled to vote thereat, or a duly appointed proxy or representative for any absent shareholder so entitled, and representing in the aggregate not less than five (5%) percent of the outstanding Common Shares of the Corporation carrying voting rights at the Meeting. If a quorum is present at the opening of the Meeting, the shareholders present or represented may proceed with the business of the Meeting notwithstanding that a quorum is not present throughout the Meeting. If within one hour of the time appointed for the holding of the Meeting, as set forth in the accompanying Notice of Meeting, a quorum is not present, the shareholders personally present or represented at the Meeting may adjourn the Meeting to a fixed time (which time shall not be less than seven days or more than one month from the time of the adjourned Meeting) at the same place as the adjourned Meeting but may not transact any other business.

BUSINESS TO BE CONDUCTED AT THE MEETING

1. CONSIDERATION OF FINANCIAL STATEMENTS

The audited financial statements of Matrikon for the year ended August 31, 2002 contained in the enclosed Annual Report will be placed before the shareholders for their consideration at the Meeting.

2. ELECTION OF DIRECTORS

The Articles of the Corporation require a minimum of 3 and a maximum of 15 directors. The board of directors (the "Board") of the Corporation currently consists of 7 directors. Management will propose the 7 persons named below as nominees for election as directors until the next succeeding annual meeting of the shareholders or until their successors are elected or appointed. Management has no reason to believe that any nominee will be unable to serve as director.

Name and Municipality of Residence	Principal Occupation	Director Since	Number of Common Shares Held Directly or Indirectly Over Which Control and Direction is Exercised
Hugh J. Bolton ❶ ❷ ❸ Edmonton, Alberta	Chairman of EPCOR Utilities Inc.	March 29, 2001	15,000
C. Kent Jespersen ❸ Calgary, Alberta	Chairman, La Jolla Resources International Ltd.	March 29, 2001	12,000
Robert L. Moore ❷ Tustin, California	Independent Consultant	March 29, 2001	50,000
Michael B. Percy ❷ Edmonton, Alberta	Dean of the Faculty of Business, University of Alberta	March 29, 2001	2,000
Janice G. Rennie Edmonton, Alberta	Principal, Rennie & Associates	-	-
Nizar J. Somji Edmonton, Alberta	President, Chief Executive Officer of Matrikon	March 29, 2001	13,095,600
John Zaozimy ❸ Calgary, Alberta	Counsel to McCarthy Tetrault and Vice-Chairman of Canaccord Capital Corp.	March 29, 2001	32,100

Notes:

- ❶ Chairman of the Board of Matrikon Inc.
- ❷ Member of the Audit Committee.
- ❸ Member of the Compensation & Governance Committee.

Janice G. Rennie's principal occupations within the preceding five years are as follows:

- June 1996 to Present: Principal, Rennie & Associates (consultants)
- July 2000 to Present: Owner, Secretary-Treasurer, Tire-Ex and Rocky Mountain Air Compressors Ltd. (tire shop supplies, equipment and compressors – distribution, repair and fabrication)
- 1997 to 1999: President, Research Technology Management Inc. (investment services)
- prior thereto, President Princeton Developments Ltd. and Bellanca Developments Ltd. (property development)
- Also, presently a corporate director to Nova Chemicals, EPCOR, Canadian Hotel Income Properties, Tire-Ex Supply Ltd, Rocky Mountain Air.

IF ANY OF THE ABOVE NOMINEES IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR ANOTHER NOMINEE AT THEIR DISCRETION UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS SHARES ARE TO BE WITHHELD FROM VOTING IN THE ELECTION OF DIRECTORS.

3. APPOINTMENT OF AUDITORS

The Board of Directors has approved the retention of KPMG, LLP as the Corporation's independent auditors for the 2003 fiscal year. The shareholders will be asked at the Meeting to vote in favour of the appointment of KPMG, LLP, of Edmonton, Alberta, as the auditors of the Corporation, for the 2003 fiscal year and to authorize the directors to fix their remuneration. The persons designated in the enclosed form of proxy intend to vote for the re-appointment of KPMG, LLP as auditors of the Corporation, unless instructed otherwise. KPMG, LLP have been the auditors of the Corporation since March 29, 2001.

STATEMENT OF EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

The following table sets forth the aggregate compensation paid for services provided to the Corporation for the past two fiscal years to the five highest paid officers of Matrikon (the “Named Executive Officers”) of the Corporation. All of the Named Executive Officers were employed by Matrikon Inc. prior to the acquisition of TigrSoft (“Old Matrikon”). As Old Matrikon was not a reporting issuer in any jurisdiction prior to fiscal 2001, no previous year’ information is provided. The line item listed in the Corporation’s Consolidated Statements of Income and Retained Earnings for the year ended August 31, 2001 as “Management Compensation” was paid purely on the basis of shareholdings to shareholders in Old Matrikon before the acquisition of TigrSoft, and is therefore not executive compensation and not included in the disclosure below.

Name	Fiscal Year	Annual Compensation			Long-Term Compensation	All Other Compensation (\$)
		Salary (\$)	Bonus/Commissions (\$)	Other Annual Compensation (\$)	Securities Under Options Granted (# of Common Shares)	
Nizar J. Somji President and CEO	2002	180,000	318,193	NIL	NIL	NIL
	2001	168,000	170,000	NIL	NIL	NIL
Amin Rawji Executive Vice-President	2002	150,000	267,875	NIL	NIL	NIL
	2001	140,000 ^①	105,000	NIL	NIL	NIL
Dilip Kembhavi Vice-President	2002	120,000	143,207	NIL	NIL	NIL
	2001	152,083	88,000	NIL	NIL	NIL
Bijan Shams Vice-President	2002	120,000	80,000	NIL	91,584	NIL
	2001	123,333	40,000	NIL	183,168	NIL
Shafin U. Kanji Chief Financial Officer	2002	140,000	106,110	NIL	61,863	NIL
	2001	122,000	40,000	NIL	123,726	NIL

Note:

- ① Prior to January 1, 2001, Mr. Rawji’s services were provided to Old Matrikon under the terms of a management services agreement between Old Matrikon and 716518 Alberta Limited, a private company that is wholly-owned by Mr. Rawji.

OPTION GRANTS DURING THE YEAR ENDED AUGUST 31, 2002

The following table sets forth the particulars of the individual grant of options to purchase Common Shares of the Corporation made to the Named Executive Officers who were granted options during the fiscal year ended August 31, 2002.

Name	Common Shares Under Options Granted ^①	% of Total Options Granted to Employees During Year Ended August 31, 2002	Exercise or Base Price (\$/Common Share)	Market Value of Securities Underlying Options on the Date of Grant (\$/Common Share)	Expiration Date
Bijan Shams	91,584 ^②	9.0%	2.01	2.00	July 19, 2007
Shafin U. Kanji	61,863 ^②	6.1%	2.01	2.00	July 19, 2007

Notes:

- ① The options were granted under the Corporation’s Stock Option Plan.
 ② The award is fully exercisable as at the date of grant.

AGGREGATED OPTION EXERCISES DURING THE YEAR ENDED AUGUST 31, 2002 AND FINANCIAL YEAR-END OPTION VALUES

As indicated below, some of the Named Executive Officers exercised options to acquire Common Shares during the fiscal year of the Corporation ended August 31, 2002.

Name	Securities Acquired on Exercise	Aggregate Value Realized ^①	Unexercised Options at Financial Year-End Exercisable/Unexercisable	Value of Unexercised In-the-Money Options at Financial Year-End Exercisable/Unexercisable
Nizar J. Somji	NIL	NIL	NIL	N/A
Amin Rawji	NIL	NIL	NIL/NIL	N/A
Dilip M. Kembhavi	NIL	NIL	60,000/NIL	NIL/NIL
Bijan Shams	NIL	NIL	91,584/NIL	NIL/NIL
Shafin U. Kanji	NIL	NIL	61,863/NIL	NIL/NIL

Note:

- ① Based on the August 31, 2002 closing price on the Toronto Stock Exchange of \$1.95.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the Corporation's directors or senior officers, or any associate or controlled corporation of any such person, has any direct or indirect material interest in any of the matters to be acted upon at the Meeting other than the election of directors.

REPORT ON EXECUTIVE COMPENSATION

The Corporation's compensation program for all executive officers is administered by the Compensation and Governance Committee of the Board of Directors which is presently composed of three non-employee directors, C. Kent Jespersen (Committee Chairman), Hugh Bolton and John Zaozirny.

The primary objectives of the Corporation's compensation program are to enable the Corporation to attract, motivate and retain outstanding individuals and to align their success with that of the Corporation's shareholders through the achievement of strategic corporate objectives and creation of shareholder value. The level of compensation paid to an executive is based on the executive's overall experience, responsibility and performance. The Committee also considers the compensation levels of similar positions in the business services (computer software and processing) and other industries in Canada. Compensation of executive officers is comprised of three elements: base salary (30-40% of total compensation), long-term incentive (10-20%) and short-term incentives in the form of cash bonuses (50-60%). The Corporation uses parameters such as revenue and earnings growth as compensation measurements.

The Corporation's executive compensation program consists of a base salary, a performance-based annual incentive bonus and a share option plan. Other compensation includes medical and insurance benefits, which are also generally available to employees of the Corporation.

BASE SALARIES

The Corporation's approach to base salaries is to offer amounts which are competitive with salaries paid by its industry peers having regard to the country in which the employee is located.

SHORT-TERM INCENTIVE COMPENSATION – BONUSES

In addition to base salaries, the Corporation awards cash bonuses to executives based upon the attainment by the Corporation of certain revenue and net income goals which are defined in relation to the Corporation's annual plan as

approved by the Board. The Compensation Committee restructures the bonus plan annually. In some instances the Committee also awards discretionary bonuses to certain of these executives at the conclusion of the year.

LONG-TERM INCENTIVE COMPENSATION – STOCK OPTIONS

Individual stock options are granted by the Board on the recommendation of the Compensation Committee with respect to the Senior Executives and upon the recommendation of the President with respect to other employees. Participation in the Corporation's stock option plan rewards overall corporate performance, as measured through the price of the Corporation's shares. The stock options are intended to align the interests of the Corporation's executives and other employees with those of its shareholders.

LONG-TERM INCENTIVE COMPENSATION - EMPLOYEE SHARE OWNERSHIP PROGRAM

Eligible employees are entitled to participate in the Corporation's employee stock ownership program (the "Share Ownership Program"), which was designed to encourage employees to become shareholders of the Corporation. Eligible employees, including the Named Executive Officers, are eligible to receive one Common Share for every two Common Shares held by them at the end of each fiscal year, with certain restrictions. Shares held by employees under the program are eligible only once. To date, 2,649 Common Shares have been issued by the Corporation pursuant to the Share Ownership Program.

COMPENSATION OF CHIEF EXECUTIVE OFFICER

Compensation of the Corporation's CEO was determined with reference to compensation paid by competitors to their chief executives having regard to the relative revenue and market capitalization of the Corporation. The Corporation's operating results for fiscal 2001 were considered in determining the CEO's compensation package as well as the Corporation's expected results for 2002.

DIRECTORS COMPENSATION

All directors who are not employees or consultants under contract receive a director's fee of U.S.\$5,000 per year plus a fee of U.S.\$500 for each meeting attended, including committee meetings. The non-executive Chair of the Board receives a director's fee of CDN\$20,000 per year in addition to the above. In addition, each director (other than Mr. Somji and Mr. Kembhavi) received options exercisable for 10,000 Common Shares at an exercise price of \$2.01, expiring July 19, 2007. Five directors (being all directors but Mr. Somji and Mr. Kembhavi) received a total of CDN\$92,500 during the fiscal year ended August 31, 2002. Management directors did not receive compensation as directors.

EMPLOYMENT CONTRACTS

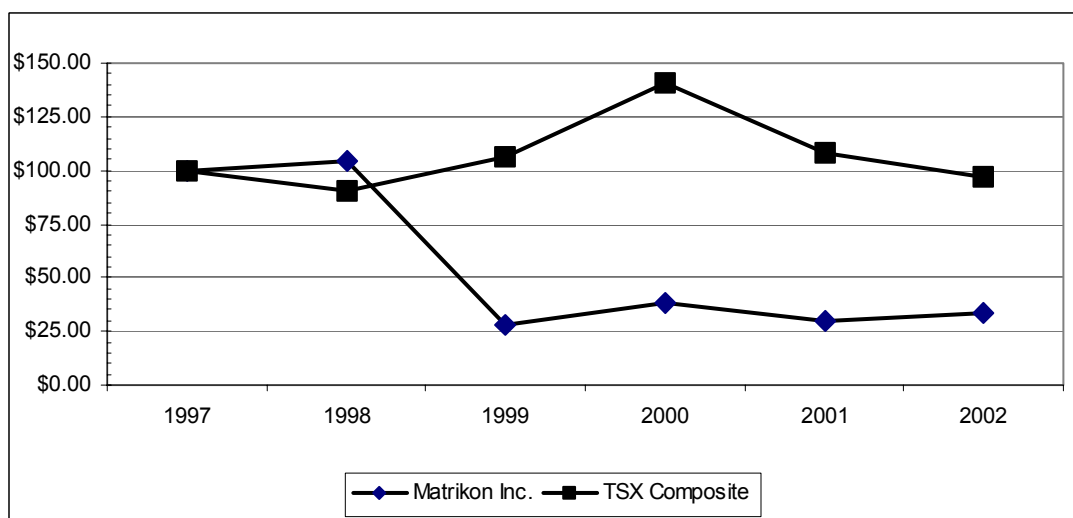
The Corporation has no employment contracts, or plans, arrangements or agreements in respect of compensation that may be received by Named Executive Officers during the Corporation's most recently completed financial year with a view to compensating such officers in the event of termination of employment (as a result of resignation, retirement, change of control, etc.) or a change of responsibilities following a change of control.

Submitted on behalf of the Board of Directors,

C. Kent Jespersen (Chairman of the Compensation and Governance Committee)
Hugh Bolton
John Zaozirny

PERFORMANCE GRAPH

The following graph illustrates the Corporation's five year cumulative shareholder return on the Toronto Stock Exchange and, prior thereto, the Alberta Stock Exchange, assuming an initial \$100 investment in the Corporation and the Standard & Poor's TSX Composite Index (formerly the TSX 300 Stock Index), assuming reinvestment of dividends where appropriate. The trading symbol of the Corporation on the TSX is MTK.



	TSX Composite	Corporation Closing Price (\$)	TSX Composite Investment	Corporation Common Shares
August 31, 2002	6,611.95	1.71	96.63	33.91
August 31, 2001	7,399.22	1.71	108.14	29.74
October 31, 2000	9,639.57	2.20*	140.88	38.26
October 31, 1999	7,256.22	1.60*	106.05	27.83
October 31, 1998	6,208.28	6.00*	90.73	104.35
October 31, 1997	6,842.36	5.75*	100.00	100.00

*TigrSoft Closing Price, adjusted for the 2001 stock consolidation, pursuant to which five Common Shares were consolidated into one Common Share.

INDEBTEDNESS OF ANY DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

Management is not aware of any indebtedness outstanding by directors, senior officers or executive officers of Matrikon to Matrikon, or any guarantees, support agreements, letters of credit or other similar arrangements provided by Matrikon and any directors, senior officers or executive officers of Matrikon, at any time since the commencement of the last completed fiscal year of Matrikon.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board of the Corporation believes in the importance of maintaining sound corporate governance practices, and has therefore established the Corporate Governance Committee. The Board's major responsibilities in this regard are detailed in the table below.

The TSX requires disclosure of corporate governance practices of listed companies. The TSX guidelines for effective corporate governance are set out in the TSX Company Manual, in sections 474 and 475. The Corporation is in compliance with such guidelines as set out below:

TSX Corporate Governance Guidelines	Matrikon's Compliance Record
1. The Board of Directors of every corporation should explicitly assume responsibility for the stewardship of the corporation and, as part of the overall stewardship responsibility, should assume responsibility for the following matters:	
(a) Adoption of strategic planning process	One Board meeting each year is specifically set aside for a substantial strategy planning session in which the Board reviews and discusses strategies developed by management. The Corporation's general strategies and the implementation thereof are discussed regularly at meetings of the Board. If there are changes to the strategic initiatives of the Corporation, the Board is informed of these changes as they develop.
(b) The identification of the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage these risks	The Audit Committee is responsible to monitor and consider the principal risks of the Corporation's business and receives reports of the Management's assessment and management of those risks. The Audit Committee reviews and monitors insurance coverage and financial risk management activities, and regularly reports to the Board.
(c) Succession planning, including appointing, training and monitoring board members and senior management	The Board and its Compensation & Governance Committee regularly review the Corporation's organizational plan and structure and, in particular, review succession plans at the board and senior executive level.
(d) A shareholder communications policy for the corporation	Management, supported by the Board, has put structures in place to ensure effective communication between the Corporation, its shareholders and the public. The Corporation has a dedicated Investor Relations Department, reporting to the Chief Financial Officer, to respond to individual inquiries and receive feedback from stakeholders and to ensure compliance with its ongoing disclosure obligations. Shareholders may contact the Corporation through a direct e-mail link to the web site or by telephone to Investor Relations. Information which is publicly disclosed, is released through news wire services, the general media, a web site address, the Internet and mailings to shareholders and interested parties. The management proxy circular, annual information form and financial statements are reviewed and, where required, approved by the Board prior to disclosure.
(e) The integrity of the corporation's internal control and management information systems	The Board ensures the integrity of internal control and management information systems through delegation of this responsibility to the Chief Financial Officer and the Board Audit Committee, which ensure compliance with Generally Accepted Accounting Principles. The Audit Committee reviews the methods of controlling corporate assets and information systems and oversees the financial reporting process in accordance with proper accounting principles
2. Majority of directors should be (unrelated) independent from management and free from conflicting interests	The Board is composed of seven members; five are independent. Two directors are officers of the Corporation.
3. Disclose for each director whether he or she is related, (a member of management) and	The Board has reviewed the status of each of the proposed directors and determined whether they are related or unrelated, as described in the TSX

TSX Corporate Governance Guidelines	Matrikon's Compliance Record
how the conclusion was reached	Report. As a result of this review, the Board determined that there are two related directors: Dilip M. Kembhavi and Nizar J. Somji.
4. Appoint a committee responsible for proposing and assessing directors	The Compensation & Governance Committee, (comprised solely of unrelated directors), has the responsibility for reviewing board members' performance and suitability and recommending new members for election to the Board and to ensure the appropriate mix of related and unrelated members.
5. Implement a process for assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors	The Compensation & Governance Committee has the responsibility for assessing the Board's effectiveness as a whole, as well as the effectiveness of the individual members of the Board and the Board's committees
6. Provide orientation and education programs for new directors	The Corporation provides appropriate orientation briefing packages and presentations, as required, for new directors. In addition, Board members may attend industry conferences, if requested, at the expense of the Corporation.
7. Consider appropriateness of the number of Board members to ensure maximum effectiveness. If necessary, reduce the number of directors to facilitate more effective decision-making	The Board has reviewed the appropriateness of the number of Board members and has determined the number to be effective considering the size of the Corporation. If the requirements of the Corporation change, the Board will respond by nominating one or more additional directors.
8. Review compensation of directors, in light of risks and responsibilities	The Board, through its Compensation & Governance Committee, periodically reviews the adequacy and form of compensation of directors.
9. Committees of the Board should generally be composed of outside directors, a majority of whom are unrelated directors	The Corporation currently has two standing committees: Audit Committee and Compensation & Governance Committee. Each committee is entirely comprised of unrelated directors.
10. Appoint a Committee responsible for determining the corporation's approach to Corporate Governance	The Board, as a whole, regularly considers Corporate Governance issues, in addition to the Compensation & Governance Committee (comprised solely of unrelated directors) which oversees Corporate Governance.
11. Define the mandate for the Board, and the CEO. The Board should approve or develop corporate objectives, which the CEO is responsible for achieving	The Compensation and Governance Committee's mandate is to continually develop and update responsible Corporate Governance practices to ensure that the Board and the Corporation comply with all regulatory requirements, for the responsible stewardship of the Corporation.
(a) The Board of Directors	The Board manages the business of the Corporation for the collective benefit of the shareholders. The Board strives to meet or exceed the duties and responsibilities outlined in Section 474 of the TSX Company Manual. These include strategic planning, monitoring and management of the Corporation's principal business risks, succession, planning and information systems and internal controls. Any responsibility, which is not delegated to senior management or a Board committee, remains with the full Board. In addition to those matters, which must by law be approved by the Board, Management is required to seek Board approval for major transactions including those that involve material investments and expenditures or divestitures.
(b) The CEO	The scope and extent of the CEO's mandate has evolved through interaction with the Board and ongoing consultative processes with the Board. The CEO's objectives are discussed annually with the Compensation & Governance Committee. These objectives include the general mandate to manage the Corporation including its physical, intellectual, financial and human resources, and to maximize shareholder value. In addition, specific goals are set which are in line with the corporate goals established by management and approved by the Board.

TSX Corporate Governance Guidelines	Matrikon's Compliance Record
(c) Corporate Objectives	The Compensation & Governance Committee reviews the CEO's general objectives on an annual basis and reviews the corporate goals for which the CEO has responsibility. The corporate objectives are then reviewed by the full Board. The variable pay component of the compensation for the CEO and other senior management of the Corporation is dependent upon their meeting corporate objectives approved by the Board and the Compensation & Governance Committee.
12. Establish structures and procedures to enable the Board to function independently of management	The Chairman of the Board is a non-executive chairman who is independent of Management. Board independence is established through the non-executive Chairman and also through the Compensation & Governance Committee and the Audit Committee, each of which is entirely comprised of unrelated directors.
13. Establish an Audit Committee with a specifically defined mandate with all members being unrelated directors	<p>The Audit Committee has a written mandate, approved by the Board, and is comprised of independent directors, each of whom is financially literate.</p> <p>The Audit Committee meets at least 4 times each year. The mandate of the Audit Committee includes:</p> <ul style="list-style-type: none">• monitoring audit functions and the preparation of financial statements• reviewing management's actions in relation to the preparation of financial statements and the maintenance of internal controls• reviewing the Corporation's financial reporting in connection with the annual audit and the preparation of financial statements• discussing with management the Corporation's policies and procedures for management of risks• reviewing audit plans for the external auditors• meeting with external auditors independently of management
14. Implement a system to enable individual directors to engage outside advisors, at the expense of the Corporation	The Chairman of the Board considers and, if deemed appropriate, recommends to the Board for approval, the requests of individual directors to engage outside advisors at the expense of the Corporation.

APPROVAL OF DIRECTORS

The contents and the sending of this Information Circular have been approved by the directors.

CERTIFICATE

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

DATED at Edmonton, Alberta, this 19th day of December, 2002.

(signed)

NIZAR J. SOMJI
President and Chief Executive Officer

(signed)

SHAFIN U. KANJI
Chief Financial Officer

