



**Notice
of Annual and Special Meeting of Shareholders
to be held on December 13, 2011**

and

Management Proxy Circular

November 10, 2011

NOVEKO INTERNATIONAL INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting of shareholders of NOVEKO INTERNATIONAL INC. (the "Corporation") will be held on December 13, 2011, at the Salon Pierre de Coubertin of the Hotel Omni Mont-Royal, 1050, Sherbrooke Street West, Montréal, Québec, H3A 2R6, at 10h00 A.M. (Eastern Time), for the following purposes:

1. to receive and review the financial statements of the Corporation for the fiscal year ended June 30, 2011 and the Auditors' Report thereon;
2. to elect the directors of the Corporation for the next year;
3. to appoint Raymond Chabot Grant Thornton LLP, as auditors of the Corporation for the fiscal year ending June 30, 2012, and to authorize the Board of directors to fix their remuneration;
4. to consider, and if deemed appropriate, to approve all unallocated options under the Corporation's 2008 Stock Option Plan;
5. to consider, and if deemed appropriate, to ratify the Board of directors' resolution approving the amendment to the Corporation's 2008 Stock Option Plan; and
6. to deal with such other business that may be brought before the meeting, or any adjournment thereof.

Please refer to the enclosed management proxy circular with respect to matters to be discussed at the meeting.

IMPORTANT

The management proxy circular provides important additional information in connection with the matters to be discussed at the annual and special meeting of the Corporation.

Shareholders are entitled to vote at the Annual and Special Meeting either in person or by proxy. In order for proxies to be used, they must be deposited either at the office of the registrar and transfer agent of the Corporation, Computershare Investor Services Inc. (Proxy Department), 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, at any time until 5h00 P.M. on December 9, 2011, or with the chairman of the meeting on the meeting day or at any adjournment thereof. You may also vote by using telephone or Internet by following the instructions provided for in the form of proxy. **Whether you attend or not the annual and special meeting, we recommend that you exercise your right to vote by promptly signing, dating and returning the enclosed form of proxy in the envelope provided for that purpose or by voting by using telephone or Internet.** Shareholders of record at the close of business on November 10, 2011 are entitled to receive notice of the annual and special meeting and to vote their shares. The person who acquires Class A Shares of the Corporation after November 10, 2011 will be entitled to exercise the voting rights on such shares upon establishing beneficial ownership and requesting to be registered on the shareholders' list. See "Solicitation of Proxies".

Montréal, Québec, November 10, 2011

By order of the Board

(Signed) *Valérie Leroux*

Valérie Leroux
Vice-President, Corporate Affairs
and Corporate Secretary

NOVEKO INTERNATIONAL INC.
MANAGEMENT PROXY CIRCULAR
PROXY RELATED QUESTIONS

Solicitation of Proxies

This management proxy circular is provided in connection with the solicitation of proxies by the management of Noveko International Inc. (the “Corporation”) for use at the annual and special meeting of the shareholders of the Corporation to be held on December 13, 2011, at 11h00 A.M. (Eastern Time), at the Hotel Omni Mont-Royal, 1050, Sherbrooke Street West, Montréal, Québec, H3A 2R6, and at any adjournment thereof for the purposes set out in the accompanying notice of meeting (the “Meeting”). Although it is expected that the solicitation of proxies will be made primarily by mail, officers of the Corporation may also solicit proxies personally or by telephone. The cost of any such solicitation will be borne by the Corporation. Information contained in this circular is given as of November 1st, 2011 except as otherwise noted.

Voting of Proxies

Class A Shares represented at the Meeting by properly executed proxies will be voted and, where a choice with respect to any matter to be acted upon has been specified in the form of proxy, the Class A Shares represented by the proxy will be voted in accordance with such specifications. **In the absence of any such specifications, the individuals designated by the management, if named as proxyholder, will vote in favour of all the matters set out herein.**

The enclosed form of proxy confers discretionary authority upon the individuals designated by the management, or other persons named as proxyholder, with respect to amendments to or variations of matters identified in the notice of meeting and any other matters which may properly be brought before the Meeting. As at the date hereof, the Corporation is not aware of any amendments to or any matter which may come before the Meeting. In the event that other matters come before the Meeting, then the individuals designated by the management intend to vote in accordance with the judgment of the management of the Corporation.

Proxies, to be used, must be deposited at the offices of Computershare Investor Services Inc. (“Computershare”) (Proxy Department), 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, at any time until 5h00 P.M. (Eastern Time), on December 9, 2011, or with the chairman of the Meeting, on the Meeting day or at any adjournment thereof. You may also vote by using telephone or Internet by following the instructions provided for in the form of proxy.

Appointment of Proxyholders

A shareholder has the right to appoint a person other than André Leroux, Alain Bolduc, or Valérie Leroux, who are the individuals designated by the management, to attend and act for him (her) at the Meeting. Such other appointed person need not be a shareholder of the Corporation.

Such right may be exercised by inserting in the blank space provided, the name of the person to be designated, and by deleting on the form of proxy the name of the individuals designated by the management. To be valid, the form of proxy must be signed by the shareholder or its authorized agent in writing or, if the shareholder is a legal person, by an officer or an agent duly authorized in writing.

Revocation of Proxies

A shareholder who has given a proxy may revoke it at any time to the extent that it has not yet been exercised. The proxy may be revoked in any manner permitted by the law, including by depositing a written instrument executed by him or his agent duly authorized in writing or, in the case of a legal person, by an officer or an authorized agent in writing at the offices of Computershare (Proxy Department), 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, at any time until 5h00 P.M. (Eastern Time), on December 9, 2011, or with the chairman of the Meeting, on the Meeting day or at any adjournment thereof.

Non-Registered Holders

Only registered shareholders, or the persons they appoint as their proxyholders, are permitted to attend and vote at the Meeting. However, many shareholders do not hold Class A Shares in their own name (the “Non-Registered Holders”). Rather, in many cases, Class A Shares of the Corporation are registered either:

- a) in the name of an intermediary (an “Intermediary”) that Non-Registered Holders deal with in respect of their shares, such as banks, trust companies, securities dealers or brokers or trustees or administrators of self-administered registered retirement savings plans, registered retirement income funds or registered educational savings plans or similar plans; or
- b) in the name of a clearing agent (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

The Corporation has sent copies of the notice of Meeting, this circular, the form of proxy and the Corporation’s Annual Report for the fiscal year ended June 30, 2011 (collectively, the “Meeting Material”) to the clearing agencies and Intermediaries in order for them to forward the Meeting Material to the Non-Registered Holders.

Intermediaries are required to forward Meeting Material to Non-Registered Holders unless such Non-Registered Holders have waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Material to Non-Registered Holders.

Intermediaries are required to seek voting instructions from Non-Registered Holders in advance of the Meeting. Every Intermediary has its own mailing procedures and provides its own return instructions, which Non-Registered Holders should carefully follow in order to ensure that their shares are voted at the Meeting. Often, the form of proxy supplied to Non-Registered Holders by their broker is identical to the one provided to the registered shareholders. However, its purpose is limited to instructing the registered shareholder on how to vote on behalf of the Non-Registered Holders.

If you are a Non-Registered Holder and wish to vote in person at the Meeting, please contact your Intermediary well in advance of the Meeting to determine how you can do so.

Voting Shares and Principal Holders Thereof

The Corporation is authorized to issue an unlimited number of Class A Shares, Class B Shares, and Class C Shares, all without nominal or par value, of which 91,946,144 Class A Shares are issued and outstanding. Options, warrants and convertible debentures are also outstanding, but their holders, as such, are not entitled to vote, in such capacity, at the Meeting.

Holders of Class A Shares of record at the close of business on the Record Date, set by the directors of the Corporation to be November 10, 2011, are entitled to vote their Class A Shares at the Meeting on the basis of one (1) vote for each Class A Share held, except to the extent that:

- a) such person transfers his shares after the Record Date; and
- b) the transferee of those shares produces properly endorsed share certificates or otherwise establishes his ownership to the shares, and requires that his name be included in the list of shareholders.

By-Laws of the Corporation provide that, irrespective of the number of persons actually present at a meeting, two persons representing, in person or by proxy, not less than 10% of the outstanding shares entitled to vote at this meeting constitute the quorum.

To the knowledge of the directors and officers of the Corporation, no person beneficially owns directly or indirectly, more than 10% of the voting rights of the outstanding Class A Shares of the Corporation, except for Mr. André Leroux, Chairman and Chief Executive Officer of the Corporation (12,924,500 Class A Shares^{*}) and the Caisse de dépôt et placement du Québec (10,183,200 Class A Shares[†]).

^{*} These Class A Shares are held through Mr. Leroux’s RRSF (457,514 shares) and through Gestion André Leroux inc. (12,466,986 shares), a company controlled by Mr. Leroux.

[†] As indicated in its insider reports filed on SEDI’s Website (www.sedi.ca).

Directors and officers of the Corporation, as a group, hold or control, directly or indirectly, 24,179,800 Class A Shares of the Corporation representing approximately 26.3% of the issued and outstanding Class A Shares of the Corporation (without taking into account any other convertible securities they might hold).

2012 SHAREHOLDER PROPOSALS

Any shareholder wishing to submit a proposal for the 2012 annual general meeting of shareholders of the Corporation must submit it no later than August 12, 2012 to be considered by Corporation's management for inclusion in the management proxy circular for this meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON

Presentation of Financial Statements

The financial statements of the Corporation for the year ended June 30, 2011 and the auditors' report thereon will be placed before the Meeting.

Election of the Corporation's Board of Directors

The Corporation's Board is currently composed of eight directors. Moreover, Mr. Pierre Marc Johnson has indicated to Management that he would not seek another director mandate due to professional constraints. Management thus proposes that the seven other directors (whose names and principal occupation appear hereunder) be elected at the Meeting, for a mandate ending at the next annual general meeting of the shareholders or until their successors are duly elected or appointed.

The persons designated by management, if appointed as proxyholders, intend to vote the Class A Shares in accordance with the instructions indicated in the form of proxy. **In the absence of instructions to the contrary, such Class A Shares will be voted IN FAVOUR of the election of said persons to the Board. Management does not foresee that any of these persons will be incapable of acting as a director; nevertheless, if, for any reason, any proposed director is incapable of acting as a director or does not present himself or withdraw his candidacy for the purposes of the election, the persons designated by management as proxyholder will vote in favour of another candidate at their discretion unless the shareholder has specified in his proxy that the voting rights pertaining to his shares shall not be voted with respect to the election of the directors.**

The following information relative to the candidates for director is based on information that was provided to the Corporation by the candidates:

Name of Proposed Nominees, Municipality of Residence, Age, Position with the Corporation	Principal Occupation for Previous Five (5) Years	Director Since	Class A Shares Owned
Léon Assayag, C.A. Montréal, Québec, Canada Age: 49 Director and chairman of the Audit Committee	Mr. Assayag is Chief Financial Officer of iStore Boutique since February 2011. He was previously Chief Financial Officer of KUR Concepts Inc., since September 2009, of ACASS Canada Ltd from October 2008 to August 2009, and of ICP Solar Technologies Inc. from January 2007 to May 2008. He was Vice-President, Finance and Administration of the Corporation from January 2004 to December 2006 and of Noveko Inc. from December 2002 to December 2006.	01/27/2004	234,500 ⁽¹⁾
Alain Bolduc Rosemère, Québec, Canada Age: 48 President and COO Director	Mr. Bolduc is President and Chief Operating Officer of the Corporation since March 2007. From April 2006 to March 2007, he was Vice-President, Business Development and Industrial Division of the Corporation. He is also, since December 1999, President of Bolduc Leroux Inc. and, since January 2011, President of Noveko Inc.	04/28/2006	8,214,600 ⁽²⁾

Name of Proposed Nominees, Municipality of Residence, Age, Position with the Corporation	Principal Occupation for Previous Five (5) Years	Director Since	Class A Shares Owned
Patrice Emery St-Martial-de-Viveyrols, France Age: 50 Director	Mr. Emery is President of S.A.S. E.C.M. (formerly S.A.S. Echo Control) since 1985.	12/12/2004	1,785,500 ⁽³⁾
Jacques Girard St-Lambert, Québec, Canada Age: 71 Director, chairman of the Corporate Governance Committee and member of the Compensation Committee	Mr. Girard is chairman of the board of International Financial Centre of Montréal since 1996 and he is also currently serving as Acting President and Chief Executive Officer. He is also an associate coach for the firm Pauzé Coaching since May 2011, and was before an executive coach for the firm CDC Coaching. M. Girard was also, from 1996 to 2004, chairman of the board of Domtar Inc.	12/16/2008	4,000 ⁽⁴⁾
André Leroux Longueuil, Québec, Canada Age: 59 Chairman of the Board and CEO Director and member of the Compensation Committee	Mr. Leroux is Chairman of the Board and Chief Executive Officer of the Corporation. From January 2004 to March 2007, he was President and Chief Executive Officer of the Corporation. From September 2002 to January 2008, he was President of Noveko Inc.; now, he is its chairman of the board and CEO.	01/27/2004	12,924,500 ⁽⁵⁾
Moïse Moghrabi Montréal, Québec, Canada Age: 47 Director, chairman of the Compensation Committee and member of the Audit Committee	Mr. Moghrabi is partner of the law firm Moghrabi & Moghrabi since 1988.	11/27/1997	654,700 ⁽⁶⁾
Jean-Guy Parent Longueuil, Québec, Canada Age: 65 Director, Vice-Chairman of the Board and member of the Audit and Corporate Governance Committees	Mr. Parent is senior partner with Intercom Services Immobiliers since January 1990.	01/27/2004	307 000 ⁽⁷⁾

- (1) Without taking into account the 400,000 Class A Shares that may be issued pursuant to his options.
- (2) Held directly or through an RRSP. Without taking into account the 500,000 Class A Shares that may be issued pursuant to his options.
- (3) Without taking into account the 400,000 Class A Shares that may be issued pursuant to his options.
- (4) Without taking into account the 300,000 Class A Shares that may be issued pursuant to his options.
- (5) Held through an RRSP or through Gestion André Leroux Inc. and representing 14.1% of all issued and outstanding Class A Shares. Without taking into account the 500,000 Class A Shares that may be issued pursuant to his options.
- (6) Without taking into account the 300,000 Class A Shares that may be issued pursuant to his options and the 25,000 Class A Shares that may be issued pursuant to his warrants.
- (7) Without taking into account the 400,000 Class A Shares that may be issued pursuant to his options and the 125,000 Class A Shares that may be issued pursuant to his warrants. Mr. Parent holds 50% of the shares of 9065-7842 Québec Inc. (“9065-7842”), a company that holds 819,850 Class A Shares of the Corporation. Mr. Parent does not control 9065-7842 or the other 50% of the shares of 9065-7842. Consequently, these Class A Shares of the Corporation are not included in the total number of shares held by directors and officers of the Corporation.

Please refer to the headings “Statement of Executive Compensation”, “Indebtedness of Directors and Executive Officers”, and “Interest of Informed Persons in Material Transactions” for more information on the interest of the candidates for director position.

To the knowledge of the Corporation and based on information provided by the nominees, none of these nominees:

- a) is, as of November 1st, 2011 or was, within 10 years before that date, a director or executive officer of a company (including the Corporation) which satisfied one of the following conditions:

- i. that was, while the nominee held that position, the subject of a cease trade or similar order, or an order that denied it access to any exemptions under securities legislation, for a period of more than 30 consecutive days;
 - ii. it was, after the nominee ceased holding that position, the subject of a cease trade or similar order, or an order that denied it access to any exemptions under securities legislation, for a period of more than 30 consecutive days, by reason of an event that occurred while the nominee held that position;
 - iii. while the nominee held that position or in the year following the date on which the nominee ceased to hold that position, it became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, was subject to proceedings instituted by its creditors or instituted proceedings against its creditors, made an arrangement or compromise with its creditors or took steps to make an arrangement or compromise with its creditors, or had a receiver, receiver manager or trustee appointed to hold its assets;
- b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, was subject to proceedings instituted by his creditors or took steps to make an arrangement or compromise with his creditors, or had a receiver, receiver manager or trustee appointed to hold his assets, the whole within the period of 10 years preceding November 1st, 2011;

except for Mr. André Leroux who was President and director of Alliance Medical Inc. when it became bankrupt in 2002. In addition, on June 3, 2010, Magnum Pharmaceuticals Inc., a subsidiary of the Corporation, proceeded with a voluntary assignment of its assets pursuant to the provisions of the *Bankruptcy and Insolvency Act*. As of the bankruptcy date, Mr. André Leroux was chairman and director of this subsidiary and Mr. Alain Bolduc was director of the subsidiary.

Appointment of the Auditors for the Current Fiscal Year

KPMG LLP, chartered accountants (“KPMG”) have acted as the auditors of the Corporation since June 29, 2005. The Board of directors resolved on November 10, 2011 to recommend the appointment of Raymond Chabot Grant Thornton LLP at the Meeting. In this regard, the Management is of the opinion that there has been no “reportable event”, as defined in *Regulation 51-102 respecting continuous disclosure obligations*, between KPMG and the Corporation. Moreover, KPMG’s report on the Corporation’s financial statements relating to fiscal year ended June 30, 2011 does not expressed a modified opinion. Please refer to schedule A for a copy of the notice of change of auditors.

The persons designated by management intend to vote in accordance with the instructions given in the form of proxy. **In the absence of instructions to the contrary, such Class A Shares will be voted IN FAVOUR of the appointment of Raymond Chabot Grant Thornton LLP, as auditors of the Corporation for the fiscal year ending June 30, 2012 and to authorize the Board to fix their remuneration.**

Approval of All Unallocated Options

The Board of directors of the Corporation adopted on November 13, 2008, a new evergreen stock option plan with a limit expressed as an absolute number (the “2008 Plan”). On December 16, 2008, the shareholders of the Corporation approved the 2008 Plan, by a majority of votes cast. Please refer to the “Stock Option Plans” section of this circular for more details on the 2008 Plan.

According to the rules of the Toronto Stock Exchange, all unallocated options under the 2008 Plan must be approved every three years. As such, the shareholders will have to vote, at the Meeting, on the following resolution:

It is resolved that:

- *all unallocated options under the 2008 Plan be and are hereby approved;*
- *the Corporation has the ability to continue granting options under the 2008 Plan until December 13, 2014, which is the date that is three years from the date of the Meeting at which shareholder approval is being sought;*
- *any director or officer of the Corporation be, and is hereby, authorized to execute any document and do all things he may deem necessary in order to give full effect to this resolution.*

The persons designated by management intend to vote in accordance with the instructions given in the form of proxy. **In the absence of instructions to the contrary, such Class A Shares will be voted IN FAVOUR of the adoption of this resolution.**

To come into force, this resolution must be approved by a majority of the votes cast in person or by proxy at the Meeting.

Previously allocated options will continue unaffected by the approval/disapproval of this resolution. If shareholders' approval is not obtained, previously granted options will not be available for reallocation if they are cancelled prior to their exercise, and all unallocated options will be cancelled and the Corporation will not be permitted to grant further options under the 2008 Plan until such times as shareholders' approval is obtained.

Ratification of the Board's Resolution Modifying the 2008 Plan

On November 10, 2011, the Corporation's Board of directors adopted a resolution modifying the 2008 Plan in order to add measures allowing the Corporation to comply with its fiscal obligations, including any required tax withholdings, as the case may be, when the optionee exercising an option is an employee of the Corporation or of one of its subsidiaries. Please refer to the "Stock Option Plans" section of this circular for more details on the exact content of this modification.

The shareholders will have to vote, at the Meeting, on the following resolution:

- *It is resolved to:*
 - *ratify the resolution adopted on November 10, 2011 by the Corporation's directors modifying the 2008 Plan to allow the Corporation to comply with its fiscal obligations, including any required tax withholdings, as the case may be;*
 - *any director or officer of the Corporation be, and is hereby, authorized to execute any document and do all things he may deem necessary in order to give full effect to this resolution.*

The persons designated by management intend to vote in accordance with the instructions given in the form of proxy. **In the absence of instructions to the contrary, such Class A Shares will be voted IN FAVOUR of the adoption of this resolution.**

To come into force, this resolution must be approved by a majority of the votes cast in person or by proxy at the Meeting.

STATEMENT OF EXECUTIVE AND DIRECTORS' COMPENSATION

Compensation Discussion and Analysis

The compensation of the Corporation's Named Executive Officers consists principally of salary, bonuses and options.

Such compensation is designed to attract, retain and motivate highly qualified and dedicated persons to allow the Corporation to reach its strategic objectives and ensure the short, middle and long term success of the Corporation. The long-term incentives granted to these persons, specifically the stock options, encourage stock ownership, therefore aligning their interests with those of the Corporation's shareholders.

For the fiscal year ended June 30, 2011, the compensation of the Named Executive Officers was mainly based on the contractual arrangements binding them to the Corporation and discussions held among the members of the Compensation Committee and of the Board. Through these discussions, several factors have been taken into account, including the occupied positions, responsibility levels, as well as the general performance of the Corporation. Considering the Corporation's current stage, it would have been very difficult and somewhat arbitrary to fix precise objectives or criteria for the Corporation's global performance or for any individual performance in order to fix the compensation payable to a specific Named Executive Officer.

No specific and formal compensation program has been designed yet by the Corporation for the compensation of the Named Executive Officers or of other members of the management. Considering the wage freeze currently in force within the Corporation, the preparation of such a formal plan was postponed to a later date. Although such a program has not been yet established, the Compensation Committee is responsible to (i) review the Corporation's compensation policies and plans, and make recommendations to the Board, (ii) review the Corporation's directors and officers' compensation, and make recommendations to the Board, and (iii) monitor the financial effect of the Corporation's compensation programs and their efficiency to stimulate the achievement of the Corporation's objectives. Please refer to schedule B of this circular for the text of the Compensation Committee Charter.

As a result, for fiscal ended on June 30, 2011, the Corporation's Named Executive Officers was exclusively composed of their respective salaries, which remain unchanged since 2008. Neither bonuses nor options were granted to them during this fiscal year.

As for the directors' compensation, the current policy, which remains unchanged since 2008 except for the addition of a compensation for the position of Vice-Chairman of the Board further to its inception, is the following:

- (1) Directors who are also employees of the Corporation or of a subsidiary (Messrs Leroux, Bolduc, and Emery) receive no cash compensation or bonus for serving as directors;
- (2) The other directors (the "outside directors") receive an annual lump sum of \$10,000, payable in two instalments;
- (3) The Vice-Chairman of the Board and the chairman of each Board's committee also receive an additional annual lump sum of \$2,500, payable in two instalments;
- (4) Finally, the outside directors receive, for each meeting of the Board or of a Board's committee to which they attend in person, a fee of \$1,000 (\$500 when they attend by phone).

In the course of administering the stock option plan currently in force, the Board of directors deemed appropriate that the granting of stock options to directors (in their capacity as directors) will take place, barring exceptional circumstances, only twice a year, namely at the Board of directors' meeting held following the annual general meeting and at the one taking place during the summer (traditionally in late June or early July) and this, in order to avoid the appearance of conflict of interest in choosing the granting date. However, these guidelines do not limit in any way the discretion of the Board of directors to grant or not options to directors, the number of Class A Shares to which directors may be entitled by the grant of these options, if any, nor the discretion of the Board to grant options entitling to a different number of shares to any of the directors. These guidelines do not however address the question of the options that could be granted to officers of the Corporation, as officers, even if they are also directors.

Performance Graph

The performance graph presented below illustrates the cumulative total return of a \$100 investment in our Class A Shares compared with the total return of the S&P/TSX Composite Index. The Corporation has not paid dividends during the period indicated below.



	<u>June 30 2006</u>	<u>June 29 2007</u>	<u>June 30 2008</u>	<u>June 30 2009</u>	<u>June 30 2010</u>	<u>June 30 2011</u>
Noveko International Inc.	\$100	\$842	\$811	\$413	\$143	\$125
S&P/TSX Composite ⁽¹⁾	\$100	\$120	\$115	\$90	\$98	\$116

(1) Source: Bloomberg.

As previously mentioned in the “Compensation Discussion and Analysis” section of this circular, the Compensation Committee considers a number of factors and performance elements when determining compensation for the executive officers. Although total cumulative shareholder return is one performance measure that is reviewed, it is not the only consideration in executive compensation deliberations, since share prices may be influenced by a number of events over which the Corporation’s executive officers have no control, specifically the situation of the global economy and market expectations of the Corporation’s performance. As a result, the compensation progression for executive officers shall not be directly linked to the trend illustrated in the above graph for the Corporation’s shares.

Named Executive Officers’ Summary Compensation Table

The following table sets forth the compensation information for the Named Executive Officers of the Corporation for the fiscal year ended June 30, 2011. For this purpose, “Named Executive Officers” means (i) the Corporation’s Chief Executive Officer, (ii) the Corporation’s Chief Financial Officer (iii) each of the four most highly compensated executive officers of the Corporation other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed fiscal year, and (iv) each individual who would be a Named Executive Officer under (i), (ii), or (iii) except for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of the fiscal year. For Named Executive Officers

compensation of previous fiscal year, please refer to management proxy circulars filed with the applicable securities regulators and available at www.sedar.com, or on the Corporation's website (www.noveko.com).

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans ⁽²⁾	Long-term incentive plans			
André Leroux Chairman & CEO	2011	\$234,000	--	--	--	--	--	--	\$234,000
	2010	\$234,000	--	\$55,000 ⁽³⁾	\$60,000	--	--	--	\$349,000
	2009	\$234,000	--	--	--	--	--	--	\$234,000
Alain Bolduc President & COO	2011	\$234,000	--	--	--	--	--	--	\$234,000
	2010	\$234,000	--	\$55,000 ⁽³⁾	\$60,000	--	--	--	\$349,000
	2009	\$234,000	--	--	--	--	--	--	\$234,000
Éric Favreau Vice-Pres. & CFO	2011	\$160,310 ⁽⁴⁾	--	--	--	--	--	--	\$160,310
	2010	\$170,000	--	--	\$30,000	--	--	--	\$200,000
	2009	\$139,923 ⁽⁵⁾	--	\$590,000	--	--	--	--	\$729,923
Alain Falardeau Senior Vice-Pres. Legal Affairs	2011	\$187,200	--	--	--	--	--	--	\$187,200
	2010	\$187,200	--	--	\$30,000	--	--	--	\$217,200
	2009	\$176,400 ⁽⁶⁾	--	\$522 000	--	--	--	--	\$698,400
Roxanne Rinfret Vice-Pres., Financial Accounting	2011	\$135,200	--	--	--	--	--	--	\$135,200
	2010	\$135,200	--	--	\$25,000	--	--	--	\$160,200
	2009	\$135,200	--	--	--	--	--	--	\$135,200
Valérie Leroux Vice-Pres., Corp. Affairs & Corporate Secretary	2011	\$135,200	--	--	--	--	--	--	\$135,200
	2010	\$135,200	--	--	\$25,000	--	--	--	\$160,200
	2009	\$135,200	--	--	--	--	--	--	\$135,200

- (1) The Corporation has applied the fair value method of accounting for stock-based compensation awards granted to directors, officers, employees and consultants of the Corporation. This method consists of recording an expense in income based on the vesting period of the options granted. The fair value is calculated based on the Black-Scholes' option pricing model, which was designed to estimate the fair value of traded options that have no vesting restrictions and are fully transferable, which is not the case of the options granted by the Corporation, which are subject to vesting provisions and are not assignable.
- (2) The granting of bonuses is at the discretion of the Board who is not required to grant any such bonuses or grant fixed amounts when it chooses to do so.
- (3) These options were granted to him in his capacity as director.
- (4) Mr. Favreau assumed his duties until May 12, 2011. His salary was \$170,000 on an annual basis for fiscal year 2011.
- (5) Mr. Favreau assumed his duties on September 2, 2008. His salary was \$170,000 on an annual basis for fiscal year 2009.
- (6) Mr. Falardeau assumed his duties on July 21st, 2008. His salary was \$187 200 on an annual basis for fiscal year 2009.

Directors' Compensation Table

The following table sets forth details of the total compensation earned by the outside directors during the fiscal year ended June 30, 2011. Directors who were also employees of the Corporation or of its subsidiaries (Messrs André Leroux, Alain Bolduc, and Patrice Emery) received no compensation in such capacity and are excluded, as such, from this table.

Name	Fees earned ⁽¹⁾ (\$)	Share-based awards (\$)	Option-based awards ⁽²⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Léon Assayag	\$24,000	--	--	--	--	--	\$24,000
Jean Brassard ⁽³⁾	\$12,000	--	\$88,000	--	--	--	\$100,000
Jacques Girard	\$24,000	--	--	--	--	--	\$24,000
Pierre Marc Johnson	\$16,500	--	--	--	--	--	\$16,500
Moïse Moghrabi	\$26,000	--	--	--	--	--	\$26,000
Jean-Guy Parent	\$26,000	--	--	--	--	--	\$26,000

- (1) These fees correspond to those earned during the year ended June 30, 2011, although a portion of such fees is payable during the current fiscal year.
- (2) The Corporation has applied the fair value method of accounting for stock-based compensation awards granted to directors, officers, employees and consultants of the Corporation. This method consists of recording an expense in income based on the vesting period of the options granted. The fair value is calculated based on the Black-Scholes' option pricing model, which was designed to estimate the fair value of traded options that have no vesting restrictions and are fully transferable, which is not the case of the options granted by the Corporation, which are subject to vesting provisions and are not assignable.
- (3) Mr. Brassard was appointed director of the Corporation on November 11, 2010 and resigned as of November 1st, 2011.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth details of the Class A Shares purchase options granted to the Named Executive Officers that were outstanding at the end of the fiscal year ended June 30, 2011. The Corporation does not have any share-based awards plan.

Name	Option-based awards				Share-based awards	
	Number of securities underlying unexercised options	Options exercise price (\$)	Options expiration date (mm/dd/year)	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (\$)	Market or payout value of share-based awards that have not vested (\$)
André Leroux	200,000	\$0.87	11/10/2011	\$0	--	--
	200,000	\$6.80	10/25/2012	\$0	--	--
	100,000	\$1.00	05/18/2015	\$0	--	--
Alain Bolduc	200,000	\$0.87	11/10/2011	\$0	--	--
	200,000	\$6.80	10/25/2012	\$0	--	--
	100,000	\$1.00	05/18/2015	\$0	--	--
Éric Favreau	200,000 ⁽²⁾	\$3.98	09/02/2013	\$0	--	--

Name	Option-based awards				Share-based awards	
	Number of securities underlying unexercised options	Options exercise price (\$)	Options expiration date (mm/dd/year)	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (\$)	Market or payout value of share-based awards that have not vested (\$)
Alain Falardeau	200,000	\$3.52	07/25/2013	\$0	--	--
Roxanne Rinfret	200,000	\$6.80	10/25/2012	\$0	--	--
Valérie Leroux	100,000	\$0.87	11/10/2011	\$0	--	--
	100,000	\$1.31	02/28/2012	\$0	--	--

(1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the fiscal year, and the exercise price of the option. "In-the-money" options means options for which the exercise price is lower than the trading price of the Class A Shares on the market. The TSX closing price of the Class A Shares of the Corporation on the last trading day of the Corporation's fiscal year, June 30, 2011, was \$0.66.

(2) These options expired on September 2, 2011 according to the terms and conditions of the applicable stock option plan.

The following table sets forth details of the Class A Shares purchase options granted to the directors that were outstanding at the end of the fiscal year ended June 30, 2011, including those granted prior to the last fiscal year. The Corporation does not have any share-based awards plan.

Name	Option-based awards				Share-based awards	
	Number of securities underlying unexercised options	Options exercise price (\$)	Options expiration date (mm/dd/year)	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (\$)	Market or payout value of share-based awards that have not vested (\$)
Léon Assayag	200,000	\$0.87	11/10/2011	\$0	--	--
	200,000	\$6.80	10/25/2012	\$0	--	--
	100,000	\$1.00	05/18/2015	\$0	--	--
Jean Brassard	200,000	\$0.60	11/11/2015	\$12,000	--	--
Jacques Girard	200,000	\$0.60	12/16/2013	\$12,000	--	--
	100,000	\$1.00	05/18/2015	\$0	--	--
Pierre Marc Johnson	200,000	\$3.95	07/25/2013	\$0	--	--
	100,000	\$1.00	05/18/2015	\$0	--	--
Moïse Moghrabi	200,000	\$0.87	11/10/2011	\$0	--	--
	200,000	\$6.80	10/25/2012	\$0	--	--
	100,000	\$1.00	05/18/2015	\$0	--	--

Name	Option-based awards				Share-based awards	
	Number of securities underlying unexercised options	Options exercise price (\$)	Options expiration date (mm/dd/year)	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (\$)	Market or payout value of share-based awards that have not vested (\$)
Jean-Guy Parent	200,000	\$0.87	11/10/2011	\$0	--	--
	200,000	\$6.80	10/25/2012	\$0	--	--
	100,000	\$1.00	05/18/2015	\$0	--	--

(1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the fiscal year, and the exercise price of the option. “In-the-money” options means options for which the exercise price is lower than the trading price of the Class A Shares on the market. The TSX closing price of the Class A Shares of the Corporation on the last trading day of the Corporation’s fiscal year ended June 30, 2011, was \$0.66.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table discloses, for each Named Executive Officer, the aggregate dollar value of vested options during the fiscal year ended June 30, 2011, that would have been realized if the options under the option-based awards had been exercised on the vesting date. The options are “vested” when, in accordance with the provisions of the applicable Stock Option Plan, the holder is allowed to exercise them (and not at the date when they are granted). See the “Stock Option Plans” section.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentives plan compensation – Value earned during the year (\$)
André Leroux	\$0	--	--
Alain Bolduc	\$0	--	--
Éric Favreau	\$0	--	--
Alain Falardeau	\$0	--	--
Roxanne Rinfret	\$0	--	--
Valérie Leroux	\$0	--	--

The following table discloses, for each director, the aggregate dollar value of vested options during the fiscal year ended June 30, 2011, that would have been realized if the options under the option-based awards had been exercised on the vesting date. The options are “vested” when, in accordance with the provisions of the applicable Stock Option Plan, the holder is allowed to exercise them (and not at the date when they are granted). See the “Stock Option Plans” section.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentives plan compensation – Value earned during the year (\$)
Léon Assayag	\$0	--	--
Jean Brassard	\$0	--	--
Jacques Girard	\$0	--	--
Pierre Marc Johnson	\$0	--	--
Moïse Moghrabi	\$0	--	--
Jean-Guy Parent	\$0	--	--

Stock Option Plans

A first stock option plan for the employees, directors and consultants of the Corporation was approved by the shareholders on September 27, 1983 as modified from time to time (the “Old Plan”). Subsequently, the 2008 Plan was approved by the shareholders on December 16, 2008. For sake of clarity and easier management of all the unexercised granted options, the currently outstanding options granted under the Old Plan to purchase a total number of 3,903,000 Class A Shares are currently governed by the 2008 Plan. All unallocated options under the 2008 Plan must be approved at the Meeting by the shareholders, who will also have to vote on a proposed modification to the 2008 Plan, as further described below.

Old Plan

The adoption of the 2008 Plan has not modified the characteristics of the currently outstanding options granted under the Old Plan, namely the number of shares that may be issued pursuant to them, their respective exercise price, the period during which they may be exercised and their respective vesting period. However, the other provisions of the 2008 Plan, notably the procedures necessary to modify the provisions of the 2008 Plan, will also be applicable to the options granted under the Old Plan.

2008 Plan

Eligibility

Directors, officers and employees of the Corporation and of its subsidiaries (including, as the case may be, subsidiaries of its subsidiaries) are eligible to receive options under the 2008 Plan. Certain service providers to the Corporation who agree to provide services on a continuing basis for at least one (1) year may also be granted options. The Board (or its Compensation Committee) is responsible to determine to whom options will be granted. The sole fact of being a director, officer, employee or service provider does not give the right to any such person to be granted options.

Exercise Price

The 2008 Plan provides that the exercise price of options will be equal to the closing trading price the day immediately prior to the date an option is granted, except if less than 100,000 Class A Shares were traded on this date, in which case, the exercise price will then be equal to the weighted average closing trading price for the five business days during which Class A Shares were traded preceding the date of grant.

Number of Securities that May Be Issued

Options to purchase a maximum number of 10,698,780 Class A Shares may be issued under the 2008 Plan, which equals to 11.64% of the Corporation's 91,946,144 currently issued and outstanding Class A Shares. As of November 1st, 2011, options to purchase a total number of 5,483,000 Class A Shares were outstanding under the 2008 Plan, which number includes the unexercised options to purchase 3,903,000 Class A Shares that were previously granted under the Old Plan. Therefore, the Corporation may grant options to purchase an additional total number of 5,215,780 Class A Shares (without taking into account that the options that are exercised or that expire without having been exercised may be replaced by new options since the 2008 Plan constitutes an "evergreen plan" with a limit expressed as an absolute number). As an evergreen plan, the TSX requires that the unallocated options under the 2008 Plan be submitted to the Corporation's shareholders every three years.

Shareholders will have to approve or reject a resolution approving all the unallocated options under the 2008 Plan. Please refer to the "Approval of all unallocated options" section of this circular for more details.

Insider Participation Limits

The 2008 Plan provides that the number of Class A Shares reserved for issuance at any time to insiders under the 2008 Plan and under any other security-based compensation arrangement may not exceed 10% of the issued and outstanding Class A Shares of the Corporation. The number of Class A Shares issued within any one-year period to insiders under the 2008 Plan, the Old Plan or under any other security-based compensation arrangement may not exceed 10% of the issued and outstanding Class A Shares of the Corporation.

Individual Limit

The 2008 Plan provides that the maximum number of shares that may be issued to a person may not exceed 5% of the issued and outstanding Class A Shares of the Corporation.

Term of the Options

The Board will set the term of any Stock Option granted under the 2008 Plan and such term cannot exceed five years.

In the event of the death of an optionee, the vested portion of the options held at the date of death may be exercised by the personal representatives of the deceased optionee by testamentary provisions or the operation of the applicable law of successions until the first of the following dates: (i) the expiry date provided for initially at the date of grant of each such options, or (ii) the date which is six months after the death of such person.

In the case where the employment of an officer or of an employee of the Corporation or of one of its subsidiaries is terminated by reason of resignation or dismissal, the vested portion of the options held will expire at the first of the following dates: (i) the expiry date provided for initially at the date of grant of each such options, (ii) the date which is 30 days after the date of resignation or dismissal, except if the cause to cease to occupy these duties result from retirement, illness, or disability, in which case, the date which is 90 days after resignation or dismissal. The options of an optionee will not expire prematurely if the duties of an optionee with the Corporation or a subsidiary changes or if he (she) changes of employer within the Corporation's group. In the case of a director who ceases to be a member of the Board, the vested portion of the options held will expire at the first of the following dates: (i) the expiry date provided for initially at the date of grant of each such options, (ii) the date which is 90 days after the date at which he (she) ceases to act in such capacity. Concerning options granted to a provider of services that ceases for whatever reasons to act in such capacity, the vested portion of the options held by him (her) will expire at the first of the following dates: (i) the expiry date provided for initially at the date of grant of each such options, (ii) the date which is 30 days after the date at which he (she) ceases to provide such services.

Vesting

Unless the Board (or Compensation Committee) decides otherwise, the 2008 Plan provides that options granted to (i) directors, officers or employees will vest as to 20% on each completed six-month period after the date of granting and (ii) service providers will vest as to 33^{1/3}% on each completed four-month period, and, in all cases, on a cumulative basis.

No Financial Assistance

The Corporation does not provide financial assistance to the optionees under the Old and 2008 Plans to facilitate the payment of the exercise price. The 2008 Plan (and the Old Plan) does not provide to the optionees to transform a stock option into a stock option appreciation right.

Withholding

The Board of directors adopted on November 10, 2011 a resolution approving the addition of this “Withholding” section in the 2008 Plan. Shareholders must approve or reject at the Meeting a resolution ratifying the Board of directors’ approval. Please refer to the “Ratification of the Board’s resolution modifying the 2008 Plan” section of this circular for more details.

The Corporation and each Optionee shall comply with all provisions and requirements of any income tax legislation or regulations of any jurisdiction which may be applicable to the Corporation or Optionee, as the case may be. In this regard:

1. the Corporation or any of its subsidiaries may withhold, or cause to be withheld, and deduct, or cause to be deducted, any amount it is required by applicable law to withhold or deduct on account of income taxes or other deductions required by any Canadian or foreign, federal, provincial, territorial, state or local taxing authorities or other amounts required by law to be withheld in relation to the grant or exercise or surrender of any option or any payment or benefit under the 2008 Plan (or the Old Plan);
2. the Corporation and any of its subsidiaries shall have the right to require, in connection with exercise or surrender of any option, payment by the Optionee of any amount they are required to withhold or deduct in order to satisfy all tax obligations, including withholding obligations, in connection with such exercise and any payment or benefit under the 2008 Plan (or the Old Plan) in respect thereof;
3. the Corporation shall have the right to sell, or arrange for the sale, in the market or as the Corporation may determine, on behalf of any Optionee, such portion of any Shares issuable to the Optionee on exercise of any option under the 2008 Plan (or the Old Plan) as the Corporation may determine, in order to realize net cash proceeds sufficient to permit the Corporation or any of its subsidiaries to pay any amount it is required to withhold or deduct, and this, from such proceeds. Unless the Board otherwise determines, the Optionee shall be responsible for paying all transaction costs, including brokerage commissions or similar fees in connection with such sales.

The Corporation or any of its subsidiaries may take such other action as the Board may consider advisable to enable the Corporation or any of its subsidiaries and any Optionee to satisfy obligations for the payment of withholding or other tax obligations in connection with the grant or exercise or surrender of any option under the 2008 Plan (or the Old Plan).

If the Corporation (or any of its subsidiaries) does not withhold any amount or require payment of an amount by an Optionee sufficient to satisfy all income tax obligations referred to above, the Optionee shall forthwith make reimbursement to the Corporation (or any of its subsidiaries), on demand, of any amount it has paid in satisfaction of any such obligation.

Antidilution Provisions

The 2008 Plan provides for the following adjustments:

1. in the case of a stock split, the number of Class A Shares that may be purchased under an unexercised option will be multiplied by the split factor and the exercise price will be divided by the split factor;
2. in the case of a stock consolidation, the number of Class A Shares that may be purchased under an unexercised option will be divided by the split factor and the exercise price will be multiplied by the split factor;
3. in the case of a special distribution to all Class A shareholders, the exercise price will be reduced by an amount equal to the difference between the volume weighted average trading price for the five days preceding the ex-distribution date and the volume weighted average trading price after the ex-distribution date.

Amendments to the 2008 Plan and to Allocated Options

The Board (but not the Compensation Committee) has the discretion to make amendments which it may deem necessary, without having to obtain shareholder approval. Such changes include, without limitation:

1. minor changes of a “house-keeping nature”;
2. amending options under the 2008 Plan, including with respect to the option period (provided that the period during which an option is exercisable does not exceed five (5) years from the date the option is granted and that such option is not held by an insider), vesting period, exercise method and frequency, subscription price (provided that such option is not held by an Insider) and method of determining the subscription price, assignability and effect of termination of a participant’s employment or cessation of the participant’s directorship;
3. changing the class of participants eligible to participate under the 2008 Plan;
4. advancing the date on which any option may be exercised or extending the expiration date of any option, provided that the period during which an option is exercisable does not exceed five (5) years from the date the option is granted;
5. changing the terms and conditions of any financial assistance which may be provided by the Corporation to participants to facilitate the purchase of Shares under the 2008 Plan; and
6. adding a cashless exercise feature, payable in cash or securities, whether or not providing for a full deduction of the number of underlying Shares from the 2008 Plan reserve.

The 2008 Plan also provides that shareholder approval will be required in the case of:

1. any amendment to the amendment provisions of the 2008 Plan;
2. any amendment to the maximum number of Shares that may be issued under the 2008 Plan;
3. any reduction in the exercise price or extension of the option period benefiting an insider, in addition to such other matters that may require shareholder approval under the rules and policies of the TSX or of any other exchange on which they may be traded.

On November 10, 2011, in addition to amending the 2008 Plan to include the “Withholding” section, as further described herein, the Board of directors also approved minor changes of a “house-keeping nature” to the 2008 Plan, which do not require shareholders’ approval.

Assignability

Options may not be assigned or transferred with the exception of an assignment made to a personal representative of a deceased participant.

Change of Control Provision

In the event of a take over bid (excluding an issuer bid) made to all the holders of Class A Shares, the Board shall inform the holders of options and may accelerate the vesting of all the options they respectively hold with respect to the non vested portion of the options, but solely in order to allow them to tender their shares to the bid or any other competing bid.

Black Out Periods

In the event the options expire within a self-imposed black out period pursuant to the Corporation's trading policy for directors, officers and employees, the holders of such options shall have the opportunity to exercise them during an additional period of five (5) business days after the end of the black out period (the "Conditional Expiry Period"). If these options expire within the five (5) business days following immediately the black out period, the Conditional Expiry Period will be reduced by the number of business days between the expiration date and the end of the black out period. A Conditional Expiry Period is only available when the black out period is self imposed by the Corporation (i.e. it should not be available if the Corporation or its insiders are subject to a cease trade orders).

Regulatory Priority

Provisions of any applicable securities laws or regulations and the TSX's regulations (or of any other Exchange at which the Class A Shares of the Corporation may be traded, if any, in the future) will supersede any provisions of the 2008 Plan or any other provisions specifically adopted for an option at the time of its grant.

Pension Plan Benefits

The Corporation has no pension benefit plan.

Termination and Change of Control Benefits

Employment Agreements

There is no contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, change of control of the Corporation or change in Named Executive Officer's responsibilities, except for the contractual provisions contained, if any, in an employment agreement with a Named Executive Officer and except for the provisions of the 2008 Plan which provide that the optionees will be able to exercise all their options in the event of a take over bid (excluding an issuer bid) in favour of all holders of Class A Shares. In such a case, the Board shall inform the holders of options and may accelerate the vesting of all the options they respectively hold, with respect to the non-vested portion of the options, but solely in order to allow them to tender their shares to the bid or any other competing bid. Under the terms of the 2008 Plan, these provisions benefit not only Named Executive Officers but all holders of share purchase options.

The following employment agreements have been entered into with Named Executive Officers:

- The employment agreement with Mr. André Leroux is for a fixed term (effective from January 1st, 2004 for an initial period of two years, automatically renewable annually). In case of termination without cause, the Corporation must pay him an amount equivalent to 12 months of salary.
- The employment agreement with Mr. Alain Bolduc is for a fixed term (effective from April 28, 2006 for an initial period of three years, then automatically renewable annually).

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table provides information as of June 30, 2011 about the Class A Shares to be issued upon the exercise of options under equity compensation plans (being the Stock Option Plans of the Corporation) or warrants granted as compensation:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	6,168,000	\$2.56	4,530,780 ⁽¹⁾
Equity compensation plans not approved by securityholders	300,000 ⁽²⁾	\$1.00	--
Total	6,468,000		4,530,780⁽¹⁾

(1) Without taking into account that the options granted under the Stock Option Plans that are exercised or that expired may be replaced by new options as the 2008 Plan constitutes an evergreen plan.

(2) These warrants were granted to a service provider and they expire on May 12, 2013.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVES OFFICERS

The following table indicates the aggregate indebtedness outstanding as at November 1st, 2011 of any directors or executive officers of the Corporation or its subsidiaries, or of their employees:

Aggregate Indebtedness (\$)		
Purpose	To the Corporation or its subsidiaries	To another entity
Shares purchases	--	--
Other	\$157,585	--

The following table indicates for each person who is, or was, at any time during the fiscal year ended June 30, 2011, director or senior executive of the Corporation, and to each nominee for election as a director of the Corporation, and each associate of any of them, except for indebtedness that has been entirely repaid as of the date hereof or for any routine indebtedness:

Indebtedness Of Directors And Executives Officers Under Securities Purchase And Other Programs						
Name and principal position	Involvement of Corporation or Subsidiary	Largest amount outstanding during most recently completed fiscal year (\$)	Amount outstanding as November 1, 2011 (\$)	Financially assisted securities purchases during most recently completed fiscal year	Security for indebtedness	Amount forgiven during most recently completed fiscal year
Securities Purchase Program						
--	--	--	--	--	--	--
Other programs						
Alain Bolduc President and COO ⁽¹⁾	Corporation	\$119,392	\$107,585	--	--	--

(1) Mr. Bolduc is also a director of the Corporation and candidate for election as director at the Meeting. This indebtedness bears no interest and has no reimbursement terms.

INTEREST OF INFORMED PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this circular, no director, officer, proposed director or any associate or affiliate of any of the foregoing persons, has any material interest in any matter to be acted upon, other than with respect to the election of directors, as well as to the approval of the unallocated options under the 2008 Plan and the ratification of the Board's resolution adding the "Withholding" section to the 2008 Plan.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Management of the Corporation is not aware, other than as set forth in this circular, of any material interest, direct or indirect, of any informed person of the Corporation, any proposed director of the Corporation or any associate or affiliate of any informed person or proposed director in any transaction since the beginning of the Corporation's last completed fiscal year or in any proposed transaction which has materially affected or would materially affect the Corporation or its subsidiaries other than:

- The Corporation is committed to pay to Gestion André Leroux Inc. a quarterly royalty, which represents the lower of \$45,000 or 25% of consolidated cash flows from operating activities if these cash flows are positive and the working capital exceeds \$6,000,000, up to a maximum amount of \$520,000. As at June 30, 2011, no payments had yet been made pursuant to this agreement.
- The Corporation granted a mandate for the sale of two of its buildings to a company of which one of the officers exercises a significant influence on the Corporation. This mandate generated a \$97,500 commission paid in cash.

AUDITORS, TRANSFER AGENT AND REGISTRAR

KPMG, LLP, chartered accountants, whose offices are located at 600 de Maisonneuve Blvd., Suite 1500, Montréal, Québec, H3A 0A3, have acted as auditors of the Corporation since June 29, 2005. At the Meeting, the shareholders will however have to vote on the appointment of new auditors, namely Raymond Chabot Grant Thornton LLP, whose offices are located at 600 de la Gauchetière Street West, Suite 2000, Montréal, Québec, H3B 4L8.

Computershare Investor Services Inc., at 1500, University Street, 7th Floor, Montréal, Québec, H3A 3S8, and at 100, University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, is the transfer agent and registrar of the Class A Shares of the Corporation.

Computershare Trust Company of Canada at 1500, University Street, 7th Floor, Montréal, Québec, H3A 3S8 is the transfer agent and registrar for the warrants issued in connection with the private placement, which took place in October 2009. The Corporation is responsible for maintaining the other warrants' registers.

AUDIT COMMITTEE

We refer the reader to the Corporation's Annual Information Form dated September 28, 2011 for more information on the Audit Committee's composition, responsibilities, powers and operation. The Charter of the Audit Committee is however conveniently reproduced herein as schedule C.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation maintains a liability insurance for its directors and officers to cover them for liability they may incur in the performance of their duties as directors or officers. During the fiscal year ended June 30, 2011, the policy (covering the period of March 1, 2011 to March 1, 2012) provided for a maximum coverage of \$5,000,000 per claim and a maximum coverage of \$5,000,000 for the policy period, subject to a deductible of \$25,000 per claim. The premium paid for that policy was \$21,468 for the period from July 1, 2010 to June 30, 2011.

CORPORATE GOVERNANCE DISCLOSURE

Regulation 58-101 respecting Disclosure of Corporate Governance Practices and *National Instrument 58-101 Disclosure of Corporate Governance Practices* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards of directors and their committees, and the effectiveness and education of board members. Each reporting issuer must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Corporation's required annual disclosure of its corporate governance practices.

Board of Directors

Independent Directors

As of November 1st, 2011, five out of eight directors of the Corporation are independent, which constitutes a majority of independent directors. Indeed, Messrs. Léon Assayag, Jacques Girard, Pierre Marc Johnson[‡], Moïse Moghrabi and Jean-Guy Parent are considered to be independent directors of the Corporation, according the meaning giving to this expression at section 1.4 of the *Regulation 52-110 respecting Audit Committees*, whereas Messrs. Alain Bolduc, Patrice Emery and André Leroux are not considered being independent as they are officers of the Corporation or of a subsidiary.

Directorships

In addition to being a director of the Corporation, Mr. Johnson[‡] is also director of the following reporting issuers (or the equivalent) in a jurisdiction of Canada or a foreign jurisdiction: ACE Aviation Holdings Inc. (Toronto Stock Exchange), Air Canada (Toronto Stock Exchange), and Medicago Inc. (TSX Venture).

[‡] Mr. Johnson not seeking a new director mandate, the number of independent directors following the Meeting will be of four out of seven directors.

Meetings of Independent Directors

The independent directors hold regularly scheduled meetings to which non-independent directors do not attend. During the last completed fiscal year ended June 30, 2011, six meetings were held by independent directors. Such meetings are automatically an item on the agenda of regular Board meetings, as per the Corporation's Corporate Governance Guidelines which are reproduced herein as schedule D, and the Vice-Chairman of the Board makes sure that the independent directors meet at least six times per year, planning if necessary additional meetings not related to the Board meetings. Such meetings can also be called at any time by any other independent director.

Chairman and Vice-Chairman of the Board

The Chairman of the Board is also the founder, Chief Executive Officer of the Corporation and a significant shareholder. The Board believes that at the current stage of the Corporation's development, the fact that the Chairman of the board is not an independent director shall not be viewed negatively by other shareholders and the market in general; rather it is reassuring.

The Vice-Chairman of the Board is however an independent director. His main responsibilities are to chair meetings when the Chairman of the Board can not attend and when the independent directors meet behind closed doors. He also acts as representative of the independent directors during certain discussions with the Chairman of the Board.

Attendance to Board Meetings and to Committees of the Board

During the last completed fiscal year ended June 30, 2011, the Corporation's Board held nine (9) meetings. The attendance record of each director is as follows:

Léon Assayag	9/9	Pierre Marc Johnson	7/9
Alain Bolduc	9/9	André Leroux	9/9
Jean Brassard	6/6 ⁽¹⁾	Moïse Moghrabi	9/9
Patrice Emery	8/9	Jean-Guy Parent	9/9
Jacques Girard	9/9		

(1) Mr. Brassard was appointed by the Board of directors on November 11, 2010 and resigned as of November 1st, 2011.

During the fiscal year ended June 30, 2011, the directors who are also members of the committees of the Board attended the meetings of these committees as follows:

- Audit Committee – Messrs Assayag (chairman of the committee), Moghrabi and Parent attended the four meetings held during the last fiscal year and Mr. Brassard, who joined the committee on December 14, 2010, attended the two meetings that took place after this date.
- Corporate Governance Committee – Messrs Girard (chairman of the committee), Johnson and Parent attended the three meetings held.
- Compensation Committee – Messrs Girard, Leroux and Moghrabi (chairman of the committee), attended the two meetings held during the year.

Board Mandate

The Board mandate is set forth in the Corporate Governance Guidelines, which can be found in the schedule D of this circular.

Position Descriptions

The Board has developed written descriptions for the chair and the chair all Board's Committees, which are respectively incorporated into the Corporate Governance Guidelines and the Charter of each committee. These documents can be found in the schedules of this circular and can also be consulted on the Corporation's website at www.noveko.com. A description of the CEO position is also established.

Orientation and Continuing Education

Each new director receives, at the time of his appointment, the relevant documents which will allow him to familiarize himself with the Corporation's business, operations, financial position, policies, procedures, charters and guidelines, as well as with his duties and responsibilities as a director. The orientation program is periodically reviewed by the Governance Committee and with respect of new appointments of directors, as the case may be.

The Board of directors has not, until now, adopted a formal continuing education program for the directors. This does not mean however that the Corporation and its directors lessen the importance of continuing education. Indeed, the directors consider important to stay abreast of legislative and regulatory changes that may affect their roles and responsibilities as directors or the Corporation's business and that, in order to enable them to maintain or improve their knowledge and skills as directors, as well as their knowledge and understanding of the Company.

To this end, the Corporation holds at least once a year a one-day meeting bringing together the directors and officers of the Corporation and of its subsidiaries to enable them to discuss the strategic directions, as well as the main issues the Corporation and its subsidiaries are facing. In addition, administrators are informed regularly, at least once a quarter, of any development that may impact these strategic directions and issues. Such meetings will address topics such as the competitive environment of the Corporation and of its subsidiaries, the regulatory standards applicable to their products in relation with developed markets and territories, or the entry into force of new legislation and regulations or changes to existing ones. In addition, the Corporation, through its staff and its outside advisors and auditors, periodically provides its directors with written communications relevant to their duties as directors and/or members of committees and involving a variety of topics including corporate governance and the occurrence of legislative and regulatory changes in securities or products' regulation.

The Governance Committee is responsible for ensuring the appropriateness of the continuing education offered given the stage of development of the Corporation and the means at its disposal, as well as the degree of knowledge and expertise of its directors. To this end, the committee periodically reviews the form and content of continuing education offered to directors.

Ethical Business Conduct

The Corporation has adopted a written code of conduct applicable to all its directors, officers, employees and consultants. The effectiveness of the code of conduct is assessed annually by the Board, who has delegated the monitoring of compliance with the Governance Committee.

Each director, officer and employee of the Corporation and of its subsidiaries shall, at the time of his appointment or hiring, sign a certificate in the form prescribed in the code of conduct, confirming that he understands and is committed to respect the code of conduct's provisions. Subsequently, in January of each year, the Corporation will remind them of the importance of the principles established in the code of conduct, which will be communicated again, in the manner prescribed by the Corporation.

Those subjected to the code of conduct are encouraged to discuss with their immediate supervisor or with the Corporation's legal department if they question their course of action or the interpretation of a provision of the code of conduct.

The code of conduct specifically provides a procedure for handling complaints regarding accounting, internal controls and conflicts of interest, as well as an insider trading policy.

For more details on the above and, more generally about the code of conduct's entire content, the reader is referred to the text of the code of conduct, which is available on the Corporation's website (www.noveko.com) or on SEDAR's (www.sedar.com).

Moreover, in addition to the code of conduct's principles, the Corporation has established policies regarding disclosure of financial and privileged information. The Corporation is also taking steps to ensure that its directors, officers and employees do not trade the Company's securities when disclosure of material information is imminent.

Appointment of Directors

The Corporate Governance Committee, whose members are currently Messrs Jacques Girard, Pierre Marc Johnson, and Jean-Guy Parent, is exclusively composed of independent directors and is responsible for recommending new directors to the Board.

The Governance Committee has adopted guidelines to assist the Board in determining what types of applications, when filling a director position, would be acceptable. Accordingly, the following will be notably preferred:

- candidates from diverse backgrounds and who may contribute to the performance of the duties of the Board because of the integrity, independence, experience and leadership they have shown in the past and they continue to demonstrate;
- complementarity of experience and diversified expertise on the Board, ensuring diversity of knowledge, skills and/or experience, which should be assessed as a whole, rather than on an individual director basis; and
- candidates who are in a position to devote sufficient time to their director position in order to carry out their mandate effectively, while showing great availability to attend meetings of the Board, of its committees as the case may be, and to attend the annual meeting of shareholders.

The Governance Committee holds a list of candidates for future evaluation. It also reviews the recommendations of candidates which are submitted by the other directors or by any other interested party. The responsibilities, powers and *modus operandi* of the Governance Committee are set forth in its Charter, which is reproduced herein as schedule E.

Compensation and Compensation Committee

The Compensation Committee supervises the compensation of the Corporation's directors and officers. For more details on this subject, please refer to the "Compensation Discussion and Analysis" section of this circular.

The responsibilities, powers and *modus operandi* of the Compensation Committee are set forth in its Charter, which is reproduced herein as schedule B. This Committee is composed of Messrs Moise Moghrabi, Jacques Girard and André Leroux, the later not being independent. The Board considers that a majority of members of this Committee shall be independent and that this majority is sufficient to ensure the objectivity of the compensation determination process.

Other Board's Committees

There are currently no committees other than the Audit, Corporate Governance and Compensation Committees.

Assessment

The Board is responsible for assessing its effectiveness, as well as the one of its committees and individual directors. The Governance Committee, which oversees the process, has also adopted guidelines governing its exercise. These guidelines are to the effect that the Governance Committee's chairman is responsible for the evaluation process and that each year he must distribute a questionnaire to all directors. He then compiles the responses and may eventually meet, if necessary, certain directors on an individual basis. In addition, at any time, the Governance Committee's chairman may, if appropriate, substitute the questionnaire for individual interviews. The assessment process covers, among others, the following: the degree of satisfaction of each director as to his role on the Board and on its committees, as to the role played by his fellow directors on the Board and on its committees, and as to the performance of the Board and its committees.

Once the evaluation process is completed, the Governance Committee's chairman reports to the Governance Committee, which in turn will report to the Board, making any recommendations deemed appropriate in the circumstances. The Board may subsequently take all measures deemed necessary, measures which could have an impact on the composition of the Board and of its committees or on the nature and relevance of certain documents and procedures (e.g., charters, guidelines, policies, etc.).

ADDITIONAL INFORMATION

Financial information is provided in the Corporation's consolidated comparative financial statements and Management's Report for its most recently completed fiscal year. Copies of the Notice and of the Corporation's latest annual information form, together with any document incorporated therein by reference, annual report, including audited financial statements and Management's Report, and management proxy circular may be obtained on request from the Vice-President, Corporate Affairs and Corporate Secretary of the Corporation. The Corporation may require the payment of a reasonable charge when the request is made by someone other than a shareholder. Additional information relating to the Corporation is available on SEDAR's website at www.sedar.com or on the Corporation's website at www.noveko.com.

APPROVAL OF THE BOARD

The content and the sending of this circular have been approved by the directors of the Corporation.

Montréal, Québec, November 10, 2011

BY ORDER OF THE BOARD

(signed) *Valérie Leroux*

Valérie Leroux
Vice-President, Corporate Affairs
and Corporate Secretary

SCHEDULE "A"

NOTICE OF CHANGE OF AUDITORS

To the Canadian securities administrators and auditors

Novoko International inc. (the "Corporation") hereby gives a notice pursuant to *Regulation 51-102 respecting continuous disclosure obligations* ("Regulation 51-102") as follows:

1. Management of the Corporation recommends to its shareholders the appointment of Raymond Chabot Grant Thornton LLP ("RCGT") at the Corporation's upcoming annual and special meeting of the shareholders to be held on December 13, 2011 and intends to vote the proxies for such meeting which are given to management (unless authority to do so is withheld) in favour of the appointment of RCGT as the Corporation's auditors. As a result, KPMG LLP ("KPMG") will then cease to be the Corporation's auditors on the date of such meeting.
2. There has been no "reportable event", as defined in Regulation 51-102, between KPMG and the Corporation.
3. KPMG's report on any of the Corporation's financial statements relating to fiscal year ended June 30, 2011 does not expressed a modified opinion.
4. This decision to recommend a change of the Corporation's auditors was made by the Corporation's Board of directors on November 10, 2011.

Dated this November 10, 2011

(s) **Valérie Leroux**
Vice President, Corporate Affairs
and Corporate Secretary

SCHEDULE "B"

COMPENSATION COMMITTEE CHARTER

A. STRUCTURE OF COMPENSATION COMMITTEE

1. Members

The Compensation Committee (the "Committee") comprises at least three (3) directors, a majority of whom shall be independent, i.e. must meet the independence requirements stipulated by the applicable legislation and the listing standards of the different stock exchanges on which the Noveko International Inc. (the "Corporation")'s shares may be traded.

The Committee members are appointed by the Corporation's Board of Directors (the "Board") and remain in office until their successor is duly appointed or until they resign or are dismissed by the Board.

2. Committee Chair

Unless a Chair is elected by the Board, the Committee members appoint a Chair among themselves.

The Chair presides over the Committee meetings and establishes the agendas thereof. He also regularly reports to the Board, orally or in writing, on the Committee meetings and activities.

3. Meetings

The Committee meets at least twice annually, or more frequently if warranted by the circumstances.

A Committee meeting may be convened at any time upon request by one of its members. Any meeting may also be convened by the Chairman of the Board and Chief Executive Officer to submit any matter he deems relevant for discussion.

Committee meetings may be held in person, by telephone or by videoconference, and the Committee may take measures upon written consent.

The quorum for the Committee is the simple majority of members.

In order to fulfill its responsibilities, the Committee may invite any director, corporate officer or other person it deems appropriate to attend its meetings. In order to fulfill its responsibilities, the Committee may also exclude from its meetings any person it deems appropriate.

Minutes of Committee meetings are compiled in a minute book and made available to the directors for review.

B. MANDATE AND RESPONSIBILITIES

The purpose of the Committee is to (1) review the Corporation's compensation policies and plans, and make recommendations to the Board, (2) review the Corporation's directors and officers' compensation, and make recommendations to the Board and (3) monitor the financial effect of the Corporation's compensation programs and their success in achieving the Corporation's objectives.

The following functions constitute common recurring activities of the Committee in fulfilling its responsibilities. These functions only serve as guidelines, and it is agreed that the Committee may take on other duties and adopt additional policies and procedures if it deems appropriate in light of, among others, laws and regulations and the legal, economic and social context. In acting within the limits of its assigned mandate, the Committee has the authority of the Board. The Committee is responsible for:

- i. Reviewing and considering at least once a year the compensation of directors, and recommending any changes to the Board that the Committee deems appropriate;

- ii. Reviewing at least once a year the compensation of the Corporation's officers, namely the Corporation's Chairman and CEO, the Corporation's President and COO, the Corporation's Vice President and CFO, the other Corporation's Vice Presidents and the officers of the Corporation's subsidiaries, and recommending any changes to the Board that the Committee deems appropriate;
- iii. Reviewing at least once a year the Corporation's compensation policies and plans, including all of the plans relating to incentive compensation, stock options and other benefits, and recommending any changes to the Board that the Committee deems appropriate;
- iv. Administering, or overseeing the administration of, all of the Corporation's plans relating to incentive compensation, stock options and other benefits;
- v. Recommending to the Board the stock options grants in accordance with the terms and conditions set forth in the Corporation's stock option plan;
- vi. Reviewing and monitoring the financial effect on the Corporation of its compensation policies and plans;
- vii. Reviewing the sections pertaining to compensation in the Corporation's annual proxy, and making appropriate recommendations to the Board;
- viii. Keeping minutes of Committee meetings and activities;
- ix. Regularly reporting to the Board with respect to (1) all relevant matters discussed by the Committee, (2) all relevant matters enabling the Committee to fulfill its responsibilities and (3) all recommendations that the Committee may deem appropriate.; and
- x. Fulfilling all other duties it may be assigned from time to time by the Board.

The Committee has the authority to retain the services of external advisors or experts. It also has the authority to approve their compensation and other terms and conditions related to retaining their services.

C. ANNUAL PERFORMANCE EVALUATION OF COMMITTEE

At least once annually, the Committee conducts a review and a performance evaluation of the Committee and its members, including a review of the compliance with this charter. Also at least once annually, the Committee reviews and evaluates the relevance of this charter and recommends any improvement that the Committee deems necessary and desirable to the Board. The Committee conducts these evaluations and reviews as it deems appropriate.

D. COMPENSATION

The Committee members are remunerated in accordance with Board-approved policies to that end.

SCHEDULE "C"

CHARTER OF THE AUDIT COMMITTEE

A. STRUCTURE OF AUDIT COMMITTEE

1. Members

The Audit Committee (the "Committee") comprises at least three (3) directors, each of whom is independent, i.e. he or she must meet the independence requirements stipulated by the applicable legislation and the listing standards of the different stock exchanges on which Noveko International Inc. (the "Corporation")'s shares may be traded. All Committee members must be financially literate and at least one member must have education or experience related to finance and administration. An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the financial statements of the Corporation.

The Committee members are appointed by the Corporation's Board of Directors (the "Board") and remain in office until their successor is duly appointed or until they resign or are dismissed by the Board.

2. Committee Chair

Unless a Chair is elected by the Board, the Committee members appoint a Chair among themselves.

The Chair presides over the Committee meetings and establishes the agendas thereof. He also regularly reports to the Board on the Committee meetings and activities.

3. Meetings

The Committee meets at least four (4) times per year, or more frequently if warranted by the circumstances.

A Committee meeting may be convened at any time upon request by one of its members. Any meeting may also be convened by the Chairman of the Board and Chief Executive Officer, or by the Vice President and Chief Financial Officer, to submit any matter he considers advisable to discuss.

Committee meetings may be held in person, by telephone or by videoconference, and the Committee may take measures upon written consent. Minutes of Committee meetings are compiled in a minute book and made available to the Directors for review.

The quorum for the Committee is the simple majority of members.

In order to fulfill its responsibilities, the Committee may invite any director, corporate officer or other person it deems appropriate to attend its meetings. In order to fulfill its responsibilities, the Committee may also exclude from its meetings any person it deems appropriate.

B. MANDATE AND RESPONSIBILITIES

The Committee helps the Board carry out its oversight responsibilities vis-à-vis shareholders, potential shareholders, the financial community and other interested parties with respect to the financial statements, financial reporting, internal accounting and financial control systems and internal control systems and the annual independent audit of the financial statements of the Corporation. In doing so, it is also responsible for ensuring free and open communication between the Directors and the external auditors.

In addition to the responsibilities prescribed by law and that could be imposed on the Committee from time to time, it has the following duties and responsibilities:

- i. To monitor financial reporting on behalf of the Board and improve the credibility and objectivity of the financial information of the Corporation, keeping in mind the fact that the Management is responsible for preparing the Corporation's financial statements and the external auditors are responsible for auditing them;
- ii. To reinforce the role of the Directors by facilitating in-depth discussions among the Directors, management and the external auditors, and reinforce the independence of the external auditors, particularly with respect to management of the Corporation;
- iii. To oversee the work of the external auditors engaged for preparing or issuing an auditors' report or performing other audit, review or attest services for the issuer, including the resolution of disagreements between management and the external auditors regarding financial reporting;
- iv. To recommend to the Board, each year, the external auditors to be nominated for the purpose of preparing or issuing an auditors' report or performing other audit, review or attest services for the Corporation, and to recommend their compensation to the Board of Directors;
- v. To evaluate the external auditors and recommend their replacement as needed;
- vi. To review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation;
- vii. To receive from the external auditors the annual reports on their independence, review such reports with it, examine whether the providing of services other than auditing services is compatible with maintaining their independence and, if the Committee so decides, recommend that the Board takes appropriate steps to ensure the independence of the auditors;
- viii. To discuss with the external auditors, prior to the audit, the planning, scope of the audit, staff requirements and their professional fees;
- ix. To discuss with management and the external auditors the sufficiency and effectiveness of internal financial controls, including the supervision and management of financial risks of the Corporation, the ethics program and compliance with applicable laws;
- x. To meet with the external auditors, with and without the presence of management, in order to discuss the results of their audit work;
- xi. To meet quarterly with the Corporation's CFO;
- xii. To review the financial statements, MD&A and annual and interim earnings press releases of the Corporation before it publicly discloses this information. To this regard, it must be satisfied that adequate procedures are in place for the review of the issuer's public disclosure of financial information extracted or derived from the issuer's financial statements, other than the public disclosure of the financial statements, MD&A and press releases, and must periodically assess the adequacy of those procedures;
- xiii. To establish procedures for (1) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and (2) the confidential, anonymous submission by employees of the Corporation and its subsidiaries of concerns regarding questionable accounting or auditing matters;
- xiv. To approve in advance all non-audit services which the external auditors of the Corporation render to the Corporation or its subsidiaries;
 - This pre-approval requirement is fulfilled if (1) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five percent (5%) of the total amount of fees paid by the

Corporation and its subsidiary entities during the fiscal year in which the services are provided, (2) the Corporation or one of its subsidiaries, as the case may be, did not recognize the services as non-audit services at the time of the engagement and (3) the services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approval has been delegated by the Committee;

- The Committee may delegate to one or more independent members the authority to pre-approve non-audit services. However, the pre-approval thereby granted must be submitted to the Committee at its first scheduled meeting following such pre-approval;
 - The Committee satisfies the pre-approval requirement if it adopts specific policies and procedures for the engagement of the non-audit services if (1) the pre-approval policies and procedures are detailed as to the particular service, (2) the Committee is informed of each non-audit service and (3) the procedures do not include delegation of the Committee's responsibilities to management;
- xv. To keep minutes of the Committee meetings and activities;
- xvi. To regularly report to the Board with respect to (1) all relevant matters enabling the Committee to fulfill its responsibilities and (2) all recommendations that the Committee may deem appropriate. The report to the Board may be given orally or in writing by the Committee Chair or any other member appointed for that purpose by the Committee;
- xvii. To fulfill all other duties it may be assigned from time to time by the Board.

In performing its oversight role, the Committee has the power to conduct investigations on any subject brought to its attention. To perform its duties, it has access to all books, documents, premises and staff of the Corporation, as well as the power to retain the services of an external advisor or expert to such effect, as well as the authority to approve its fees and other terms and conditions relating to its services.

The Committee has the power to convene a Board meeting if it considers it necessary, and in particular in the case of an irregularity or negligence, whether real or assumed.

C. ANNUAL PERFORMANCE AND EVALUATION OF COMMITTEE

At least once annually, the Committee conducts a review and a performance evaluation of the Committee and its members, including a review of the compliance with this charter. Also at least once annually, the Committee reviews and evaluates the relevance of this charter and recommends any improvement that the Committee deems necessary and desirable to the Board. The Committee conducts these evaluations and reviews as it deems appropriate.

D. COMPENSATION

The Committee members are remunerated in accordance with Board-approved policies to that end.

SCHEDULE “D”

CORPORATE GOVERNANCE GUIDELINES

A. INTRODUCTION

Noveko International Inc. (the “Corporation”)’s Board of Directors (the “Board”) considers sound corporate governance and the good conduct of the Corporation and its subsidiaries to be of the utmost importance. The Board believes that it should set the example to promote them and has therefore adopted these guidelines.

These guidelines complete the provisions of the Corporation’s general by-laws applicable to the Board.

B. BOARD COMPOSITION

1. Board Size

In accordance with the Corporation’s articles of incorporation, the number of directors is fixed by the Board, but must never be less than one or more than nine.

The Board estimates that it should comprise six to nine directors to benefit from the appropriate combination of experience and qualifications in order to manage the Corporation.

2. Chairman of the Board

The Chairman of the Board is currently also the founder, principal shareholder and Chief Executive Officer of the Corporation. The Board believes that at this stage of the Corporation’s development, the fact that the Chairman of the Board is not an independent director (see Sub-Section 3 in this regard) is not viewed negatively by other shareholders and the market in general; rather, it is reassuring.

The primary responsibility of the Chairman of the Board is to ensure that the Board is structured so it can fulfill its responsibilities. He must set the example for the other directors to foster honest and responsible decision-making, adequate management oversight and sound corporate governance practices.

3. Vice-Chairman of the Board

The Board estimates it is useful to appoint a Vice-Chairman of the Board who will chair meetings the Chairman cannot attend or when the independent directors meet behind closed doors. The Vice-Chairman of the Board also acts as representative of the independent directors during certain discussions with the Chairman of the Board.

This Vice-Chairman of the Board must be an independent director.

4. Independence

The Board recognizes that the majority of its members should be independent within the meaning of *National Instrument 58-101 – Disclosure of Corporate Governance Practices*, and by reference within the meaning of *Multilateral Instrument 52-110 – Audit Committees*.

In the event that a majority of directors is not independent, the Board must take measures to (a) remedy the situation as soon as possible or (b) take measures to favour the independent judgment of non-independent directors.

5. Selection of Candidates as Directors

The Corporate Governance Committee recommends to the Board what selection criteria should apply to directors and periodically reviews the criteria adopted by the Board.

Where necessary, the Board will seek candidates from diverse backgrounds who can contribute to the fulfillment of the Board's responsibilities on account of the integrity, independence, experience and leadership they have displayed in the past.

The Board will select new candidates as director based on the recommendations of the Corporate Governance Committee.

6. Term of Director's Mandate

In accordance with the Corporation's articles of incorporation, each director's mandate ends at the next Annual Shareholders' Meeting following his election by shareholders or appointment by the Board. Nevertheless, there is no limit as to how long a director may serve on the Board and, accordingly, there is nothing to prevent him from seeking a new mandate.

7. Resignation of Director

A Director may resign at any time for his own reasons.

Furthermore, upon recommendation by the Corporate Governance Committee, the Board may ask a director to resign, notably if (1) he has received special media attention adversely affecting the execution of his mandate on the Board or (2) he has an unresolved conflict of interest with the Corporation.

8. Conflicts of interest

Both in his actions and through the interests he holds, every director should avoid being in a conflict-of-interest situation, i.e. a situation where a director's personal interests might affect his judgment and his ability to act with honesty and integrity or where his personal interests are incompatible with the Corporation's best interests.

Every director should deal with any actual, potential or apparent conflict between his personal interests and the Corporation's interests with integrity, inform the Chairman of the Board thereof without delay (if the conflict involves the Chairman of the Board, the latter should inform the Chair of the Corporate Governance Committee thereof without delay), and abstain from taking part in discussions and decisions involving his personal interests.

The Board is responsible for settling any matter relating to a conflict of interest.

C. BOARD MANDATE

The Board is responsible for the overall management of the Corporation and every director must act in the best interests of the Corporation and its shareholders.

The Board appoints the members of the senior management team in charge of the Corporation's business operations, advises them and oversees their performance.

In addition to generally overseeing the Corporation's management and business affairs, the Board is responsible for:

- i. Ensuring, as far as possible, that the Chief Executive Officer and other senior officers are honest and promote a culture of integrity throughout the organization;
- ii. Collaborating with management to define the Corporation's mission and long-term strategy, taking its opportunities and risks into account;
- iii. Defining the Corporation's principal business risks and ensuring that appropriate systems are implemented to manage such risks;
- iv. Planning the succession, notably appointing or reconfirming the senior officers to their positions;
- v. Adopting a Code of Conduct for the Corporation, amending it as needed, ensuring it is complied with and interpreting it, as the case may be;

- vi. Adopting a disclosure policy for the Corporation and controlling its application;
- vii. Ensuring that internal control and management information systems are implemented and effective; and
- viii. Elaborating the Corporation's vision in regard to corporate governance, notably by means of these guidelines.

The Board may fulfill its responsibilities directly or indirectly through one of its committees.

In fulfilling his responsibilities, every director may entirely rely on the Corporation's records, the information, opinions, reports and statements presented to the Corporation by one of its officers or employees or one of the Board committees or any other person whose services have been diligently retained by or on behalf of the Corporation relating to matters that, in the director's reasonable opinion, are part of that person's areas of professional qualification or expertise.

D. BOARD MEETINGS

1. Number of meetings

The Board will meet at least six (6) times annually and will hold any additional meetings it deems necessary to fulfill its mandate.

2. Presence of Directors

Directors must regularly attend the meetings of the Board and committees on which they serve and must spend the time needed to execute their mandate.

3. Agenda Items

The Chairman of the Board will draw up the agenda for each of the Board meetings.

Any other director may suggest items he would like to see on a meeting's agenda to the Chairman of the Board. He may do so by (1) previously contacting the Chairman of the Board; (2) requesting that a specific item be added to the agenda upon its adoption at the beginning of the meeting; or (3) making use of the *Miscellaneous* item which always remains open, at the end of the meeting.

Furthermore, during each regular Board meeting, there will be closed proceedings during which independent directors will meet without non-independent directors and members of management being present.

4. Material Distributed in Advance

Insofar as possible, the Corporate Secretary distributes the documents to be reviewed at Board and committee meetings sufficiently in advance so directors can be adequately prepared. Email is the preferred transmission method.

Each director should consult the documents distributed prior to a meeting of the Board or a committee on which he serves.

E. COMMITTEES

1. General

The Board currently has three (3) committees: Audit Committee, Corporate Governance Committee and Compensation Committee.

Management committees or any other committees, including standing or special committees, may also be formed from time to time, subject to the Corporation's by-laws and the applicable laws and regulations.

When deemed appropriate, the Board may also dissolve a standing or special committee by resolution, subject to the aforementioned requirements.

2. Committee Members

Committee members are appointed by the Board based on the recommendations of the Corporate Governance Committee, subject to the applicable laws, regulations and rules.

Committee members must be independent, unless the Board grants a waiver (in which case, a majority of members must be independent).

3. Committee Chair

Unless he is appointed by the Board, the committee members select one of their members to act as Chair.

The Chair of each committee will draw up the agenda of each meeting prior thereto, taking into account management's recommendations and the suggestions of the committee members.

4. Committee Rules, Procedures, Duties and Responsibilities

The rules, procedures, duties and responsibilities of each committee are set forth in its charter and include all responsibilities incumbent upon such a committee pursuant to the terms of the laws, regulations, rules and resolutions applicable thereto.

F. ORIENTATION AND CONTINUING EDUCATION

New directors will have the opportunity to familiarize themselves with the Corporation's business, operations, financial position, policies and procedures, notably by way of presentations.

From time to time and as needed, the Corporation's management may give presentations to directors so they can (1) be fully cognizant of the business and legal matters affecting the Corporation and the extent of their duties and responsibilities as directors and (2) monitor the changes in these matters. Such presentations may be provided by the Corporation or outside parties, as the case may be.

G. COMPENSATION OF DIRECTORS

All directors who are not also employed by the Corporation or one its subsidiaries receive an adequate compensation in consideration of the services they provide as directors.

The Board is responsible for fixing the compensation of directors. The Compensation Committee periodically analyzes the compensation of the Corporation's directors and makes recommendations to the Board in this regard.

Directors' fees must (1) represent a fair and equitable compensation for the duties and responsibilities associated with the position of director of a company of a size and scope comparable to those of the Corporation and (2) ensure that the directors' interests correspond to the long-term interests of shareholders.

H. PERIODIC EVALUATIONS OF BOARD AND DIRECTORS

The Board performs an annual evaluation of the Board itself, its committees and its directors to ensure they are effective. The Corporate Governance Committee oversees this process.

I. ACCESS TO INDEPENDENT ADVISORS

Directors have full access to the Corporation's outside advisors should they deem it necessary at any time. In addition, the Board and each committee may, when they deem appropriate, retain the services of independent legal, financial or other advisors at the Corporation's expense.

J. BOARD INTERACTIONS WITH SHAREHOLDERS, INVESTORS, THE MEDIA, ETC.

As stated in the Corporation's Code of Conduct, the Chairman of the Board and Chief Executive Officer, President and Chief Operating Officer, Vice-President and Chief Financial Officer, and Director, Investor Relations and Corporate Communications are the Corporation's official spokespersons. Accordingly, directors should not individually meet with or contact interested parties or otherwise communicate therewith.

SCHEDULE "E"

CORPORATE GOVERNANCE COMMITTEE CHARTER

A. STRUCTURE OF CORPORATE GOVERNANCE COMMITTEE

1. Members

The Corporate Governance Committee (the "Committee") comprises at least three (3) directors, each of whom is independent, i.e. he must meet the independence requirements stipulated by the applicable legislation and the listing standards of the different stock exchanges on which Noveko International Inc. (the "Corporation")'s shares may be traded.

The Committee members are appointed by the Corporation's Board of Directors (the "Board") and remain in office until their successor is duly appointed or until they resign or are dismissed by the Board.

2. Committee Chair

Unless a Chair is elected by the Board, the Committee members appoint a Chair among themselves.

The Chair presides over the Committee meetings and establishes the agendas thereof. He is also responsible for meeting with each of the Corporation's directors individually as part of the periodic evaluations of the Board, its committees and its directors.

3. Meetings

The Committee meets at least twice annually, or more frequently if warranted by the circumstances.

A Committee meeting may be convened at any time upon request by one of its members. Any meeting may also be convened by the Chairman of the Board and Chief Executive Officer to submit any matter he deems relevant for discussion.

Committee meetings may be held in person, by telephone or by videoconference, and the Committee may take measures upon consent in writing.

The quorum for the Committee is the simple majority of members.

In order to fulfill its responsibilities, the Committee may invite any director, corporate officer or other person it deems appropriate to attend its meetings. In order to fulfill its responsibilities, the Committee may also exclude from its meetings any person it deems appropriate.

Minutes of Committee meetings are compiled in a minute book and made available to the directors for review.

B. MANDATE AND RESPONSIBILITIES

The purpose of the Committee is to (1) identify qualified candidates to serve as a director and recommend to the Board candidates that could be nominated by the Board or elected by shareholders to serve as director; (2) develop corporate governance principles applicable to the Corporation and recommend them to the Board; (3) oversee the application of the Corporation's Code of Conduct; and (4) otherwise exercise a leadership role in establishing the corporate governance structure and ensuring the supervision thereof.

The following functions constitute common recurring activities of the Committee in fulfilling its responsibilities. These functions only serve as guidelines, and it is agreed that the Committee may take on other duties and adopt additional policies and procedures if it deems appropriate in light of, among others, laws and regulations and the legal, economic and social context. In acting within the limits of its assigned mandate, the Committee has the authority of the Board. The Committee is responsible for:

- i. Reviewing the Board's composition and size and making recommendations thereto in this regard, as the Committee deems appropriate, to ensure that the Board has the required expertise and comprises directors with a variety of backgrounds and a majority of whom are independent;
- ii. Establishing criteria for the selection of new directors to serve on the Board;
- iii. Identifying candidates deemed qualified to serve on the Board and recommending them where required, notably when there is a vacancy, a director has served notice that he does not intend to seek another mandate or it is considered timely to increase the number of directors serving on the Board. To that end, the Committee takes into account the criteria established for the election of new directors and all other factors it deems appropriate;
- iv. Assessing candidates in view of their appointment to the Board;
- v. Conducting all necessary and appropriate investigations into the backgrounds and professional qualifications of potential candidates;
- vi. Reviewing matters of independence and potential conflicts of interest of directors, officers and candidates to one of these positions, and making the appropriate recommendations to the Board;
- vii. Selecting, recruiting and/or replacing, as needed and at its discretion, a recruitment firm to assist it in identifying candidates as directors. To that end, if the services of a recruitment firm are used, the Committee has the exclusive authority to approve the compensation of this advisor and any other terms and conditions related to retaining its services;
- viii. Overseeing the Board's annual performance evaluation;
- ix. Recommending to the Board directors to serve on the Board committees, based on the criteria specific to each committee as described in their respective charter, and any other factor the Committee deems relevant and, if applicable, making recommendations with respect to their dismissal;
- x. Establishing, overseeing and recommending the purpose, structure and activities of the various Board committees, as well as the required qualifications and membership criteria for each committee;
- xi. Reviewing at least once a year the charter and composition of each Board committee and making recommendations to the Board with respect to the creation of additional committees or the elimination of existing committees;
- xii. Reviewing at least once a year the relevance of the Corporation's articles and by-laws and, if applicable, recommending to the Board that amendments be made thereto;
- xiii. Developing corporate governance principles and recommending them to the Board and remaining on the lookout for new corporate governance matters in order to enable the Committee to make the appropriate recommendations to the Board, if applicable;
- xiv. Reviewing the operating procedure of Board meetings and making recommendations in this regard;
- xv. Where required, overseeing the process of selecting a candidate to act as Chief Executive Officer and making recommendations to the Board in this regard;
- xvi. Overseeing the orientation, training and professional development programs of directors;
- xvii. Overseeing the Corporation's programs with respect to ethics and business conduct; including the annual review of the Corporation's Code of Conduct;
- xviii. Reviewing the sections pertaining to corporate governance in the Corporation's annual proxy, and making appropriate recommendations to the Board;

- xix. Regularly reporting to the Board with respect to (1) all relevant matters enabling the Committee to fulfill its responsibilities and (2) all recommendations that the Committee may deem appropriate. The report to the Board may be given orally or in writing by the Committee Chair or any other member appointed for that purpose by the Committee;
- xx. Keeping minutes of Committee meetings and activities; and
- xxi. Fulfilling all other duties it may be assigned from time to time by the Board.

In executing its oversight role, the Committee is empowered to study or explore any matter of interest or subject of concern it deems appropriate.

The Committee has the authority to retain the services of outside legal counsel or other advisors. It also has the authority to approve their compensation and other terms and conditions related to retaining their services.

C. ANNUAL PERFORMANCE EVALUATION OF COMMITTEE

At least once annually, the Committee conducts a review and a performance evaluation of the Committee and its members, including a review of the compliance with this charter. Also at least once annually, the Committee reviews and evaluates the relevance of this charter and recommends any improvement that the Committee deems necessary and desirable to the Board. The Committee conducts these evaluations and reviews as it deems appropriate.

D. COMPENSATION

The Committee members are remunerated in accordance with Board-approved policies to that end.

