

SYMC RESOURCES LIMITED

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INFORMATION CIRCULAR

THIS INFORMATION CIRCULAR CONTAINS INFORMATION AS AT MAY 24, 2006 (unless otherwise noted).

I. PERSONS MAKING THIS SOLICITATION OF PROXIES

This Information Circular is furnished to you in connection with the solicitation of Proxies by management of SYMC Resources Limited ("we" or the "Company") for use at the Annual and Special Meeting (the "Meeting") of the shareholders of the Company to be held on June 24, 2006 for the purposes set forth in the accompanying Notice of Meeting, and at any adjournment thereof. The Company will conduct its solicitation primarily by mail and our officers, directors and employees may, without receiving special compensation contact shareholders by telephone, electronic means or personal contact. We will not specifically engage employees or soliciting agents to solicit proxies. We will pay expenses of this solicitation.

II. COMPLETION AND VOTING OF PROXIES

Voting at the Meeting will be by a show of hands, each shareholder having one vote, unless a poll is requested or required (if the number of shares represented by proxies that are to be voted against a motion are greater than 5% of the votes that could be cast at the Meeting), in which case each shareholder is entitled to one vote for each share held. In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an "ordinary resolution") unless the motion requires a special resolution in which case a majority of two-thirds ($\frac{2}{3}$) of the votes cast will be required.

The persons named as proxyholders in the enclosed Proxy are directors or executive officers of the Company. **AS A SHAREHOLDER OR AN INTERMEDIARY HOLDING SHARES AND ACTING ON BEHALF OF AN UNREGISTERED SHAREHOLDER YOU HAVE THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT ON YOUR BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE PROXY AS PROXYHOLDERS. TO EXERCISE THIS RIGHT, YOU OR THE INTERMEDIARY MUST STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE PROXY AS PROXYHOLDERS AND INSERT THE NAME OF YOUR NOMINEE IN THE SPACE PROVIDED OR COMPLETE ANOTHER PROXY.**

A shareholder or intermediary acting on behalf of a shareholder may indicate the manner in which the persons named in the enclosed Proxy are to vote with respect to any matter by checking the appropriate space. On any poll required by virtue of 5% or more of the outstanding shares of the Company being

represented by proxies at the Meeting that are to be voted against a matter or by a shareholder or proxyholder requesting a poll, those persons will vote or withhold from voting the shares in respect of which they are appointed in accordance with the directions, if any, given in the Proxy provided such directions are certain.

If you or an intermediary acting on your behalf wishes to confer a discretionary authority with respect to any matter, then the space should be left blank. **IN SUCH INSTANCE, THE PROXYHOLDER, IF ONE PROPOSED BY MANAGEMENT, INTENDS TO VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF THE MOTION.** The enclosed Proxy, when properly signed, also confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may be properly brought before the Meeting. At the time of printing this Circular, our management is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. If, however, other matters which are not now known to management should properly come before the Meeting, the persons named in the form of proxy intend to vote on such other business in accordance with their best judgement.

The Proxy must be dated and signed by you or by your attorney authorized in writing or by the intermediary acting on your behalf. In the case of a corporation, the Proxy must be executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

COMPLETED PROXIES TOGETHER WITH THE POWER OF ATTORNEY OR OTHER AUTHORITY, IF ANY, UNDER WHICH IT WAS SIGNED OR A NOTARIAL COPY THEREOF MUST BE DEPOSITED WITH THE COMPANY'S TRANSFER AGENT, PACIFIC CORPORATE TRUST COMPANY, OF 510 BURRARD STREET, 3RD FLOOR, VANCOUVER, BRITISH COLUMBIA, V6C 3B9, AT LEAST 48 HOURS (EXCLUDING SATURDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ADJOURNMENT THEREOF. UNREGISTERED SHAREHOLDERS WHO RECEIVED THE PROXY THROUGH AN INTERMEDIARY MUST DELIVER THE PROXY IN ACCORDANCE WITH THE INSTRUCTIONS GIVEN BY SUCH INTERMEDIARY.

III. REVOCATION OF PROXIES

You or an intermediary acting on your behalf who has been given a Proxy may revoke it at any time before it is exercised. Revocation can be effected by an instrument in writing signed by the intermediary or shareholder or his attorney authorized in writing, and, in the case of a corporation, executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation and either delivered to the Pacific Corporate Trust Company, of 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9, at least 48 hours (excluding Saturdays and holidays) before the time of the meeting at any time up to and including 4:00 p.m. on the last business day preceding the day of the Meeting, being June 23, 2006, or any adjournment thereof.

IV. INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of auditors

and the adoption of the stock option plan, all as more particularly described in this Information Circular, approval of which will be sought at the Meeting.

V. VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Voting of Common Shares – General

The Company has only one class of shares entitled to be voted at the Meeting, namely, common shares without par value. All issued shares are entitled to be voted at the Meeting and each has one non-cumulative vote. There are 18,143,457 common shares issued and outstanding.

Persons who are registered shareholders at the close of business on May 19, 2006, will be entitled to receive notice of, attend and vote at the Meeting or any adjournment thereof.

Advice to Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to many shareholders as a substantial number of shareholders do not hold their common shares in their own name. Shareholders who do not hold their common shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of common shares can be recognized and acted upon at the Meeting. If the common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those shares will not be registered in the shareholder's name on the records of the Company. Such shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Common shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. The directors and officers of the Company do not know for whose benefit the common shares registered in the name of CDS & Co (or similar nominees) are held. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person.**

In accordance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the form of Proxy to the clearing agencies and intermediaries for onward distribution to Beneficial Shareholders.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings unless the Beneficial Shareholders have waived the right to receive meeting materials. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Company to Shareholders. However its purpose is limited to instructing the registered shareholders (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Independent Investor Communications Corporation ("IICC") and/or ADP Proxy services ("ADP"). IICC/ADP typically mail a special proxy form to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to IICC/ADP.

ICC/ADP then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from ICC/ADP cannot use that proxy to vote shares directly at the Meeting – the proxy must be returned to ICC/ADP well in advance of the Meeting in order to have the common shares voted. It is also possible in some cases, to submit voting instructions to ICC/ADP over the internet.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their common shares as proxyholder for the registered shareholder should enter their own names in the blank space on the Instrument of Proxy provided to them and return the same to their broker (or broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Principal Holders of Common Shares

To the knowledge of our directors and executive officers, no persons beneficially own, directly or indirectly, or exercise control or direction over shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company which have the right to vote in all circumstances.

VI. ELECTION OF DIRECTORS

Directors are elected at each Annual General Meeting and will hold office until the next Annual General Meeting or until that person sooner ceases to be a director.

Shareholders will be asked to pass an ordinary resolution to set the number of directors at five for the next year, subject to any increases permitted by the Company's Articles.

Management proposes to nominate the persons named in the table below for election as directors. Management does not contemplate that any of these nominees will be unable to serve as a director.

The information concerning the proposed nominees has been furnished by each of them.

Name, Jurisdiction of Residence & Position	Present Principal Occupation⁽¹⁾	Director Since	Shares Owned⁽²⁾
Herbert McMaster Port Alberni, B.C. CEO, President and Director	Chief Executive Officer, President and a Director of the Company	1987	1,576,163 ⁽⁴⁾
Sylvester Tresierra ⁽³⁾ Port Alberni, B.C. Director	Retired Tree Faller	1987	1,136,647 ⁽⁴⁾
Alfred David Long West Vancouver, B.C. Secretary and Director	Lawyer	1991	1,010,666 ⁽⁴⁾
Jeremy Link ⁽³⁾ Calgary, Alberta Director	Engineering Consultant	2005	67,000
Mark Brown ⁽³⁾ Vancouver, BC Chief Financial Officer and Director	President Pacific Opportunity Capital Ltd., a private company providing assistance to public and private companies with respect to financing, management, accounting and administration.	2005	Nil

- (1) Includes occupations for preceding five years
- (2) The approximate number of shares of the Company carrying the right to vote in all circumstances beneficially owned, controlled or directed as of May 19, 2006. The information as to shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (3) Member of Audit Committee
- (4) A number of these shares are held in escrow (Tresierra 654,874, Long 587,333, McMaster 676,534)

The Company does not have an Executive Committee. The Audit Committee is comprised of Sylvester Tresierra, Jeremy Link and Mark Brown.

Advance notice of the Meeting was filed on SEDAR on May 2, 2006.

VII. EXECUTIVE COMPENSATION

Compensation of Named Executive Officers

Executive compensation is required to be disclosed for each Named Executive Officer.

The table below sets out particulars of compensation paid to the following executive officers as well as compensation paid for services in all capacities to the Company during the three most recently completed financial years:

- (a) the individual who served as the Company's chief executive officer or acted in a similar capacity ("CEO") during the most recently completed financial year;

- (b) the individual who served as our chief financial officer or acted in a similar capacity (“CFO”) during the most recently completed financial year;
- (c) each of our three most highly compensated executive officers, other than the CEO and CFO, who was serving as an executive officer at the end of the most recently completed financial year and whose total salary and bonus exceeded \$150,000 per year; and
- (d) any additional individuals for whom disclosure would have been provided under (c) except that the individual was not serving as an executive officer of the Company at the end of the most recently completed financial year,

(each of whom is a “Named Executive Officer”).

The following table sets forth all annual and long-term compensation for services rendered in all capacities to the Company for the financial periods ended December 31, 2005, December 31, 2004, and December 31, 2003, in respect of the Named Executive Officer.

The Company entered into a management agreement to pay a fee of \$2,500 per month to Mr. McMaster on September 1, 1994. The fee was suspended December 31, 1995 until June 1998. In February of 1999 the management fee was reduced to \$1,700 per month to preserve the Company’s funds. In 2002 Mr. McMaster was paid \$1,500 per month for management services and \$200 per month was accrued owing to Mr. McMaster. In 2003 Mr. McMaster was paid \$1,500 for nine months and \$200 per month was accrued owing to Mr. McMaster as was \$1,700 per month for three months that Mr. McMaster was not paid. In 2004 Mr. McMaster was paid at the rate \$1,500 per month and \$200 per month was accrued owing to Mr. Mr. Master. In 2005, Mr. McMaster’s salary was increased to \$60,000 per annum.

SUMMARY COMPENSATION TABLE

Name and Principal Position of Executive Officer	Fiscal Year Ending	Annual Compensation			Long-Term Compensation			All Other Compensation (\$)
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Awards		Payouts	
					Securities Granted Under Options/ SARS ⁽¹⁾ Granted #	Restricted Shares or Restricted Share Units (\$)	LTIP ⁽²⁾ Payouts (\$)	
Herbert McMaster President and Chief Executive Officer	2005	53,750	Nil	Nil	Nil	Nil	Nil	Nil
	2004	20,400	Nil	Nil	Nil	Nil	Nil	Nil
	2003	20,400	Nil	Nil	Nil	Nil	Nil	Nil
Mark Brown Chief Financial Officer	2005	Nil	Nil	4,280 ⁽³⁾	Nil	Nil	Nil	Nil
	2004	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2003	Nil	Nil	Nil	Nil	Nil	Nil	Nil

- (1) "SARS" or "stock appreciation right" means a right granted by the Company, as compensation for services rendered, to receive a payment of cash or an issue or transfer of securities based wholly or in part on changes in the trading price of publicly traded securities of the Company.
- (2) "LTIP" or "long term incentive plan" means any plan which provides compensation intended to serve as incentive for performance to occur over a period longer than one financial year, but does not include option or stock appreciation right plans or plans for compensation through restricted shares or restricted share units.

- (3) Management and Administration Services paid to Pacific Opportunity Capital Ltd. ("POCL"), Mr. Mark Brown is the President, a director and principal shareholder of POCL.

The Company has no long-term incentive plans and in accordance with the instructions contained in Form 51-102F6 of National Instrument 51-102 *Continuous Disclosure Obligations*, the table respecting LTIP awards is not presented.

No pension plans or retirement benefit plans have been instituted by the Company and none are proposed at this time.

During the financial year ended August 31, 2005, there were no remuneration payments (other than as set out above) made, directly or indirectly, by the Company pursuant to any existing plan or arrangement to its directors, executive officers and executive officers.

Incentive Stock Options to Named Executive Officers

During the most recently completed financial year, we granted to our Named Executive Officers the incentive stock options described in the following table:

Name of Executive Officer	Securities Under Options Granted (#)	Exercise or Base Price (\$/Security)	Market Value of Securities Underlying Options on the Date of Grant (\$/Security)	Expiration Date
Herbert McMaster President and Chief Executive Officer	100,000	\$0.50	\$0.50	December 2/08
	150,000	\$0.34	\$0.34	September 27/08
Mark Brown Chief Financial Officer	250,000	\$0.30	\$0.30	December 1/11

The following table discloses the particulars of options exercised during the most recently completed financial year by any Named Executive Officer and the value of unexercised options held by the Named Executive Officers:

Aggregated Option/SAR Exercises During the Most Recently Completed Financial Year and Financial Year-End Option/SAR Values

Name of Executive Officer	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$)	Unexercised Options/SARs ⁽¹⁾ at Financial Year-End (#) Exercisable/ Unexercisable	Value of Unexercised in the Money Options/SARs at Financial Year-End (\$) Exercisable/ Unexercisable
Herbert McMaster	Nil	Nil	250,000/Nil	\$Nil/Nil
Mark Brown	Nil	Nil	250,000/Nil	\$Nil/Nil

- (1) We have not granted any SARs.

Option/SAR Repricings

During the most recently completed financial year ended December 31, 2005, no stock options granted to the Named Executive Officers were repriced.

Termination of Employment, Change in Responsibilities and Employment Contracts

There is no employment contract between the Company and any Named Executive Officer.

There are no compensatory plans or arrangements, with respect to the Named Executive Officers resulting from the resignation, retirement or any other termination of employment of any officer's employment or from a change of the Named Executive Officers' responsibilities following a change in control.

Compensation of Directors

During the year no compensation, cash or otherwise, was paid or is payable by the Company to directors other than the Named Executive Officers for services rendered.

The Company currently does not pay directors who are not employees or officers of the Company for attending directors meetings or for serving on committees. The Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services as directors, for committee participation, or for involvement in special assignments during the most recently completed financial year. None of the Company's directors have received any cash compensation for services provided in their capacity as directors during the Company's most recently completed financial year.

Indebtedness of Directors and Executive Officers

None of the directors or executive officers of the Company, nor proposed nominees for election as directors of the Company nor associates or affiliates of such persons are or have been indebted to the Company at any time since the beginning of the Company's last completed financial year.

VIII. INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director, officer, holder of 10% of the voting shares of the Company or nominee for election as a director of the Company has any interest in any material transaction with the Company in the last completed financial year except as disclosed herein.

Stock Options held by Insiders of the Company

The following stock options were granted to and are held by directors and/or executive officers of the Company as at the date of this Information Circular:

Name of Optionee	Number of Options Held	Exercise Price	Date of Grant	Expiry Date
Herbert McMaster	100,000	\$0.50	December 2, 2003	December 2, 2008
Sylvester Tresierra	100,000	\$0.50	December 2, 2003	December 2, 2008
David Long	100,000	\$0.50	December 2, 2003	December 2, 2008

Name of Optionee	Number of Options Held	Exercise Price	Date of Grant	Expiry Date
Jeremy Link	250,000	\$0.34	September 27, 2005	September 27, 2010
Herbert McMaster	150,000	\$0.34	September 27, 2005	September 27, 2010
Sylvester Tresierra	150,000	\$0.34	September 27, 2005	September 27, 2010
David Long	150,000	\$0.34	September 27, 2005	September 27, 2010
Mark Brown	250,000	\$0.30	December 1, 2005	December 1, 2011

IX. SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

Information is presented as at the Company's August 31, 2005 year-end.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	1,650,000	\$0.35	1,014,338
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	1,650,000	\$0.35	1,014,338

See the heading "Particulars of Matters to be Acted Upon" for more information about the Company's stock option plan.

X. AUDIT COMMITTEE

As at the date hereof, the Audit Committee is comprised of Sylvester Tresierra, Jeremy Link and Mark Brown. As defined in Multilateral Instrument 52-110 ("MI 52-110") Sylvester Tresierra and Jeremy Link are independent. All of the members of the Audit Committee are "financially literate".

Pre-Approval Policies and Procedures

The Company has not adopted specific policies and procedures for the engagement of non-audit services. The Audit Committee will review the engagement of non-audit services as required.

Audit Committee Oversight

Since the commencement of the Company's most recently completed fiscal year, the Company's Board of Directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year and the effective date of MI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of MI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditors, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total amount of fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of MI 52-110, in whole or in part.

The text of the Audit Committee Charter is attached below:

**Charter of the Audit Committee of the Board of Directors
of
SYMC Resources Limited
(the "Company")**

Article 1 – Mandate and Responsibilities

The Audit Committee is appointed by the board of directors of the Company (the "Board") to oversee the accounting and financial reporting process of the Company and audits of the financial statements of the Company. The Audit Committee's primary duties and responsibilities are to:

- (a) recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;
- (b) recommend to the Board the compensation of the external auditor;
- (c) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (d) pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company's external auditor;
- (e) review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information;
- (f) be satisfied that adequate procedures are in place for the review of all other public disclosure of financial information extracted or derived from the Company's financial statements, and to periodically assess the adequacy of those procedures;

- (g) establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

The Board and management will ensure that the Audit Committee has adequate funding to fulfill its duties and responsibilities.

Exemption

The Company is relying on the exemption provided by section 6.1 of MI 52-110 by virtue of the fact that it is a venture issuer. Section 6.1 exempts the Company from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of MI 52-110 and allows for the short form of disclosure of audit committee procedures set out in form 52-110F2 and disclosed in this Information Circular.

Audit Fees and Audit-Related Fees

The aggregate fees unbilled/billed by the Company's external auditor for financial year 2005 for audit and assurance and related services were approximately \$13,400 (2004 - \$13,850) .

Tax Fees

The aggregate fees unbilled/billed for tax compliance, tax advice and tax planning services by the Company's external auditor for financial year 2005 were approximately \$1,000 (2004 - \$1,000).

All Other Fees

The aggregate fees billed by the Company's external auditor for financial year 2005 for review of unaudited interim financial statements, compilation of consolidated financial statements and related services were \$Nil (2004 - \$Nil).

XI. CORPORATE GOVERNANCE

The following is a summary of the Company's corporate governance disclosure required by Form 58-101F2 of National Instrument 58-101 *Disclosure of Corporate Governance Practices*.

Board of Directors

The Board, at present, is composed of five directors, two of whom are executive officers of the Company and two of whom are considered to be "independent", as that term is defined in applicable securities legislation. Messrs. Jeremy Link and Sylvester Tresierra are considered to be independent directors. Mr.

Herbert McMaster, by reason of his being the Chief Executive Officer and President of the Company, Mr. Mark Brown, by reason of his office of Chief Financial Officer and Mr. A David Long, Secretary, are not. See Other Information – Management Contracts. In determining whether a director is independent, the Board chiefly considers whether the director has a relationship which could, or could be perceived to, interfere with the director's ability to objectively assess the performance of management.

The Board is responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. Board consideration and approval is also required for material contracts and business transactions, and all debt and equity financing transactions.

The Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing the Company's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

Directorships

Certain of the directors of the Company are also directors of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

<u>Name of director</u>	<u>Other reporting issuer (or equivalent in a foreign jurisdiction)</u>
Herbert McMaster	none
Sylvester Tresierra	none
A. David Long	none
Jeremy Link	Viacorp Technologies Inc.
Mark Brown	Rare Element Resources Ltd., Portal Resources Ltd., Orphan Boy Resources Inc., Garibaldi Resources Inc., Strategem Capital Inc., Sutter Gold Mining Inc., Ameriplas Holdings Ltd., Mediterranean Resources Ltd., Tarsis Capital Corp., Rockhaven Resources Inc.

Orientation and Continuing Education

The Company has not yet developed an official orientation or training program for new directors. As required, new directors will have the opportunity to become familiar with the Company by meeting with the other directors and with officers and employees. Orientation activities will be tailored to the particular needs and experience of each director and the overall needs of the Board.

Ethical Business Conduct

The Board monitors the ethical conduct of the Company and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board has not appointed a nominating committee because the Board fulfills these functions.

Compensation

The Board of Directors is responsible for determining all forms of compensation, including long-term incentive in the form of stock options, to be granted to the Chief Executive Officer of the Company and the directors, and for reviewing the Chief Executive Officer's recommendations respecting compensation of the other officers of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the Board considers: i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; ii) providing fair and competitive compensation; iii) balancing the interests of management and the Company's shareholders; and iv) rewarding performance, both on an individual basis and with respect to operations in general.

Committees of the Board of Directors

The Board has appointed an Audit Committee, the members of which are Sylvester Tresierra, Jeremy Link and Mark Brown. A description of the function of the Audit Committee can be found in this Circular under Audit Committee.

Assessments

The Board has not, as yet, adopted formal procedures for assessing the effectiveness of the Board, its Audit Committee or individual directors.

XII. REMUNERATION AND APPOINTMENT OF AUDITORS

The persons named in the enclosed Proxy will vote for the appointment of Manning Elliott LLP, Chartered Accountants, 1050 West Pender Street, Vancouver, British Columbia, as auditors for the Company to hold office until the next Annual General Meeting of the shareholders, at a remuneration to be fixed by the directors.

XIII. MANAGEMENT CONTRACTS

Management services for the Company are not, to any material degree, performed by persons other than the directors and executive officers of the Company.

Pursuant to an agreement dated for reference September 21, 2005 (the "Financial and Services Agreement"), the Company retained the services of Pacific Opportunity Capital Ltd. to provide financial and administrative services. Mr. Mark Brown is the President, a director and principal shareholder of Pacific Opportunity Capital Ltd..

XIV. PARTICULARS OF MATTERS TO BE ACTED UPON

The management does not know of any other matters to come before the Meeting other than those referred to in the Notice of Meeting and further described above. Should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Proxy.

XV. ADDITIONAL INFORMATION

Additional information about the Company is available on the SEDAR website at www.sedar.com. Securityholders may contact the Company by calling (250) 723-7027 or e-mailing the Company's Chief Financial Officer at info@symc.ca to request copies of the Company's financial statements and MD&A. Financial information for the most recently completed financial year is provided in the Company's financial statements and MD&A.

DATED at Port Alberni, British Columbia, this 24th day of May, 2006.

ON BEHALF OF THE BOARD OF DIRECTORS

"Herbert McMaster"

Herbert McMaster
President and Director