



**Annual and Special Meeting of Shareholders
to be held on Friday, June 17, 2005**

MANAGEMENT PROXY CIRCULAR

SOLICITATION OF PROXIES

This Management Proxy Circular (the "Information Circular") is furnished in connection with the solicitation by the management of Call Genie Inc. ("Call Genie" or the "Corporation") of proxies to be used at the Annual and Special Meeting (the "Meeting") of the shareholders of the Corporation (the "Shareholders"), which is to be held at the time and place and for the purposes set out in the accompanying Notice of Meeting and in this Information Circular. Solicitation of proxies will be primarily by mail, but may also be undertaken by way of telephone, facsimile, e-mail or oral communication by the directors, officers and employees of the Corporation, at no additional compensation. The cost of the solicitation of proxies will be borne by the Corporation.

Appointment of Proxyholders and Revocation of Proxies

Neil D. Frizzell and Alex W. Blodgett (the management designees named in the accompanying Instrument of Proxy) are both senior officers of the Corporation. Mr. Frizzell is also a director of the Corporation. **A Shareholder has the right to appoint a person (who need not be a Shareholder), other than Neil D. Frizzell or Alex W. Blodgett, to represent such Shareholder at the Meeting.** To exercise this right, a Shareholder should cross out the names of Messrs. Frizzell and Blodgett in the first paragraph of the accompanying Instrument of Proxy and insert the name of the other person in the blank space provided on such Instrument of Proxy. Alternatively, a Shareholder may complete another appropriate form of proxy. **A proxy will not be valid unless it is deposited at the offices of Computershare Trust Company of Canada (Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, or by facsimile at 416-263-9524 or 1-866-249-7775), at least forty-eight hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof.**

A *registered* Shareholder who has submitted a proxy may revoke it by depositing a written instrument of revocation, signed by the Shareholder (or by an authorized attorney or, if the Shareholder is a corporation, by a duly authorized officer), either: (i) at the offices of Computershare Trust Company of Canada (Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, or by facsimile at 416-263-9524 or 1-866-249-7775) at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof; or (ii) with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof. In addition, a proxy may be revoked: (i) by the Shareholder personally attending at the Meeting and voting the securities represented by the proxy (or, if

the Shareholder is a corporation, by a representative of the corporation attending at the Meeting and voting such securities); or (ii) in any other manner permitted by law.

The foregoing information respecting the appointment of proxyholders and revocation of proxies is generally applicable only to *registered* Shareholders, being persons who are named as holders of common shares on the register of shareholders maintained by the Corporation's registrar and transfer agent (the "Register of Shareholders"). A significant number of persons who beneficially own common shares of Call Genie, hold those shares in a brokerage account or through some other intermediary. In almost all cases, a person whose shares are held through a broker (or other intermediary) will not appear as the holder of record of such shares on the Register of Shareholders. Under applicable corporate legislation, non-registered shareholders (i.e., persons whose shares are not held in their own name) do not have the same rights as *registered* shareholders in respect of shareholder meetings (including the rights described above to appoint a proxyholder and revoke a deposited proxy). Accordingly, non-registered shareholders are required to act indirectly through their broker (or other intermediary) in order to vote their shares at the Meeting and non-registered shareholders should refer to the information set out under the heading "Voting of Common Shares - Advice to Non-registered Holders of Common Shares" in this Information Circular.

Exercise of Discretion by Proxyholders

On any ballot that may be called for at the Meeting, the management designees named in the accompanying Instrument of Proxy will vote or withhold from voting the shares in respect of which they are appointed in accordance with the direction of the Shareholder appointing them, and if the Shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. **In the absence of such direction, the relevant shares will be voted for: (i) the election of directors; (ii) the appointment of auditors, at such remuneration as may be determined by the directors of the Corporation; (iii) the ordinary resolution confirming By-law No. 1 and By-law No. 2 of the Corporation; and (iv) the ordinary resolution confirming the Corporation's stock option plan, all as more particularly described in this Information Circular.** The accompanying Instrument of Proxy confers discretionary authority upon the proxyholder with respect to amendments to or variations of the matters identified in the Notice of Meeting and with respect to other matters that may properly be brought before the Meeting. As of the date hereof, management of the Corporation knows of no such amendments, variations or other matters to be brought before the Meeting.

Signing of Proxy

A proxy must be signed by the Shareholder or the Shareholder's duly appointed attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer. A proxy signed by a person acting as attorney or in some other representative capacity (including a representative of a corporate Shareholder) should clearly indicate that person's capacity and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has been previously filed with the Corporation).

Corporate History

Call Genie Inc. was formed on August 17, 2004, upon the amalgamation ("Amalgamation") of GRD Enterprises Inc. (a public corporation incorporated under the laws of the Province of Alberta, the shares of which were listed on the TSX Venture Exchange) and Call Genie Inc. (a predecessor of the Corporation incorporated under the *Canada Business Corporations Act* on October 17, 2000 and continued under the *Business Corporations Act* (Alberta) on February 5, 2003, such predecessor being

referred to in this Information Circular as "Old Call Genie"). At the time of the Amalgamation, Old Call Genie was a wholly-owned subsidiary of GRD Enterprises Inc. ("GRD"). Immediately prior to the Amalgamation (which was effected pursuant to the vertical short form amalgamation procedures contemplated by the *Business Corporations Act* (Alberta)), GRD acquired: (i) all of the issued and outstanding shares of Old Call Genie in exchange for common shares of GRD; and (ii) all of the outstanding share purchase warrants of Old Call Genie in exchange for replacement GRD share purchase warrants. The foregoing business combination transaction constituted the "Qualifying Transaction" of GRD and a reverse takeover of GRD by Old Call Genie under applicable policies of the TSX Venture Exchange. The amalgamated corporation retained the name "Call Genie Inc."

VOTING SHARES AND PRINCIPAL HOLDERS OF COMMON SHARES

Voting of Common Shares - General

As at the close of business on May 13, 2005, there were 36,833,599 Common Shares issued and outstanding, each of which carries the right to one vote at meetings of the Shareholders.

The directors have established the close of business on May 13, 2005 as the record date for determining the Shareholders entitled to receive notice of the Meeting. In accordance with the *Business Corporations Act* (Alberta) (the "Act"), the Corporation will prepare a list of the *registered* holders of Common Shares as of the close of business on the record date. Each holder of Common Shares named in that list will be entitled, at the Meeting, to vote the shares shown opposite the holder's name, except to the extent that: (a) the Shareholder has transferred any of his Common Shares after the record date; and (b) the transferee of those Common Shares produces properly endorsed share certificates or otherwise establishes ownership of such shares and demands, not later than 10 days before the Meeting, that the transferee's name be included on the Shareholder's list, in which case the transferee will be entitled to vote such shares at the Meeting.

Voting of Common Shares - Advice to Non-registered Holders of Common Shares

The information in this section is important to many shareholders of the Corporation, as a substantial number of shareholders do not hold shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as "Non-registered Shareholders") should note that only proxies deposited by shareholders whose names appear on the Register of Shareholders (as the holders of common shares) will be recognized and acted upon at the Meeting. If 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 Register of Shareholders. Such shares will more likely be registered under the name 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). Shares held by brokers or their agents or nominees can only be voted at the direction of the Non-registered Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers' clients. **Therefore, Non-registered Shareholders should ensure that instructions respecting the voting of their shares are communicated to the appropriate person well in advance of the Meeting.**

National Instrument 54-101 requires brokers and intermediaries (such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs or similar plans) to seek voting instructions from Non-registered Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Non-registered Shareholders in

order to ensure that their shares are voted at the Meeting. In accordance with National Instrument 54-101, the Corporation has distributed copies of this Information Circular and its 2004 annual financial statements and related MD&A (collectively, the “meeting materials”) to depositories and intermediaries for onward distribution to Non-registered Shareholders. Non-registered Shareholders who have not waived the right to receive the meeting materials will receive either a voting instruction form or, less frequently, a form of proxy with the meeting materials forwarded to them. The purpose of those forms is to permit Non-registered Shareholders to direct the voting of the shares they beneficially own (but which are not registered in their name). Non-registered Shareholders should follow the procedures set out below, depending on which type of form they receive.

(a) **Voting Instruction Form.** In most cases, a Non-registered Shareholder will receive, as part of the meeting materials, a voting instruction form. If the Non-registered Shareholder does not wish to attend and vote at the Meeting in person (or have someone other than the management designees attend and vote on his or her behalf), the voting instruction form must be completed, signed and returned in accordance with the instructions on the form, in order to ensure the Non-registered Shareholder’s shares are voted at the Meeting. Voting instruction forms in some cases permit the communication of voting instructions by telephone or through the Internet. If a Non-registered Shareholder wishes to attend and vote at the Meeting in person (or have someone other than the management designees attend and vote on his or her behalf), the Non-registered Shareholder must complete, sign and return the voting instruction form in accordance with the directions provided on or with the voting instruction form.

(b) **Form of Proxy.** Less frequently, a Non-registered Holder will receive, as part of the meeting materials, a form of proxy that has already been signed by an intermediary (typically by a facsimile, stamped signature) and which is restricted to the number of shares beneficially owned by the Non-registered Shareholder, but which is otherwise incomplete. If the Non-registered Shareholder does not wish to attend and vote at the Meeting in person (or have someone other than the management designees attend and vote on his or her behalf), the Non-registered Shareholder must complete the form of proxy and deposit it with Computershare (Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, or by facsimile at 416-263-9524 or 1-866-249-7775), in order to ensure that the Non-registered Shareholder’s shares are voted at the Meeting. If a Non-registered Shareholder wishes to attend and vote at the Meeting in person (or have someone other than the management designees attend and vote on his or her behalf), the Non-registered Shareholder must cross out the names of the persons that appear in the opening paragraph of the proxy and insert the Non-registered Shareholder’s (or such other person’s) name in the blank space provided and deposit the completed proxy with Computershare (Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, or by facsimile at 416-263-9524 or 1-866-249-7775).

Non-registered Shareholders should follow the instructions on the forms they receive and contact their intermediaries promptly if they need assistance.

Principal Holders of Shares

To the knowledge of the directors and senior officers of the Corporation, as at the date hereof, no person beneficially owns or exercises control or direction over more than 10% of the outstanding Common Shares, other than Mr. Richard W. DeVries. As at May 13, 2005, Mr. DeVries was the beneficial owner of 6,988,838 Common Shares, which represented approximately 19% of the issued and outstanding Common Shares.

As at May 9, 2005, CDS & Co. was the *registered* owner of 13,802,390 common shares, which represents approximately 37.5% of the issued and outstanding common shares of the Corporation. The directors and officers of the Corporation understand that CDS & Co. is a nominee and not a beneficial

owner of common shares. Except as otherwise noted in this Information Circular, the directors and officers of the Corporation are not aware that any person on whose behalf such shares are held beneficially owns or exercises control or direction over more than 10% of the outstanding common shares.

ELECTION OF DIRECTORS

Unless otherwise directed, the management designees named in the accompanying Instrument of Proxy intend to vote in favour of the election, as directors, of the nominees whose names are set forth below. All of the nominees are currently members of the Board of Directors. Each director elected will hold office until the next annual meeting of the Shareholders, unless his office is vacated prior to such meeting. Under applicable corporate legislation, Call Genie is required to have an audit committee comprised of at least three members of the Board of Directors. The Board of Directors has also established a compensation committee. The Corporation does not have an executive committee. The present members of the Audit Committee and the Compensation Committee are identified in the following table. That table also identifies the persons proposed to be nominated for election as directors, all other positions and offices within the Corporation now held by them, their principal occupations or employments, the periods during which they have served as directors of the Corporation and the approximate number of shares of the Corporation beneficially owned, directly or indirectly by each of them (or over which they exercise control or direction), as at the effective date of this Information Circular.

Name, Municipality and Country of Residence	Office(s) Currently Held	Principal Occupation or Employment	Common Shares Beneficially Owned, Directly or Indirectly, or Controlled or Directed ⁽¹⁾	Became a Director
Richard W. DeVries ⁽²⁾ Freeport, GBI, Bahamas	Director	President of Richard W. DeVries Professional Corporation (a private legal services corporation) from 1985 to present.	6,988,838	August 18, 2004
Neil D. Frizzell Calgary, Alberta, Canada	Chief Executive Officer and a Director	Chief Executive Officer of the Corporation from March 2004 to present; Chief Executive Officer of Hope Springs Management Inc. (a private management corporation) from September 2003 to present; Vice President of TOM Capital Associates Inc. (a merchant banking corporation) from October 2002 to May 2003; Vice President and General Counsel of Zi Corporation (a technology corporation) from July 2001 to September 2002; General Counsel of Netpulse E-Zone Media Networks (a technology corporation) from March 1999 to February 2001; General Finance Associate of Tamarack Group Inc. (a corporate finance corporation) from October 1998 to February 1999	1,361,448	August 18, 2004

Ronald D. Johnston ⁽²⁾ Calgary, Alberta, Canada	Director	Vice President, Corporate Development of Rally Energy Corp. (an oil and gas corporation) from June 2002 until December 2004; Director of CanBaikal Resources Inc. (an oil and gas corporation) from March 2001 to February 2002; Vice President & Registered Representative of Leede Financial Markets Inc. (a Canadian brokerage firm) from November 1999 to June 2002; Vice President & Registered Representative of C.M. Oliver & Company Limited (a Canadian brokerage firm) from January 1994 to October 1999.	533,334	August 18, 2004 ⁽³⁾
S. Graeme Ross ⁽²⁾ Wainfleet, Ontario, Canada	Director	President and Director of Bovinia Inc., a private consulting company, since May 1993. Director of NR2 Resources Corporation (a capital pool corporation), since August 2004.	200,000	August 18, 2004 ⁽³⁾
Michael A. Sharp Vancouver, British Columbia, Canada	Chief Operating Officer and a Director	Chief Executive Officer of Old Call Genie from March 2003 to February 2004; Chief Operating Officer of Old Call Genie (and subsequently, the Corporation) from March 2004 to present, self-employed consultant from March 2002 to March 2003; Senior Vice President of Terasen Inc. (BC Gas) from January 2000 to November 2001; Senior Vice President of Sprint Canada/Call Net Inc. from June 1997 to December 1999; employee of Sprint Canada/Call Net Inc. from August 1994 to December 1999.	2,725,022	August 18, 2004

Notes:

- (1) The information as to shares beneficially owned or over which control or direction is exercised, not being within the knowledge of the Corporation, has been furnished by the respective nominees individually. The information as to shares beneficially owned does not include common shares issuable on exercise of outstanding options or warrants.
- (2) Members of the Audit Committee and the Compensation Committee.
- (3) Both Messrs. Johnston and Ross were previously directors of GRD Enterprises Inc., a predecessor of the Corporation, from February 20, 2003 until August 18, 2004.

Corporate Cease Trade Orders or Bankruptcies

Richard W. DeVries

Mr. DeVries was corporate secretary of FSPI Technologies Corp. ("FSPI") from August 1996 to June 2002. In September 1999, the Alberta Securities Commission (the "ASC") issued a cease trade order suspending trading of the securities FSPI as a result of deficiencies in its audited annual financial statements. FSPI was delisted from the Alberta Stock Exchange (a predecessor to the TSX Venture

Exchange) on May 31, 2000 (the TSX Venture Exchange and its predecessors, the Alberta Stock Exchange and the Canadian Venture Exchange, are hereinafter referred to as the "Exchange").

On July 6, 2001, the ASC issued an interim cease order against Advanced Vision Systems Corp. for failure to file required financial information, as did the British Columbia Securities Commission (the "BCSC") shortly thereafter (the "Financial Statement Orders"). The Exchange also issued a bulletin on July 6, 2001, suspending the trading of shares of Advanced Vision Systems Corp. (the "Trading Suspension"). The Financial Statement Orders were subsequently revoked by the ASC and the BCSC, following the filing of the relevant information. This revocation of the Financial Statement Orders was confirmed on March 5, 2002 by the Exchange, at which time the Exchange advised that the Trading Suspension would not be revoked by the Exchange until Advanced Vision Systems Corp. met the Exchange's requirements for securities trading on the Exchange. On March 10, 2004, Advanced Vision Systems Corp. was transferred to the NEX board of the TSX Venture Exchange.

Neil D. Frizzell

Mr. Frizzell was an officer of E-Zone Networks Inc. (a Delaware corporation) and its Canadian subsidiary E-Zone Networks Canada Inc. (an Alberta corporation), and then of the company that resulted from a three way merger of unrelated companies, Netpulse Media Networks Inc. (a California corporation), until January 2001. After Mr. Frizzell left his position at Netpulse Media Networks Inc., Netpulse E-Zone Media Networks Inc. and E-Zone Networks Inc. filed a voluntary petition under Chapter 7 of the United States Bankruptcy Code (on February 6, 2001 in California) and E-Zone Networks Canada Inc. filed an assignment in bankruptcy in Alberta (on February 2, 2001). Mr. Frizzell provided services to the U.S. and Canadian trustee in bankruptcy.

Penalties or Sanctions

Richard W. DeVries

In 1999, Mr. DeVries was subject to an administrative action of the ASC. The ASC found that Mr. DeVries had failed to act in the best interests of an issuer and further acknowledged that by acting as a director of an issuer, he was not in a position to provide independent legal advice to the issuer. On October 21, 1998, CPI Crown Properties International Corporation ("Crown Properties") caused a loan (the "Loan") to be made to Syndico Capital Inc. ("Syndico") contrary to Section 6.1 of Rule 46-501 (the "Rule") of the Rules of the ASC. The Loan was made by Crown Properties relying upon the advice of Mr. DeVries, who incorrectly advised Crown Properties that the Loan would not contravene the Rules. Upon Crown Properties being notified that it had breached the Rule, it caused Syndico to immediately repay the Loan, which occurred on March 3, 1999. Mr. DeVries acknowledged to the ASC that in providing his advice, he failed to act in the best interests of Crown Properties and further acknowledged that by acting as a director of Crown Properties, he was not in a position to provide independent legal advice to Crown Properties. Mr. DeVries paid an administrative penalty to the ASC as well as all costs of the investigation. Crown Properties paid no costs nor was it subject to any penalty. Mr. DeVries was also required to complete the success workshop operated by the Exchange, which he successfully completed.

Ronald D. Johnston

In 2002, Mr. Johnston was subject to an administrative action of the Exchange wherein the Exchange found that Mr. Johnston, while an "Approved Person" employed in the Calgary, Alberta office of Canaccord Capital Corporation ("Canaccord"), a Member of the Exchange, participated (during the period April 1999 to May 1999), in certain private placement distributions to five of his clients of

securities of Applied Gaming Solutions of Canada Inc. in non-compliance with the *Securities Act* (Alberta), thereby contravening Section 8.27 of the Alberta Stock Exchange By-laws.

Pursuant to a Settlement Agreement dated September 12, 2002, Mr. Johnston paid a \$12,000 fine to the Exchange as well as the cost of the investigation.

S. Graeme Ross

In 1989, Mr. Ross was subject to an administrative action by the Toronto Stock Exchange (the "TSE"). The TSE found that Mr. Ross, while an "Approved Person" employed as a "Registered Representative" and "Registered Options Representative" in the Toronto, Ontario office of Moss, Lawson & Company Limited ("Moss"), a member of the TSE, had exercised discretionary power with respect to the account of a client when the client had not given prior written authorization and the account had not been accepted as discretionary in writing by the registered options principal of Moss, and thereby contravened Section 21.08(a) and section 17.14(a) of the General By-law of the TSE. Between November 1986 and August 1987, Mr. Ross had initiated 31 put/call combination orders for the client, making the decisions as to specific orders.

COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS

Executive Officers - Cash Remuneration

Summary Compensation Table

The following table and notes thereto set out information concerning the compensation paid to the Corporation's Chief Executive Officer, Chief Financial Officer and Chief Operating Officer in 2004. Such individuals are collectively referred to in this Information Circular as the "Named Executive Officers".

Name and Principal Position	Year Ended December 31 ⁽¹⁾	Annual Compensation			Long-Term Compensation	All Other Compensation (\$)
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Securities Under Options/Warrants Granted	
Neil D. Frizzell ⁽²⁾ Chief Executive Officer	2004	60,000	-	-	-	-
	2003	37,500	-	-	-	-
	2002	-	-	-	-	-
Ian Hill ⁽³⁾ Chief Financial Officer	2004	63,250	-	-	-	-
	2003	9,000	-	-	-	-
	2002	-	-	-	-	-
Michael A. Sharp ⁽⁴⁾ Chief Operating Officer	2004	120,000	-	-	-	-
	2003	70,000	-	-	-	-
	2002	-	-	-	-	-

Notes:

- (1) All information for the period prior to August 18, 2004 is for the predecessor to the Corporation, Old Call Genie.
- (2) Mr. Frizzell was appointed as Chief Executive Officer of Old Call Genie in March 2004 and provided certain advisory services to, and undertook a senior officer role with, Old Call Genie prior thereto.
- (3) Mr. Hill was appointed Chief Financial Officer of Old Call Genie in March 2004 and provided certain advisory services to, and undertook a senior officer role with, Old Call Genie prior thereto.
- (4) Mr. Sharp held the position of Chief Executive Officer of Old Call Genie from February 2003 to March 2004. As of February 1, 2005 the terms of Mr. Sharp's compensation were amended pursuant to a written employment contract with the Corporation providing for an annual salary of \$84,000. See "Employment Contracts".

During the 2004 financial year, aggregate remuneration in the amount of \$495,250 was paid to the five highest officers and employees of the Corporation.

Stock Options and Warrants

Option and Warrant Grants During the Year Ended December 31, 2004

On August 17, 2004, Old Call Genie amalgamated with GRD Enterprises Inc. to form Call Genie (the "Business Combination"). Immediately prior to the Business Combination, GRD acquired all the outstanding warrants of Old Call Genie in exchange for replacement share purchase warrants (the "Warrants"). Information respecting such exchange of warrants is set out in the following table.

Warrantholder	Number of Warrants ⁽¹⁾	Exercise Price per Common Share	Expiry Date
Neil Frizzell	1,635,013	0.225	August 16, 2010
Alex Blodgett	749,381	0.225	August 16, 2010
Garry Bunkowsky	68,126	0.225	August 16, 2010
Chris Lugg	272,502	0.225	August 16, 2010
Ian Hill	1,021,883	0.225	August 16, 2010
Todd Simpson	613,130	0.225	August 16, 2010

Note:

(1) Subject to escrow in accordance with Exchange Policy 5.4.

Except in respect of the Warrants, no stock options or warrants were granted to Named Executive Officers during the financial year ended December 31, 2004. The Corporation has not granted any stock appreciation rights.

Aggregated Option and Warrant Exercises During the Year Ended December 31, 2004 and Financial Year-End Option Values

No options or warrants to acquire Common Shares were exercised by Named Executive Officers during the year ended December 31, 2004. Information respecting the numbers and accrued value of unexercised Warrants held by the Named Executive Officers as at December 31, 2004 is set forth in the following table.

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$)	Unexercised Warrants at December 31, 2004 (#)		Value of Unexercised in-the-Money Warrants at December 31, 2004 (\$)	
			Exercisable	Unexercisable	Exercisable ⁽¹⁾	Unexercisable ⁽¹⁾
Neil D. Frizzell Chief Executive Officer	-	-	1,635,013	-	367,878	-
Ian Hill Chief Financial Officer	-	-	1,021,883	-	229,924	-
Michael A. Sharp Chief Operating Officer	-	-	-	-	-	-

Note:

- (1) The value of the unexercised Warrants has been determined by subtracting the exercise price of the Warrants from the closing price of the Common Shares on the Exchange on December 31, 2004 (\$0.45) and multiplying by the number of Common Shares that may be acquired upon the exercise of the Warrants.

As at the effective date of this Information Circular, options and Warrants entitling the seven officers and the three directors who are not executive officers to acquire an aggregate of 4,660,035 Common Shares were outstanding as follows.

Optionee	Number of Common Shares Under Option/Warrant	Date of Grant	Exercise Price Per Common Share (\$)	Expiry Date
Executive Officers	4,360,035 ⁽¹⁾	October 1, 2003	\$0.225	August 16, 2010
Directors who are not Executive Officers	300,000 ⁽²⁾	June 6, 2003	\$0.30	November 27, 2008

Notes:

- (1) Issuable upon the exercise of Warrants
 (2) Issuable upon the exercise of Options

Equity Compensation Plan

Under the stock option plan of the Corporation (the "Option Plan"), the Board of Directors (or the Compensation Committee of the Board of Directors) may from time to time designate directors, officers or employees of, or providers of services to, Call Genie as eligible to receive options to purchase Common Shares. Options are generally granted for a term expiring on the fifth anniversary of the date of grant and vest as to one-third after one year and one-third on each of the second and third anniversaries following the date of grant.

Information respecting options outstanding under the Option Plan as of December 31, 2004 is set out in the following table.

Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding Securities	Weighted-Average Exercise Price of Outstanding Securities	Number of Common Shares Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans Approved by securityholders	1,450,000	\$0.419	2,083,360
Equity compensation plans not Approved by securityholders	4,360,035	\$0.225	-
Total	5,810,035	\$0.273	2,083,360

Employment Contracts

Other than as described herein, there are no employment contracts between the Corporation and any Named Executive Officer.

Mr. Michael Sharp, Call Genie's Chief Operating Officer is employed pursuant to the terms of an employment contract. Under that agreement, Mr. Sharp is entitled to receive an annual salary of \$84,000 and is eligible to participate in any bonus or incentive program that may be instituted by the Corporation. In the event of termination of employment, for reason other than cause, Mr. Sharp is entitled to written notice, or payment in lieu of notice, in accordance with the Alberta *Employment Standards Code*.

Compensation of Directors

No cash compensation (other than reimbursement of the out-of-pocket travel expenses of S. Graeme Ross for two trips to Calgary) was paid to directors, in their capacities as directors, during the financial year ended December 31, 2004. Non-management directors do not receive an annual retainer or compensation for meetings attended. In 2004, no options were granted to any director who is not a Named Executive Officer.

SPECIAL BUSINESS

Confirmation of By-Laws

Under the *Business Corporations Act* (Alberta), the governing statute of the Corporation, the Board of Directors may make, amend or repeal by-laws, so long as such enactment, amendment or repeal is submitted to the Shareholders of the Corporation for confirmation. On August 18, 2004, the Board of Directors approved by-laws for the Corporation (the "By-Laws"), following the short-form amalgamation of GRD Enterprises Inc. and Old Call Genie. The Board of Directors requests that Shareholders consider and, if deemed appropriate, confirm the By-Laws at the Meeting.

The By-Laws set out the general rules with respect to the business and affairs of the Corporation, including the framework for the execution of documents on behalf of the Corporation, the borrowing powers of the Board of Directors, the formalities associated with meetings of the Board of Directors, the formalities associated with shareholder meetings, the appointment of officers, the indemnification of directors and officers, the payment of dividends and communications between the Corporation and shareholders. The by-laws have been filed on SEDAR and are available at www.sedar.com.

The text of the ordinary resolution to be presented to Shareholders for consideration at the Meeting is as follows.

"BE IT RESOLVED THAT:

1. By-Law No. 1 of the Corporation, being a by-law relating generally to the conduct of the business and affairs of the Corporation, as approved by the directors of the Corporation on August 18, 2004, be and the same is hereby approved, ratified and confirmed without amendment;
2. By-Law No. 2 of the Corporation, being a by-law respecting the borrowing of money, the giving of guarantees and the giving of security by the Corporation, as approved by the directors of the Corporation on August 18, 2004, be and the same is hereby approved, ratified and confirmed without amendment; and
3. any one director or officer of the Corporation is authorized, on behalf of the Corporation, to execute and deliver all documents and do all things as such person may consider necessary or advisable to give effect to this resolution."

Unless otherwise directed, the management designees named in the accompanying Instrument of Proxy intend to vote in favour of the ordinary resolution confirming the By-Laws. In order to be approved, this ordinary resolution must be passed by a simple majority of the votes cast in person or by proxy at the Meeting in respect of such resolution. A copy of the By-Laws is available for review at the offices of the Corporation during normal business hours up to and including the day of the Meeting.

Confirmation of Option Plan

It is a requirement of the Exchange that each listed corporation obtain annual shareholder approval of its stock option plan if, as is the case with Call Genie, such plan is a "rolling plan". Rolling plans provide that the aggregate number of shares issuable upon exercise of options granted thereunder will not exceed a maximum percentage of the total number of outstanding shares at the time the options are granted. In accordance with this Exchange requirement, Shareholders will be asked to consider and, if thought fit, ratify and confirm the Option Plan at the Meeting. The Option Plan authorizes the Board of Directors to issue options to directors, officers, key employees and others who are in a position to contribute to the success and growth of the Corporation. The Option Plan was initially approved by the directors of GRD Enterprises Inc. on June 6, 2003 and became the stock option plan of the Corporation on August 18, 2004, upon completion of the Amalgamation.

Under the Option Plan, the aggregate number of shares issuable upon exercise of options granted thereunder may not exceed 10% of the total number of outstanding shares of the Corporation from time to time. Further, the aggregate number of Common Shares issuable upon the exercise of options granted thereunder to any one individual may not exceed 5% of the total number of outstanding Common Shares of the Corporation. Options issued under the Option Plan must have an exercise price not less than that from time to time permitted by the stock exchange on which the shares are then listed. The period during which an option may be exercised is determined by the Board of Directors at the time the option is granted, subject to any vesting limitations that may be imposed by the Board of Directors, provided no option shall be exercisable for a period exceeding five years from the date the option is granted, unless specifically provided by the Board of Directors of the Corporation and in any event, no option shall be exercisable for a period exceeding 10 years from the date of grant.

Options granted under the Option Plan are subject to early termination if a holder ceases to hold the position or positions of director, officer, employee or consultant of the Corporation, as applicable, or in the event of the death or permanent disability of a holder. In the event of a sale by the Corporation of all or substantially all of its assets or in the event of a change in control of the Corporation, each holder will be entitled to exercise, in whole or in part, the options granted to such holder, either during the term of the option or within 90 days after the date of the sale or change of control, whichever first occurs. The Option Plan has been filed on SEDAR and is available at www.sedar.com.

The text of the ordinary resolution to be presented to Shareholders for consideration at the Meeting is as follows.

"BE IT RESOLVED THAT:

1. the Option Plan, as summarized in the Information Circular of the Corporation, dated May 13, 2005, which authorizes the Board of Directors of the Corporation to grant options that, in the aggregate, entitle the holders thereof to acquire up to 10% of the number of outstanding Common Shares, from time to time, is hereby ratified and confirmed; and
2. any one director or officer of the Corporation is authorized, on behalf of the Corporation, to execute and deliver all documents and do all things as such person may consider necessary or advisable to give effect to this resolution."

Unless otherwise directed, the management designees named in the accompanying Instrument of Proxy intend to vote in favour of the ordinary resolution confirming the Option Plan. In order to be approved, this ordinary resolution must be passed by a simple majority of the votes cast in person or by proxy at the Meeting in respect of such resolution. A copy of the Option Plan is available

for review at the offices of the Corporation during normal business hours up to and including the day of the Meeting.

APPOINTMENT OF AUDITORS

Unless otherwise directed, the management designees named in the accompanying Instrument of Proxy intend to vote in favour of the appointment of BDO Dunwoody LLP, Calgary, Alberta, as auditors of the Corporation, to hold office until the next annual meeting of the Shareholders, at a remuneration to be determined by the Board of Directors of the Corporation. BDO Dunwoody LLP, Chartered Accountants have been the auditors of Old Call Genie, and subsequently the Corporation, since 2004.

INTEREST OF INSIDERS AND OTHERS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed in this Information Circular, no informed person¹ and no person nominated for election as a director of the Corporation (nor any associate or affiliate of any such person) had any material interest, direct or indirect, in any transaction undertaken since January 1, 2004 that was not negotiated at arm's length and that has materially affected the Corporation and none of such persons has any material interest in any transaction proposed to be undertaken by the Corporation that will materially affect the Corporation, other than as follows.

1. In 2003, Old Call Genie entered into a convertible debenture with Oceanic Greystone Securities Inc. ("Oceanic"), a corporation controlled by Mr. Richard W. DeVries, a director of the Corporation, which was subsequently converted into common shares of Old Call Genie on May 28, 2004. This resulted in 5,252,453 common shares of Old Call Genie being issued to Oceanic.
2. The Corporation subleased office space during 2004 (and paid for the use of certain office equipment and administrative support) from a corporation controlled by Mr. Richard W. DeVries, a director of the Corporation.

EFFECTIVE DATE

Except as otherwise specified, the information set out in this Information Circular is provided as of May 13, 2005.

APPROVAL OF DIRECTORS

The contents of this Information Circular have been approved by the Board of Directors of the Corporation.

ADDITIONAL INFORMATION

Additional information relating to Call Genie is available through the Internet at the website of the Canadian System for Electronic Document Analysis and Retrieval (SEDAR), which can be accessed at www.sedar.com. Financial information of Call Genie is provided in the financial statements and

¹ "Informed Person" means a director or executive officer of the Corporation (or of a person or company that is itself an informed person or the Corporation), any person who beneficially owns, directly or indirectly, or exercises control or direction over voting securities of the Corporation carrying greater than 10% of the voting rights attached to all outstanding voting securities, and the Corporation itself, if it holds any of its own securities.

MD&A of Call Genie for the year ended December 31, 2004. Copies of the financial statements and related MD&A may be obtained from the Chief Financial Officer of Call Genie at Suite 200, 1324 - 11th Ave. S.W., Calgary, Alberta T3C 0M6 or by facsimile at (403) 245-5207.

Dated at Calgary, Alberta as of the 13th day of May, 2005.

(SIGNED) "NEIL D. FRIZZEL"

NEIL D. FRIZZELL
CHIEF EXECUTIVE OFFICER AND
DIRECTOR

(SIGNED) "IAN HILL"

IAN HILL
CHIEF FINANCIAL OFFICER