

CORRIDOR RESOURCES INC.

INFORMATION CIRCULAR FOR THE ANNUAL MEETING OF SHAREHOLDERS to be held on May 14, 2009

MANAGEMENT SOLICITATION OF PROXIES

This management information circular (the "Circular") is furnished in connection with the solicitation by the management of Corridor Resources Inc. ("Corridor" or "Corporation") of proxies to be used at the annual meeting (the "Meeting") of the holders (the "Shareholders") of common shares ("Common Shares") of Corridor, to be held at Bennett Jones LLP, 4500 Bankers Hall East, 855 – 2nd Street S.W., Calgary, Alberta on Thursday, May 14, 2009 at 3:00 p.m. (Calgary time) for the purposes set forth in the accompanying notice of meeting (the "Notice") and in this Circular. Solicitation of proxies will be primarily by mail, but may also be by way of telephone, facsimile or oral communication by the directors, officers or regular employees of Corridor, at no additional compensation to them. The costs of the solicitation of proxies will be borne by Corridor.

Appointment and Revocation of Proxies

A form of proxy (the "Proxy") accompanies this Circular, and each person named in the Proxy is either a director and/or an officer of Corridor. **A Shareholder has the right to appoint a person (who does not need to be a Shareholder), other than the persons designated in the Proxy, to represent him or her at the Meeting.** To exercise this right, a Shareholder should strike out the management designated names on the Proxy and insert the name of the desired person in the blank space provided on the Proxy. Alternatively, a Shareholder may complete another appropriate form of proxy. The Proxy, or an alternate form of proxy, will not be valid unless it is deposited at the offices of Computershare Trust Company of Canada ("Computershare"), 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 (facsimile: (866) 249-7775) not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment of the Meeting.

A Shareholder who has submitted a Proxy or alternative form of proxy may revoke it with an instrument in writing signed by the Shareholder or by his or her duly authorized attorney or, if the Shareholder is a corporation, by a duly authorized officer or officers or attorney of such corporation, provided such instrument is deposited either: (i) at the registered office of Corridor, being 4500 Bankers Hall East, 855 - 2nd Street S.W., Calgary, Alberta, T2P 4K7, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of the Meeting at which the form of proxy is to be used; (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment of the Meeting; (iii) with the Chairman of the Meeting immediately prior to the commencement of the Meeting or any adjournment of the Meeting; (iv) 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 duly authorized officer or officers or attorney of such corporation attending at the Meeting and voting such securities; or (v) in any other manner permitted by law.

Exercise of Discretion by Proxyholders

The persons named in the Proxy will vote or withhold from voting the Common Shares in respect of which they are appointed, on any ballot that may be called for, in accordance with the direction of the Shareholder appointing them. **In the absence of such specification, the proxyholder shall be deemed to have been granted the authority to vote the relevant Common Shares FOR: (i) the election of the**

directors as set forth in this Circular, and (ii) the appointment of auditors at such remuneration as may be determined by the Board of Directors of Corridor (the "Board of Directors") as set forth in this Circular. The Proxy also confers discretionary authority upon the persons named in the Proxy with respect to amendments to, or variations of, the matters identified in the Notice and with respect to other matters that may properly be brought before the Meeting. As of the date hereof, the management of Corridor knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice.

Signature of Proxy

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

VOTING OF COMMON SHARES AND PRINCIPAL HOLDERS OF COMMON SHARES

Voting of Common Shares

As at March 31, 2009, there were 87,629,634 Common Shares issued and outstanding, each of which carries the right to one vote at meetings of the Shareholders. **Only persons registered as Shareholders ("Registered Shareholders") on the books of Corridor maintained by Computershare as of the close of business on April 9, 2009 (the "Record Date") are entitled to receive notice of and to vote at the Meeting. Shareholders who do not hold Common Shares in their own name on the records of Corridor are not entitled to receive notice of the Meeting or to vote in respect of such shares at the Meeting, and should refer to the section entitled "Advice to Beneficial Holders of Common Shares" immediately below for details regarding how they may exercise voting rights in respect of Common Shares beneficially held by them.** Any person who acquires Common Shares from a Shareholder after the Record Date may vote those Common Shares if, not later than 10 days prior to the Meeting, that person makes a request in writing and in satisfactory form to Computershare to have his or her name included as a Registered Shareholder on the list of Shareholders for the Meeting and establishes that he or she owns such Common Shares.

Advice to Beneficial Holders of Common Shares

The information set forth in this section is of significant importance as most of the Shareholders do not hold their Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name ("Beneficial Shareholders") should note that only proxies deposited by Shareholders whose names appear on the records of Corridor 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 own name on the records of Corridor. Such Common Shares will more likely be registered in the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of these shares are registered in 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 Common Shares for the broker's clients. **Therefore, Beneficial Shareholders cannot be recognized at the Meeting for purposes of voting their Common Shares in person or by way of proxy unless their brokers or agents are given specific instructions. If you are**

a Beneficial Shareholder and wish to vote in person at the Meeting, please contact your broker or agent well in advance of the Meeting to determine how you can do so.

Applicable regulatory policy requires brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. In certain cases, the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is identical to the Proxy provided to Registered Shareholders, however, its purpose is limited to instructing the Registered Shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of Canadian brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Institution Inc. ("Broadridge"). Broadridge typically prepares a machine-readable voting instruction form, mails that form to the Beneficial Shareholders and asks Beneficial Shareholders to return the instruction forms to Broadridge. Alternatively, Beneficial Shareholders can either call their toll-free telephone to vote their Common Shares or access Broadridge's dedicated voting website at www.proxyvotecanada.com to deliver their voting instructions. Broadridge then tabulates the results of all instructions received and provides instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote Common Shares directly at the Meeting – voting instructions must be provided to Broadridge (in accordance with the instructions set forth on the Broadridge form) well in advance of the Meeting in order to have the Common Shares voted.**

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 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 Proxy and return the Proxy to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent) well in advance of the Meeting.**

Beneficial Shareholders should contact their brokers or other intermediaries if they have any questions regarding the voting of their Common Shares held through such brokers or other intermediaries.

Principal Holders of Common Shares

To the knowledge of the directors and officers of Corridor, the only persons or companies that beneficially own, or control or direct, directly or indirectly, over 10% or more of the voting rights attached to the Common Shares are as follows:

Name	No. of Common Shares Owned or Controlled	% of Class
Trapeze Capital Corp. and Trapeze Asset Management Inc. ⁽¹⁾	15,605,924	17.8%
Sprott Asset Management Inc. ⁽²⁾	17,367,400	19.8%

Notes:

- (1) Information in respect of Trapeze Capital Corp. and Trapeze Asset Management Inc. is provided effective April 7, 2009.
- (2) Information in respect of Sprott Asset Management Inc. is provided effective April 7, 2009.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Overview

The Corporate Governance Committee of the Board of Directors (the "Governance Committee") is responsible for developing compensation and human resources policies and developing and assessing Chief Executive Officer and management compensation, development and succession. Members of the Corporate Governance Committee during the financial year ended December 31, 2008 were J. Douglas Foster (Chair), John H. Bray and Robert D. Penner, each of whom is independent within the meaning of National Instrument 58-101 *Disclosure of Corporate Governance Practices*.

Compensation Philosophy and Objectives

Corridor's compensation program is designed to encourage behavior and performance among Corridor's key employees, including its executive officers, which the Governance Committee believes is in the best interest of Shareholders.

The objectives of Corridor's compensation program are to: (i) keep compensation consistent with Corridor's strategic business and financial objectives and competitive within the oil and gas industry and the local market; and (ii) enable Corridor to attract, motivate, and retain executive personnel as the Governance Committee deems necessary to maximize return to Shareholders.

The incentive portion of the compensation program currently rewards positive annual performance with respect to increased performance relative to the prior year which is influenced by factors such as operating costs per unit of production, reserves, environmental stewardship and safety record.

The compensation program is also structured so as to provide each executive officer and key employee with a competitive income, to create meaningful incentive for this group of employees to remain at Corridor and not be unreasonably susceptible to recruiting efforts by competitors of Corridor, and to align the interests of this group of employees with those of Corridor's shareholders. Corridor's compensation program and the magnitude of its specific components reflect the competitive nature of the oil and gas industry. Further, although the principles described above apply to all key employees and the design of the compensation program, the Governance Committee also intends that individual performance by executive officers and key employees be rewarded.

Elements of Corridor's Compensation Program

Overall remuneration of each executive officer is determined having regard to individual measures such as the officer's current responsibilities, individual performance and years of experience, as well as broader corporate financial, and operational performance. Consideration is also given to the Corporation's current stage of development, competition within the industry for experienced proven management personnel, available industry compensation surveys, and available compensation surveys from the Association of Petroleum Engineers. Ultimately, the Corporation's compensation practices are designed, revised and adjusted with performance enhancement as the primary objective.

Corridor's compensation program currently consists of three primary components: an annual base salary, an annual incentive bonus, and periodic grants of long-term incentives in the form of stock options granted pursuant to the Stock Option Plan. In addition, in 2007, the Board of Directors authorized the Corporation to implement an employee share purchase plan, effective January 1, 2008, to encourage employees, including executive officers, to accumulate savings through the ownership of Common

Shares. Under this plan, eligible employees who elect to enroll in the plan may, generally, make contributions up to 10% of their eligible earnings and the Corporation will match such contributions, which aggregate contributions will be used to purchase Common Shares.

The executive officers participate in other group benefit plans (life, disability, health and dental insurance) that are available to all employees of the Corporation, and which are comparable to those offered industry peers.

The amount of base salary, annual incentive bonus and the fair value of share options awarded to the executive officers and other senior employees for 2008 are stated in the "Summary Compensation Table".

Salary and option grant numbers for the Corporation's executive officers (other than the Chief Executive Officer) and non-officer personnel are recommended by the Chief Executive Officer, reviewed by the Governance Committee, and approved by the Board of Directors. Compensation of the Chief Executive Officer is recommended by the Governance Committee and approved by the Board of Directors.

The Governance Committee believes that the criteria behind the Corporation's compensation decisions are appropriate and effective to make overall compensation levels competitive to attract and retain quality employees but not excessive or out-of-step with market realities. The compensation of the Chief Executive Officer is based on the same criteria as are applied to the other executive officers of the Corporation.

Why does Corridor choose to pay each element?

The purpose of base salary is to create cash compensation for executive officers that is competitive in the industry and will enable Corridor to attract, motivate, and retain capable executives. Corridor chooses to pay annual incentive bonuses because it believes that the satisfaction of the goals of its annual incentive plan furthers the interests of Shareholders. The purpose of Corridor's long-term incentives is to align the executive officers' compensation with their contribution to the success of Corridor in creating shareholder value, tie their long-term economic interest directly to those of Corridor's shareholders, and provide a retentive effect on the executive officers. Stock options also allow executive officers to have equity ownership in Corridor in addition to their direct purchases of Common Shares and to share in the appreciation in value of Common Shares over time.

The Corporation's general approach is to target base salaries at the median based on compensation surveys from the Association of Petroleum Engineers and a range of salaries in the local market for the finance, administrative and health, safety and environment positions.

In addition, Corridor believes that the termination agreement with the Chief Executive Officer and the change of control agreement with the Chief Financial Officer promote stability and continuity, particularly if the situation arises where Corridor is actively being considered as an acquisition target.

How does Corridor determine the amount (and, where applicable, the formula) for each element?

The Corporation engaged Gillian King, HR Consulting, in 2007 and 2008 to provide advice regarding the development of human resources policies, job descriptions and assessing compensation for the Named Executive Officers and employees of the Corporation. After reviewing available compensation surveys in the local market and from the Association of Petroleum Engineers, base salaries are recommended.

Base salary. The Chief Executive Officer (with the assistance of the Chief Financial Officer) reviews and recommends the salary and option grant numbers for the Corporation's executive officers and employees (other than with respect to the Chief Executive Officer), which recommendations are reviewed

by the Governance Committee and subsequently approved by the Board of Directors. Compensation of the Chief Executive Officer is reviewed by the Governance Committee and subsequently approved by the Board of Directors.

When considering adjustments to the base salaries of the executive officers, the Governance Committee and the Board reviewed and discussed data on salaries in the oil and gas industry for 2007. The Governance Committee also reviewed with the Chief Executive Officer the responsibilities and performance of each of the executives in relation to salary recommendations for all executive officers other than himself. The full Board of Directors reviewed in an in camera session the performance of the Chief Executive Officer at its regular meeting on May 15, 2008. Effective January 15, 2008, the Board of Directors, upon recommendation of the Governance Committee, increased the base salary of the Chief Financial Officer and other senior employees to reflect increased responsibilities resulting from the departure of the Vice-President, whose position was not replaced. Effective June 1, 2008, the Board of Directors, upon recommendation of the Governance Committee, increased the base salary of the Chief Executive Officer, the Chief Financial Officer and other senior employees to reflect current industry standards, local markets and to recognize performance.

Annual Incentive Bonus. The annual incentive bonus is intended to provide exceptional performers the opportunity to realize gains above the median when identified performance objectives are exceeded. By placing emphasis on variable compensation, the Corporation aims to tie a portion of the total executive compensation package to increases in the Corporation's performance and the value of the Common Shares. Compensation to Executive Officers and other senior employees was generally aligned to the trend of total shareholder return. See "*Executive Compensation – Performance Graph*". The Board of Directors has adopted a discretionary bonus plan to reward senior management and employees for their hard work and dedication to the Corporation and their contributions to the achievement of superior results and performance by the Corporation. This plan was implemented on an interim basis from July 1, 2007 to December 31, 2007 and updated for the 2008 year. The current bonus plan has two separate components. The first component is based on individual achievement which is influenced by, among other things, the employee's commitment to the Corporation, teamwork, significant individual effort and achievement. The second component is based on corporate achievement which is influenced by factors such as the increase in reserves, increase in production, reduction in operating costs, environmental stewardship and safety record, reduction in capital costs, and share price. It is the Governance Committee's intention to review this plan on an ongoing basis as the Corporation evolves to ensure that it meets organizational needs and that further performance criteria be established over time.

For 2008, the performance measures were established relative to the Corporation's previous year's results as the Corporation has not yet determined a suitable peer group. The annual incentive bonuses were awarded in June 2008 to all employees as a cash payment based upon individual performance for the period from June 1, 2007 to May 31, 2008.

Long Term Incentive Awards. Effective March 27, 2008, the Corporation adopted the amended and restated stock option plan (the "Stock Option Plan"), which plan was approved by Shareholders at the annual meeting of Shareholders held on May 15, 2008. The principal purposes of the Stock Option Plan are (i) to enable the Corporation to attract and retain qualified directors, officers, employees and service providers; (ii) to promote a proprietary interest in the Corporation on the part of directors, officers and employees of the Corporation and consultants to the Corporation by providing such persons with the opportunity to acquire an equity interest in the Corporation or augment their equity interest in the Corporation, as the case may be; (iii) to provide an additional incentive to directors, officers, employees and service providers in their efforts on behalf of the Corporation; and (iv) to promote the profitability of the Corporation. See "*Executive Compensation – Stock Option Plan*". Options are awarded by the Board of Directors on the recommendation of the Governance Committee or the Chief Executive Officer, as

applicable. An aggregate of 345,000 options were granted to officers, employees and consultants during the year ended December 31, 2008, of which 151,000 options were granted to attract and retain new employees and 194,000 were granted, with an exercise price of \$9.48, in connection with the corporate achievement component (relating to the 2007 calendar year) of the annual incentive bonus. During the year ended December 31, 2008, 67,000 options were exercised. See "*Executive Compensation - Stock Option Plan*".

Other Benefits. During 2008, the Governance Committee did not make any changes to the other perquisites that the executive officers receive. Those benefits include participation in plans available to all Corridor employees, such as life, disability, and health and dental insurance, parking and gym memberships.

Summary Compensation Table

The following table sets forth information concerning the total compensation paid to each of the President and Chief Executive Officer and the Chief Financial Officer of Corridor and the most highly compensated senior employees at December 31, 2008 whose total compensation was, individually, more than \$150,000 for the financial year ended December 31, 2008 (collectively, the "Named Executive Officers").

Effective December 31, 2008, the Canadian Securities Administration adopted a new form of executive compensation disclosure (new Form 51-102F6), which requires additional information to be included in the Summary Compensation Table in respect of compensation to Named Executive Officers for the 2008 financial year. As permitted under these new rules, information with respect to financial years prior to 2008 in the below table has not been restated.

Name and principal position	Year	Salary (\$)	Share-based awards ⁽¹⁾ (\$)	Option-based awards ⁽²⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value ⁽⁴⁾ (\$)	All other compensation ⁽⁵⁾ (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans ⁽³⁾			
Norman W. Miller ⁽⁶⁾ President and Chief Executive Officer	2008	256,525	-	123,231	34,500	-	-	23,402	437,658
Lisette Hachey Chief Financial Officer	2008	147,160	-	90,369	14,000	-	-	14,715	266,244
Larry Huskins Senior Drilling and Completions Engineer	2008	162,759	-	102,693	22,575	-	-	16,276	304,303
Douglas Bailey Production Operations Manager	2008	162,959	-	73,938	15,511	-	-	11,655	264,063
Dr. Tom Martel Chief Geologist	2008	162,800	-	90,369	16,000	-	-	11,613	280,782

Notes:

- (1) Corridor does not grant share-based awards.
- (2) The grant date fair value of the options in the table above was calculated using the Black-Scholes-Merton model, which is the fair value determined in accordance with Section 3870 of the CICA Handbook. This calculation was based on a risk free interest rate of 4%, an expected life of 3 years and an expected volatility of 60%. Corridor uses the Black-Scholes-Merton model as it is commonly used in the oil and gas industry.
- (3) Corridor does not have any non-equity long-term incentive plans.
- (4) Corridor does not have any defined benefit or defined contribution plans or any plans that provide for the payment of pension plan benefits.
- (5) Includes amounts payable at December 31, 2008 relating to the Corporation's matching of the employee share plan purchases during the year 2008.
- (6) Mr. Miller's salary includes \$22,500 of director's fees.

The fair value of the options as set forth in the table above is the 'grant date fair value', as determined by the Directors (see Section 3.1 of FORM 51-102F6). The above values are calculated in accordance with the Black-Scholes-Merton model, which is a permitted methodology and which is the basis for the accounting treatment of Corridor in its financial statements.

Incentive Plan Awards

The following table sets forth information regarding all option-based awards outstanding as at December 31, 2008 for each Named Executive Officer. Corridor has not granted any share-based awards to any Named Executive Officers.

Outstanding Option-Based Awards and Share-Based Awards

Name	Option-based Awards				Share-based Awards ⁽¹⁾	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽²⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Norman W. Miller	100,000	5.50	Jul. 27, 2011	-	-	-
	30,000	9.48	May 20, 2013	-	-	-
Lisette Hachey	50,000	5.38	Apr. 19, 2011	-	-	-
	22,000	9.48	May 20, 2013	-	-	-
Larry Huskins	50,000	5.09	Jul. 4, 2011	-	-	-
	25,000	9.48	May 20, 2013	-	-	-
Douglas Bailey	25,000	5.82	Oct. 2, 2011	-	-	-
	18,000	9.48	May 20, 2013	-	-	-
Dr. Tom Martel	100,000	0.95	Jul. 22, 2009	127,000	-	-
	25,000	5.50	Jul. 27, 2011	-	-	-
	22,000	9.48	May 20, 2013	-	-	-

Notes:

- (1) Corridor has not granted any share-based awards to any Named Executive Officers.
- (2) Calculation is based on a share price of \$2.22, which is the closing price of the Common Shares on the Toronto Stock Exchange on December 31, 2008.

The following table sets forth the dollar value that would have been realized if options had been exercised on the vesting date and the dollar value realized upon vesting of share-based awards during the year ended December 31, 2008 in addition to payouts on non-equity incentive plan compensation for each Named Executive Officer.

Incentive Plan Awards – Value Vested or Earned During the Year

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Norman W. Miller	31,250	-	-
Lisette Hachey	34,500	-	-
Larry Huskins	45,000	-	-
Douglas Bailey	-	-	-
Dr. Tom Martel	7,812	-	-

During the year ended December 31, 2008, no stock options were exercised by the Named Executive Officers.

Stock Option Plan

Corridor's amended and restated stock option plan (the "Stock Option Plan") dated effective March 27, 2008 was approved by Shareholders at the annual and special meeting of Shareholders held on May 15, 2008. Under the Stock Option Plan, the Board of Directors may, from time to time, issue options ("Options") to directors, officers and employees of Corridor (and its affiliates) and persons who provide services to Corridor (and its affiliates).

Pursuant to the Stock Option Plan, Options may only be granted to persons or corporations ("Eligible Optionees"): (a) who are (i) employees (full-time or part-time), officers or directors of Corridor (or one or more of its affiliates), or (ii) consultants who are engaged to provide services to Corridor (or one or more of its affiliates) on an on-going basis under a written contract with Corridor (or one or more affiliates), who devote or are expected to devote a significant amount of time and attention to the business and affairs of Corridor (or one or more of its affiliates) and who are engaged to provide services for an initial, renewal or extended period of 12 months or more, and (b) who the Board of Directors selects for participation in the Stock Option Plan. Options may also be granted to corporations that are controlled by an Eligible Optionee.

The maximum number of Common Shares reserved for issuance pursuant to Options granted under the Stock Option Plan is set at 8,262,513 (the "Option Threshold"), which represented 10% of the aggregate number of issued Common Shares (calculated on a non-diluted basis) as at April 10, 2008 and 9.4% of the aggregate number of issued common shares (calculated on a non-diluted basis) as at April 7, 2009.

The Stock Option Plan provides that all grants of Options thereunder will be subject to the following terms and conditions: (a) an Eligible Optionee may hold more than one Option at any time; however, no one Eligible Optionee will be granted Options that, when combined with any other security based compensation arrangement, would entitle the Eligible Optionee to purchase more than 5% of the total number of issued and outstanding Common Shares; (b) the number of Common Shares reserved at any time for issuance to insiders pursuant to Options, when combined with the number of Common Shares issued to insiders pursuant to any other security based compensation arrangement, will not exceed 10% of the total number of issued and outstanding Common Shares; (c) there may not be issued to insiders, within a one-year period, a number of Common Shares that, when combined with the number of Common Shares issued to insiders pursuant to any other security based compensation arrangement, would exceed

10% of the total number of issued and outstanding Common Shares; and (d) there may not be issued to any one insider and such insider's associates, within a one-year period, a number of Common Shares that, when combined with the number of Common Shares issuable to such insider and such insider's associates pursuant to with any other security based compensation arrangement, would exceed 5% of the total number of issued and outstanding Common Shares. The forgoing limits may be calculated on a diluted basis with the consent of the TSX.

The exercise price of each Option will be determined in the discretion of the Board of Directors at the time the Option is granted, provided that the exercise price will not be lower than the "Market Price". For purposes of the Stock Option Plan, "Market Price" means the closing price of the Common Shares on the TSX on the last trading day prior to the date the Option is granted for which there was a closing price on the TSX; provided that in the event the Common Shares are not listed on any exchange, the Market Price will be such price as is determined by the Board of Directors.

All Options granted under the Stock Option Plan will be subject to a fixed term and will be exercisable from time to time as determined in the discretion of the Board of Directors at the time of the grant, provided that no Option will have a term exceeding five years (or such longer period as is permitted by the TSX).

Unless otherwise determined by the Board of Directors, if any Option is scheduled to expire (a) at a time when the holder of the Option is subject to restrictions on trading securities of Corridor under a trading "blackout" established by Corridor; or (b) within five business days after the termination of such blackout period, the Option will, notwithstanding the scheduled expiry date of such Option, expire as of the date that is 10 business days following the end of such applicable blackout period and shall be exercisable by the holder at any time up to the applicable time on such revised expiry date.

In the event that an Eligible Optionee ceases to hold the position of director, officer or employee of Corridor (or any of its affiliates) or a service provider to Corridor (or any of its affiliates) for any reason whatsoever (other than as a result of death, incapacity or permanent disability), the Option will terminate on the earlier of its expiry date and 90 days after such cessation. In the event of the death, incapacity or permanent disability of an Eligible Optionee, the Option will terminate on the earlier of its expiry date and 12 months after the date of death, incapacity or permanent disability of the Eligible Optionee.

At or after the time that any fully vested Option could be exercised by an Eligible Optionee, the Eligible Optionee may elect to surrender, at his or her option, in whole or in part, his or her rights under any Option by written notice to the Corporation stating that such Eligible Optionee wishes to surrender his or her Option in exchange for a payment equal to the positive difference between the Exchange Date Price (as defined below) and the exercise price of the Option in respect of each Common Share that would otherwise be issued upon exercise of such Option (or portion of such Option) surrendered. The Board of Directors has the sole discretion to consent or disapprove of the election of the Eligible Optionee to receive cash. If the Board of Directors disapproves of the election, the Participant may (i) exercise the Option under the Stock Option Plan or (ii) retract the request to surrender such Option and retain the Option. The Corporation will withhold from the amount otherwise payable such amounts as may be required to be withheld under applicable law. "**Exchange Date Price**" means a price per Common Share equal to the closing price of the Common Shares on the stock exchange on the last trading day prior to the date the Option was surrendered by the Eligible Optionee or if the Common Shares are not then listed on any stock exchange, the Exchange Date Price shall be determined by the Board of Directors.

Options granted under the Stock Option Plan are not assignable or transferable by an Eligible Optionee, except for: (i) a limited right of assignment to allow the exercise of Options by an Eligible Optionee's heirs, executor or legal representative (as the case may be) in the event of death, incapacity or permanent disability; and (ii) with the approval of the Board of Directors and the TSX, a right to transfer such

Options to a corporation controlled by the Eligible Optionee and wholly-owned by the Eligible Optionee or his spouse or children (or any of them).

The Board of Directors has the right to amend the Stock Option Plan and to suspend, terminate or discontinue the Stock Option Plan. Any amendments to the Stock Option Plan are subject to the approval of applicable regulatory authorities, including the TSX. Any amendment to the Stock Option Plan shall take effect only with respect to Options granted after the effective date of such amendment, provided that an amendment may apply to any outstanding Options with the mutual consent of Corridor and the Eligible Optionees to whom such Options were granted.

Under the Stock Option Plan, the Board of Directors has the power and authority to approve amendments to the Stock Option Plan (or to Options), without further approval of the Shareholders, including, without limitation, to the extent that such amendment: (a) is for the purpose of curing any ambiguity, error or omission in the Stock Option Plan or to correct or supplement any provision of the Stock Option Plan that is inconsistent with any other provision of the Stock Option Plan; (b) is necessary to comply with applicable law or the requirements of any stock exchange on which the Common Shares are listed; (c) is an amendment respecting administration or eligibility for participation under the Stock Option Plan; (d) changes the terms and conditions on which Options may be or have been granted pursuant to the Stock Option Plan, including changes to the vesting provisions and the term of any Option; (e) changes the termination provisions of an Option or the Stock Option Plan in a manner that does not entail an extension of such Option beyond its original expiry date (except in respect of a revised expiry date established in light of the existence of any trading "blackout", as described above); or (f) is an amendment to the Stock Option Plan of a "housekeeping" nature; provided that in the case of any amendment referred to in paragraph (a) or (b) above, the amendment does not: (i) change the number of Common Shares issuable under the Stock Option Plan; (ii) add any form of financial assistance by Corridor for the exercise of any Option; (iii) result in material or unreasonable dilution in the number of outstanding Common Shares or any material benefit to an Eligible Optionee; or (iv) change the class of eligible participants under the Stock Option Plan if such change would have the potential of broadening or increasing participation by insiders of Corridor.

Subject to any required regulatory approvals, the Board of Directors may amend the term of any Option (which in no event shall exceed five years from the date of grant (or such longer period as is permitted by the TSX)) and the termination provisions of Options granted pursuant to the Stock Option Plan without shareholder approval, provided that if the Board of Directors proposes to increase the Option Threshold, reduce the exercise price for Options granted to insiders or extend the term of any Option granted to an insider of Corridor pursuant to the Stock Option Plan (unless the extension is in respect of a revised expiry date established in light of the existence of any trading "blackout", as described above), such amendments will require Common Shareholder approval.

Pension Plan Benefits

Corridor has not adopted any retirement plan, pension plan or deferred compensation plan.

Termination and Change of Control Benefits

None of the Named Executive Officers has an employment agreement with the Corporation, other than a termination agreement with Norman Miller, Chief Executive Officer of the Corporation, and a change of control agreement with Lisette Hachey, Chief Financial Officer of the Corporation. Each such agreement is for an indefinite term.

Pursuant to the change of control agreement with Mr. Miller, upon termination of Mr. Miller's employment, the Corporation is required to pay Mr. Miller a lump sum equal to the total of 24 times the monthly salary paid for the month immediately preceding the date of termination.

Pursuant to the change of control agreement with Ms. Hachey, upon a change of control of the Corporation where, within the 12 month period following the change of control, there is any fundamental adverse change or series of changes in the employment of Ms. Hachey, Ms. Hachey may elect to terminate her employment within 90 days of such event and the Corporation will be required to pay Ms. Hachey a lump sum equal to the total of eleven times the monthly salary paid for the month immediately preceding the date of termination up to a maximum number of 18 times this monthly salary, as such number of times will increase by one for each additional completed year of service.

Directors Compensation

No compensation, including compensation from any share-based awards, option-based awards or non-equity incentive plans, was provided to any director of Corridor for the financial year ended December 31, 2008, other than cash payments equal to \$22,500 to each director, other than Mr. Foster who received cash payments of \$45,000 in his capacity as Chairman of the Board of Directors.

Equity Compensation Plan Information

The following table sets forth, as at December 31, 2008, the compensation plan of Corridor under which Common Shares are authorized for issuance:

<u>Plan Category⁽¹⁾</u>	<u>Number of Common Shares to be Issued Upon Exercise of Outstanding Options</u>	<u>Weighted-Average Exercise Price of Outstanding Options</u>	<u>Number of Common Shares Remaining Available for Future Issuance Under Equity Compensation Plans</u>
Equity Compensation plans approved by securityholders			
Stock Option Plan	1,603,500	\$5.34	6,604,513

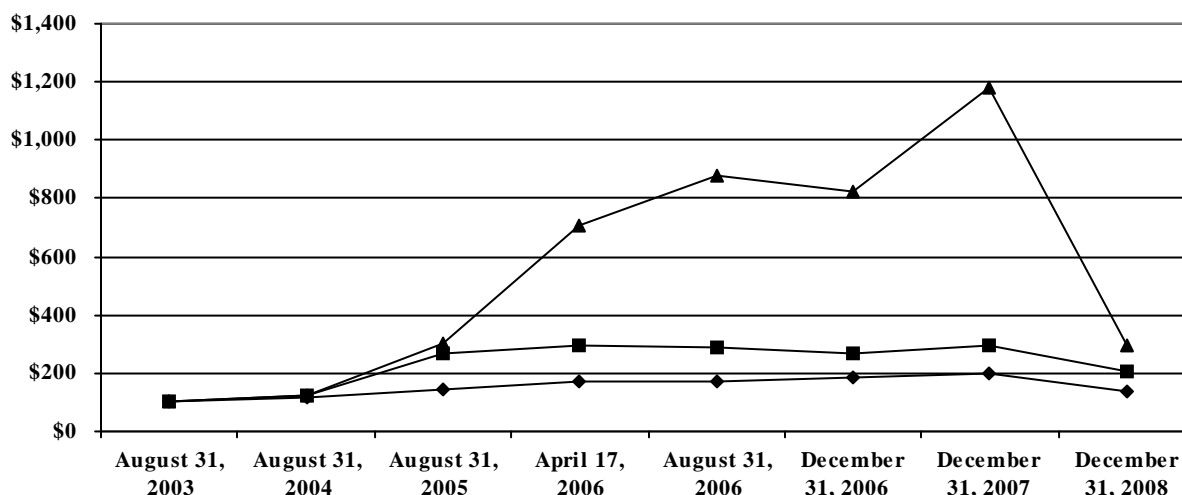
Note:

(1) The only compensation under which equity securities are authorized for issuance is the Stock Option Plan. See "Executive Compensation – Stock Option Plan".

Performance Graph

The following performance graph illustrates, over the five year period ended December 31, 2008, the cumulative return to shareholders of an investment in the Common Shares of the Corporation compared to the cumulative total shareholder return on the S&P/TSX Composite Index and the S&P/TSX Oil & Gas Exploration and Production Sub-Industry Index.

Total Return on \$100 Investment from August 31, 2003 to December 31, 2008



	August 31, 2003	August 31, 2004	August 31, 2005	April 17, 2006 ⁽¹⁾	August 31, 2006 ⁽²⁾	December 31, 2006 ⁽²⁾	December 31, 2007	December 31, 2008
◆ S&P/TSX Composite Index	\$100	\$113.50	\$147.16	\$171.83	\$170.19	\$183.57	\$201.61	\$135.07
■ S&P/TSX Oil/Gas Exploration/ Production Sub-Industry Index	\$100	\$125.17	\$268.60	\$298.10	\$288.56	\$268.08	\$295.25	\$204.38
▲ Corridor Resources Inc.	\$100	\$126.67	\$300.00	\$705.33	\$880.00	\$826.67	\$1178.67	\$296.00

Notes:

- (1) Prior to April 17, 2006, the Common Shares were listed and traded on the TSX Venture Exchange. Effective April 17, 2006, the Common Shares were listed and commenced trading on the TSX.
- (2) Corridor changed its financial year end from August 31 to December 31 on November 13, 2006.

Compensation to Named Executive Officers was generally aligned to the trend of total shareholder return. From August 31, 2003 until December 31, 2008, the price of the Common Shares increased by 196% compared to an increase of 35% on the S&P TSX Composite Index and an increase of 104% in the S&P/TSX Oil/Gas Exploration/Production Sub-Industry Index. During this period, total compensation for the Named Executive Officers (excluding the fair value of the options granted in 2008 which are now all out of the money) increased by 175%. The increase is based on five Named Executive Officers in 2008 compared to only four similar positions in 2003.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed elsewhere in this Circular, no director or executive officer of the Corporation and no person who beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding Common Shares (collectively, an "Informed Person") and no proposed director of the Corporation or any associate or affiliate of any Informed Person or proposed director, had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's last financial year or in any proposed transaction that materially affects or would materially affect the Corporation or any of its subsidiaries.

CORPORATE GOVERNANCE PRACTICES

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the Shareholders. The Board of Directors views effective corporate governance as an essential element for the ongoing well-being of the Corporation and its shareholders. With that in mind, the Board of Directors reviews the Corporation's corporate governance practices on an ongoing basis to ensure that they provide for effective stewardship of the Corporation.

The disclosure of the Corporation's corporate governance practices is presented pursuant to the requirements of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101") and is set forth at Schedule "A" hereto.

PARTICULARS OF THE MATTERS TO BE ACTED UPON AT THE MEETING

Receipt of 2008 Financial Statements

Corridor's financial statements for the financial year ended December 31, 2008 have been forwarded to Shareholders in accordance with applicable regulatory requirements. No formal action will be taken at the Meeting to approve the financial statements, with the requirements of the *Business Corporations Act* (Alberta) being met with the advance circulation of such financial statements. If any Shareholders have questions respecting such financial statements, the questions may be brought forward at the Meeting.

Appointment of Auditors

The independent auditors of Corridor are Grant Thornton LLP, Chartered Accountants, who have served in that capacity since 1996. Corridor has requested that Grant Thornton LLP, Chartered Accountants, act as independent auditors for Corridor, subject to Shareholder approval. **Unless otherwise directed, the persons named in the accompanying Proxy intend to vote in favour of the ordinary resolution to appoint Grant Thornton LLP, Chartered Accountants, of Halifax, Nova Scotia as auditors of Corridor to hold office until the close of the next annual meeting of Shareholders at a remuneration to be determined by the Board of Directors.**

Election of Directors

The Board of Directors has set the number of directors to be elected at the Meeting at six. Management of Corridor proposes to nominate as directors the six persons named in the table below. **Unless otherwise directed, the persons named in the Proxy intend to vote in favour of the election as directors of Corridor of the nominees whose names are set forth below.**

There are currently six directors of Corridor: J. Douglas Foster, John H. Bray, Achille E. Desmarais, Norman W. Miller, Robert D. Penner and W. C. (Mike) Seth and their term of office expires at the close of the Meeting.

Management of Corridor does not contemplate that any of the nominees will be unable to serve as a director but, if this should occur for any reason prior to the Meeting, the persons named in the accompanying form of proxy reserve the right to vote for another nominee at their discretion in the absence of a direction to the contrary. Each director elected will hold office until the next annual meeting or until his successor is duly elected, unless his office is earlier vacated.

The following table and the notes thereto state the names of the persons proposed to be nominated for election as directors, all other positions and offices with Corridor now held by them, their principal occupations or employment, the periods during which they have served as directors of Corridor and the

approximate number of Common Shares of Corridor beneficially owned, or controlled or directed, directly or indirectly, by each of them, as at the date hereof. The information contained in the following table is based upon information furnished by the respective nominees.

Name and Municipality of Residence⁽¹⁾	Director Since	Principal Occupations Within the Five Previous Years	Number of Common Shares Beneficially Owned, Controlled or Directed⁽¹⁾
J. Douglas Foster ⁽²⁾⁽³⁾ Calgary, Alberta	1998	Partner, Bennett Jones LLP (law firm)	1,748,887
John H. (Jack) Bray ⁽³⁾⁽⁴⁾ Santa Ana, California	1999	President of Richland Properties Inc.	3,373,200
Achille E. Desmarais ⁽⁴⁾⁽⁵⁾ Montréal, Québec	2006	Independent consultant since July 2003. Prior thereto, Senior Portfolio Manager and Investment Analyst at Caisse de dépôt et placement du Québec since 1989	2,000
Norman W. Miller ⁽⁵⁾ Halifax, Nova Scotia	1995	President and CEO of Corridor	1,140,417
Robert D. Penner ⁽³⁾⁽⁴⁾ Calgary, Alberta	2006	Independent consultant since April 2004. Prior thereto, senior tax partner with KPMG LLP (accounting firm)	—
W. C. (Mike) Seth ⁽⁵⁾ Calgary, Alberta	2006	Independent consultant since July 1, 2005. Prior thereto, President and Managing Director of McDaniel & Associates Ltd. (reservoir evaluation) since 1989	—

Notes:

- (1) Information provided by the Directors.
- (2) Chairman of the Board of Directors.
- (3) Member of the Corporate Governance Committee.
- (4) Member of the Audit Committee.
- (5) Member of the Reserves Committee.

EFFECTIVE DATE

Except as otherwise specified herein, the information set forth in this Circular is provided as of April 7, 2009.

ADDITIONAL INFORMATION

Additional information relating to Corridor including, Corridor's annual financial statements for the year ended December 31, 2008 together with the Auditors' Report thereon and management's discussion and analysis, interim financial statements for subsequent periods, and this Circular are available upon request to the Corporate Secretary, Suite 301, 5475 Spring Garden Road, Halifax, Nova Scotia, B3J 3T2.

This information may also be accessed at www.sedar.com or Corridor's website at www.corridor.ca.

SCHEDULE "A"

**CORPORATE GOVERNANCE DISCLOSURE
FORM 58-101F1**

Disclosure Requirement	Corridor Resources Inc. Corporate Governance Practices
1. Board of Directors	
(a) Disclose the identity of directors who are independent.	Five of the six current directors of the Corporation are independent. The following directors are independent as that term is defined in section 1.4 of Multilateral Instrument 52-110 <i>Audit Committees</i> : <ul style="list-style-type: none">• J. Douglas Foster• John H. Bray• Achille E. Desmarais• Robert D. Penner• W.C. (Mike) Seth
(b) Disclose the identity of directors who are not independent, and describe the basis for that determination.	<ul style="list-style-type: none">• Norman Miller is the President and Chief Executive Officer of the Corporation.
(c) Disclose whether or not a majority of directors is independent. If a majority of directors is not independent, describe what the Board of Directors does to facilitate its exercise of independent judgment in carrying out its responsibilities.	A majority of the directors are independent.
(d) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	The following directors are also directors of the issuers set out beneath their respective names below: Robert D. Penner <ul style="list-style-type: none">• Storm Cat Energy Corporation• Sustainable Energy Technologies Ltd.• Terra Energy Corp.• Unbridled Energy Corporation• Gastar Exploration Ltd. W.C. (Mike) Seth <ul style="list-style-type: none">• Enerplus Resources Fund• Connacher Oil and Gas Limited• Triton Energy Corp.• Ceres Capital Corp.• Redcliffe Exploration Ltd.

**Corridor Resources Inc.
Corporate Governance Practices**

Disclosure Requirement

- (e) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.
- (f) Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the board has neither a chair that is independent nor a lead director that is independent, describe what the board does to provide leadership for its independent directors.
- (g) Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.

The independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. However, the Board of Directors held in camera sessions without management at most meetings of the directors.

The Chairman of the Board of Directors, J. Douglas Foster, is an independent director.

The attendance record of each director at Board of Directors and committee meetings is attached as Schedule "B" to the Circular.

2. Board Mandate

Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.

The terms of reference of the Board of Directors is attached as Schedule "C" to the Circular and is also available on the Corporation's website at www.corridor.ca under the item "Corporate Governance".

The Corporation's Corporate Governance Committee is responsible for reviewing the mandates of the Board and its committees at least on an annual basis and recommending to the Board of Directors such amendments to those mandates as the Corporate Governance Committee believes are necessary or desirable.

Disclosure Requirement
**Corridor Resources Inc.
Corporate Governance Practices**

3. Position Descriptions

- (a) Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.
- (b) Disclose whether or not the board and Chief Executive Officer have developed a written position description for the Chief Executive Officer. If the board and Chief Executive Officer have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the Chief Executive Officer.

The Board of Directors has approved written position descriptions for the Chairman and the chair of each committee. Copies of these descriptions are available on the Corporation's website at www.corridor.ca under the item "Corporate Governance".

The Board of Directors has approved a written position description for the Chief Executive Officer and also the Chief Financial Officer. The position descriptions are reviewed annually by the Corporate Governance Committee and are available on the Corporation's website at www.corridor.ca under the item "Corporate Governance".

4. Orientation and Continuing Education

- (a) Briefly describe what measures the board takes to orient new directors regarding:
- (i) the role of the board, its committees and its directors, and
 - (ii) the nature and operation of the issuer's business.

The Corporate Governance Committee oversees: (i) the development and implementation of the director orientation program, including a complete business overview, a strategic overview and an overview of Corridor's values and operating philosophies; and (ii) the development, implementation and disclosure of the ongoing director education program, education sessions on the Corporation's business by way of presentations and operating site visits, individual or group education sessions from internal personnel or external consultants on topics of importance to directors and the Corporation, and recommended formal educational opportunities through appropriate organizations to be made available to individual directors and paid for by the Corporation.

All directors are provided with a copy of all Board of Directors and committee mandates and policies, the Corporation's by-laws, pertinent corporate information and other reference materials, and are introduced to senior management and the other directors. New directors are also given a presentation on the Corporation by the Corporation's management. The

Disclosure Requirement
**Corridor Resources Inc.
Corporate Governance Practices**

- (b) Briefly describe what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.

orientation and education process is reviewed on an annual basis and will be revised accordingly as circumstances warrant.

As at this time, the Board of Directors has not implemented a formal continuing education for its directors due to the historical size and composition of the Board of Directors. The Board will continue to assess whether it is appropriate to develop a formal continuing education program for its directors to ensure the directors maintain the skill and knowledge necessary to meet their obligations as directors. Notwithstanding the foregoing, the Corporation has and will continue to support and contribute to formal continuing educational programs for its directors.

5. Ethical Business Conduct

- (a) Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code:
- (i) disclose how a person or company may obtain a copy of the code;
 - (ii) describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code; and
 - (iii) provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.
- (b) Describe any steps the board takes to ensure directors exercise independent

The Board of Directors has adopted a Code of Business Conduct and Ethics.

The Code of Business Conduct and Ethics is available on the Corporation's website at www.corridor.ca under the item "Corporate Governance".

Each director, officer, employee and full-time consultant is required periodically to complete a compliance certificate certifying observance with the Code of Business Conduct and Ethics and noting any suspected or known exceptions to the Code, which certificates are to be returned directly to the Chief Executive Officer. In addition, all directors, officers and employees are required to promptly report any suspected breaches of the Code to the Chief Executive Officer or the Chair of the Board of Directors or the Chair of the Audit Committee.

Not applicable.

Directors who have, or may be reasonably perceived to have, a personal interest in a transaction or

Disclosure Requirement

judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest.

- (c) Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.

6. Nomination of Directors

- (a) Describe the process by which the board identifies new candidates for board nomination.

**Corridor Resources Inc.
Corporate Governance Practices**

agreement being contemplated by the Corporation are required to declare such interest at any directors' meeting where the matter is being considered and to refrain from voting on such matter. The Corporation has not entered into any transactions or agreements since 2000 in respect of which a director or executive has a material interest. The Chairman of the Board of Directors, J. Douglas Foster, is also a partner of a law firm that provides legal services to the Corporation.

The Board of Directors has adopted a Code of Business Conduct and Ethics and also encourages and promotes a culture of ethical business conduct by expecting each other, all officers and management to act in a manner that exemplifies ethical business conduct and consistent with the Code of Business Conduct and Ethics. This expectation sets the tone for all employees of the Corporation. The Corporation makes every effort to ensure that prospective directors, employees and consultants are of good character.

The Corporate Governance Committee is responsible for developing and reviewing Corridor's management succession and development plans; review and assess the size, composition and operation of the Board and committees of the Board to ensure effective decision-making; and identify and assess new candidates for nomination to the Board.

The Board regularly considers its size when it considers the number of directors to recommend to the Shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

As a result of an assessment of the size and composition of the Board, prior to the establishment of the Corporate Governance Committee, in the summer 2005, the Board established a director search committee, comprised of John H. Bray and J. Douglas Foster, to conduct a search for additional qualified independent directors. The committee met and determined that, in addition to a need for a greater number of independent directors, (i) potential

Disclosure Requirement
**Corridor Resources Inc.
Corporate Governance Practices**

- (b) Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.
- (c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.

nominees should have experience in the oil and gas industry; and (ii) at least two of the nominees should be financially literate. The committee sought advice from the business community and considered a number of candidates before strongly recommending as directors Messrs. Desmarais, Penner and Seth, all of whom were elected directors in January 2006.

Mr. Paul Hopkins resigned effective January 18, 2008, as a director of Corridor. The Corporate Governance Committee continues to assess the need to increase the number of directors and also the composition of the Board of Directors in light of Mr. Hopkins' resignation.

All of the members of the Corporate Governance Committee are independent.

The Corporate Governance Committee: (i) reviews and assesses the size, composition and operation of the Board to ensure effective decision-making and make recommendations to the Board of Directors for consideration; (ii) after consulting with the Chair of the Board of Directors and individual directors, review and assess the size, composition and committee chairs of all committees of all of the Board of Directors and make recommendations to the Board of Directors for consideration; (iii) identifies and assesses new candidates for appointment or nomination to the Board of Directors, including any nominee appropriately recommended by a shareholder, considering the performance, independence, competencies, skills, financial acumen, and ability to devote sufficient time and resources to his or her duties of the candidate and the Board of Directors, as a whole, to ensure effective governance and satisfy applicable law and make recommendations to the Board of Directors for consideration; (iv) annually reviews and recommends to the Board of Directors for consideration the individual directors proposed to be nominated for election at the next

Disclosure Requirement
**Corridor Resources Inc.
Corporate Governance Practices**

annual general meeting of shareholders of the Corporation; (v) annually reviews and recommends to the Board for consideration those individual directors to be designated as independent under applicable law; and (vi) regularly reviews and assesses the Corporation's policies on tenure and terms of individual directors, the Board of Directors Chair and committee chairs and recommend any changes to the Board of Directors for consideration. The responsibilities of the Corporate Governance Committee can be found in its mandate which is available on the Corporation's website at www.corridor.ca under the item "Corporate Governance".

7. Compensation

- (a) Describe the process by which the board determines the compensation for the issuer's directors and officers.
- (b) Disclose whether or not the board has a compensation committee composed entirely of independent directors. If the board does not have a compensation committee composed entirely of independent directors, describe what steps the board takes to ensure an objective process for determining such compensation.
- (c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.
- (d) If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer,

Please refer to page 4 of the Circular for details of the executive compensation structure and policies.

All of the members of the Corporate Governance Committee are independent.

The responsibilities of the Corporate Governance Committee include (i) developing compensation and human resources policies, and (ii) developing and assessing Chief Executive Officer and management compensation, development and succession.

The Corporation retained Gillian King, HR Consulting in 2007 and 2008 to provide advice regarding the development of human resources policies, job descriptions and assessing compensation for employees and officers of the Corporation.

Disclosure Requirement

state that fact and briefly describe the nature of the work.

8. Other Board Committees

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

9. Assessments

Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees, and its individual directors are performing effectively.

**Corridor Resources Inc.
Corporate Governance Practices**

The Board of Directors' other standing committee is the Reserves Committee. The Reserves Committee is responsible for, among other things, consulting with the Corporation's senior personnel responsible for oil and gas reserves and other information regarding the Corporation's oil and gas activities, and reviewing and reporting to the Board of Directors on: (i) the Corporation's procedures relating to the disclosure of such information; (ii) the appointment of, or any changes to, the independent consultants engaged to report on the Corporation's oil and gas reserves pursuant to the requirements of National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities* ("NI 51-101"); and (iii) the Corporation's procedures for providing information to the consultants. Prior to filing the Statement of Reserves Data and Other Oil and Gas Information and related consultants' report required under NI 51-101, the Reserves Committee shall meet with responsible management of the Corporation and the independent consultants to review the evaluation report, and shall thereafter report to the Board of Directors and recommend, as appropriate, the approval, release and filing of the Statement of Reserves Data and Other Oil and Gas Information and related reports required under NI 51-101.

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

The Corporate Governance Committee will develop a directors evaluation questionnaire for the evaluation of the performance, skills, specific competency and independence of each director and, to the extent applicable, the Board of Directors as a whole and the

Disclosure Requirement**Corridor Resources Inc.
Corporate Governance Practices**

committees of the Board of Directors. Once or more annually, the Corporate Governance Committee will review and assess the position descriptions of the Chief Executive Officer; the Chief Financial Officer and the chair of the Board and each committee of the Board of Directors and annually review the Chief Executive Officer's and the Chief Financial Officer's short-term and long-term corporate objectives and performance measurement indicators. The Corporate Governance Committee will also establish and implement procedures to evaluate the performance and effectiveness of the Board of Directors, committees of the Board of Directors, individual directors and the chairs of the Board of Directors of each committee of the Board of Directors.

Copies of position descriptions and mandates noted herein as being available on the Corporation's website at www.corridor.ca may also be obtained on request from the Corporate Secretary.

SCHEDULE "B"

CORRIDOR RESOURCES INC.

DIRECTORS' ATTENDANCE RECORDS

The following table sets forth the attendance record of each director for all Board of Directors and committee meetings held for the financial year ended December 31, 2008.

	Committees			
	Board	Audit	Corporate Governance	Reserves
Number of Meetings Held	13	5	2	2
Number of Meetings Attended				
J. Douglas Foster	13	–	2	–
Norman W. Miller	12	–	–	2
John H. Bray	11	5	2	–
Robert D. Penner	11	5	2	–
W.C. (Mike) Seth	13	–	–	2
Achille E. Desmarais	11	5	–	2

SCHEDULE "C"

CORRIDOR RESOURCES INC.

BOARD OF DIRECTORS TERMS OF REFERENCE

General Powers of the Board of Directors

The Board of Directors has a duty to manage the business and affairs of Corridor Resources Inc. (the "Corporation") in accordance with the *Business Corporations Act* (Alberta) and the regulations thereunder and the articles and by-laws of the Corporation. The powers of the Board of Directors may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all directors entitled to vote on the resolution.

The principal responsibility of the Board of Directors is to promote the best interests of the Corporation and its shareholders. This responsibility includes: (i) approving fundamental operating, financial and other corporate plans, strategies and objectives; (ii) evaluating the performance of the Corporation and its senior management; (iii) selecting, regularly evaluating and fixing the compensation of executive officers; (iv) adopting policies of corporate governance and conduct, including compliance with stock exchange policies, applicable laws and regulations, financial and other controls; (v) reviewing the process of providing appropriate financial and operational information to the shareholders and the public generally; and (vi) evaluating the overall effectiveness of the Board of Directors.

General Fiduciary Duties

The Board of Directors must act in the best interests of the Corporation and its shareholders generally. Every director of the Corporation in exercising his powers and discharging his duties must:

- act honestly and in good faith with a view to the best interests of the Corporation; and
- exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Fiduciary duties include, by way of example, the obligation to refrain from voting on contracts where personal financial or other interests conflict with those of the Corporation, using insider information in securities transactions and appropriating a corporate opportunity for personal benefit. Directors must act with such care as would reasonably be expected of a person having the knowledge and experience of the particular director in question.

Directors should have sufficient information to enable them to make knowledgeable decisions on all matters coming before the Board of Directors. It is the responsibility of each director to ask such questions as may be necessary to satisfy him on that he has been supplied with all the necessary information on which to base his decisions. Directors should have a basic understanding of the principal operational and financial objectives, strategies and plans of the Corporation, the results of operations and the financial condition of the Corporation.

Directors are entitled to rely in good faith on: (i) financial statements of the Corporation which are represented by an officer of the Corporation or in a written report of the auditors of the Corporation as fairly reflecting the financial condition of the Corporation; or (ii) an opinion or report of a lawyer,

accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by him.

In order to fulfill his fiduciary duties to the Corporation and its shareholders, each director should: (i) prepare for and attend all meetings of the Board of Directors; (ii) be sufficiently informed about the current and proposed activities of the Corporation; (iii) review the minutes of meetings, including any meeting not attended as well as any resolutions passed or actions taken; (iv) obtain advice from outside or independent advisors and consultants when necessary; (v) consider whether the minutes of the previous meeting of the Board of Directors accurately represent the discussions that took place and the resolutions that were passed; and (vi) be attentive to matters arising in respect of the Corporation's activities according to his own experience and occupation.

Conflicts of Interest

A director who is a party to a material contract or proposed material contract with the Corporation, or who is a director or officer of or has a material interest in any corporation or entity which is a party to a material contract or proposed material contract with the Corporation, must disclose in writing to the Corporation, or request to have entered in the minutes of meetings of directors, the nature and extent of his interest.

The disclosure required to be made by a director where there is a conflict of interest must be made at the meeting at which a proposed contract is first considered by the Board of Directors or, if the director had no interest in a proposed contract at the time of such meeting, at the first meeting of the Board of Directors after he acquires an interest. If the director acquires an interest after a contract is made, he must disclose his interest at the first meeting of the Board of Directors after acquiring the interest. If a person who has an interest in a contract later becomes a director of the Corporation, he must disclose his interest at the first meeting of the Board of Directors after he becomes a director.

Where a proposed contract is dealt with by a written resolution signed by all directors in lieu of a meeting of the Board of Directors, the disclosure must be made immediately upon receipt of the resolution or, if the director had no interest at the time of receipt of the resolution, at the first meeting of the Board of Directors after he acquires the interest.

A director who discloses a conflict of interest must refrain from taking part in any discussions or voting on any resolution to approve the contract, unless the contract is:

- an arrangement by way of security for money loaned to or obligations undertaken by him, or by a corporation in which he has an interest, for the benefit of the Corporation or an affiliate;
- a contract relating primarily to his remuneration as a director, officer, employee or agent of the Corporation or an affiliate;
- a contract for indemnity or insurance with respect to a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a corporation of which the Corporation is or was a shareholder or creditor; or
- a contract with an affiliate of the Corporation, provided however, that directors who serve on boards of affiliated corporations are not required to refrain from voting on contracts between the two corporations.

Any profits or gains realized by a director as a result of his privileged position on the Board of Directors must be reimbursed to the Corporation, except in the case of gains resulting from contracts with respect to which he has complied with the obligation to disclose his interest and has refrained from voting.

Mandate and Stewardship of the Corporation

The Board of Directors is responsible for the stewardship of the Corporation and, as part of the overall stewardship responsibility, should assume responsibility (directly or through its committees) for overseeing the following matters:

- the adoption of a strategic planning process;
- the identification of the principal risks of the Corporation's business and endeavoring to ensure the implementation of appropriate systems to manage those risks;
- succession planning;
- the implementation of a communications policy for the Corporation;
- monitoring the integrity of the Corporation's internal control and management information systems; and
- overseeing the Corporation's commitment to social and community responsibility and fostering ethical and responsible decision making by management.

The Board of Directors have identified the following core functions:

- choosing the CEO and overseeing his efforts to direct senior management team in respect of managing the enterprise;
- setting the broad parameters within which the management team operates, including adopting a strategic planning process and approving a strategic direction; defining a framework to monitor the management of business opportunities and risks;
- providing direction and advice to the CEO and the management team;
- monitoring and assessing the performance of the CEO; and
- providing information to securityholders and stakeholders about the integrity of the Corporation's financial performance.

Corporate Opportunity

A director is precluded from obtaining for himself or diverting to another person or corporation with whom or with which he is associated, either secretly or without the approval of the Corporation, any property or business advantage belonging to the Corporation or with respect to which it has been in the course of negotiations.

A director is also precluded from acting in the manner described even after his resignation, where the resignation may fairly be considered to have been prompted or influenced by a wish to acquire for

himself the opportunity sought by the Corporation, or where it was his position with the Corporation that led to the opportunity.

In certain circumstances, a director may not use his position as a director to make a profit, even if it was not open to the Corporation to participate in the transaction.

Duty of Independence

A director must act in the best interests of the Corporation and its shareholders generally and not in the interest of any one shareholder or group of shareholders. In determining whether a particular transaction or course of action is in the best interests of the Corporation, a director, if he is elected or appointed by holders of a class or series of shares, may give special, but not exclusive, consideration to the interests of those who elected or appointed him.

Duty of Confidentiality

Directors of the Corporation have an obligation to maintain the confidentiality of matters discussed at meetings of the Board of Directors unless:

- it was clearly understood at the Board meeting that the information was not required to be kept in confidence;
- the director was required or authorized by law to disclose the information; or
- the director was authorized expressly or implicitly by the Board of Directors to make disclosure of the information.

Duty Not to Misuse Information or Position

A director must not misuse his position or make improper use of information acquired by virtue of his position to gain, directly or indirectly, an advantage for himself or any other person or to cause detriment to the Corporation. Directors are insiders of the Corporation and, as such, must not use information about the Corporation to trade in securities or to assist others to trade in securities of the Corporation before the information is available to the public.

Insider Reporting

Directors are required to report any changes in their direct or indirect beneficial ownership of or control or direction over securities of the Corporation within ten days of the change.

Communication to Shareholders

The Board of Directors must comply with the Corporation's applicable disclosure policy regarding effective communication with its shareholders and the public generally. Directors have a responsibility to have appropriate procedures in place so that accurate, appropriate and timely disclosure is being made to the Corporation's shareholders and to the public.

Delegation of Authority to Officers and Committees

The Board of Directors may delegate authority and functions to officers and to committees of directors. The Board of Directors has the right to appoint officers to perform such duties assigned to them

by the Board of Directors. The persons holding such offices shall also have the powers assigned to them from time to time by the Chief Executive Officer of the Corporation.

In the case of the Corporation, committees of directors include an Audit Committee and a Corporate Governance Committee. The Board of Directors has established the terms of reference for each such committee, which includes the committee's responsibilities, the composition of the committee, and various administrative matters, and a position description for the chair of each committee.

The following matters are within the sole purview of the Board of Directors and may not be delegated by the board to a committee of directors or to an officer of the Corporation:

- the submission to the shareholders of any question or matter requiring the approval of the shareholders;
- the filling of a vacancy among the directors or in the office of the auditor;
- the issuance of securities, except in the manner and on the terms authorized by the directors;
- the declaration of dividends;
- the purchase, redemption or other acquisition of shares of the Corporation, except in the manner and on the terms authorized by the directors;
- the payment of a commission to any person in consideration of: (i) his purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person; or (ii) his procuring or agreeing to procure purchasers for shares of the Corporation;
- the approval of a management proxy circular;
- the approval of any financial statements to be placed before the shareholders at an annual meeting; or
- the adoption, amendment or repealing of any by-laws of the Corporation.

Financial Statements

The Board of Directors has a duty to approve the annual financial statements of the Corporation and to submit the financial statements of the Corporation, and the auditors' report thereon, for the preceding year to the shareholders at the annual meeting of the shareholders of the Corporation.

A director is required to forthwith notify both the Audit Committee and the Corporation's auditors of any error or misstatement of which he becomes aware in the audited financial statements of the Corporation. The Board of Directors has a duty to prepare and issue corrected financial statements on being informed of an error or misstatement by an auditor or former auditor and the duty to file these statements with or inform the appropriate securities regulatory authorities.

Auditors

On demand from the Corporation's auditors, each present and former director of the Corporation has a duty to furnish to the auditors any information and explanations and allow access to any books, records, documents, accounts or vouchers of the Corporation or its subsidiaries that he is reasonably able

to furnish and which the auditors consider necessary to enable them to report on the annual financial statements.

Shareholder Meetings

The Board of Directors is required to call the annual meeting of the shareholders and may, at any time, call a special meeting of shareholders. The Board of Directors has a duty to call a special meeting of the shareholders to approve any matter, which requires the approval of shareholders by special resolution.

Matters Requiring Board Approval

The following matters require specific approval of the Board of Directors:

- all matters identified as falling within the sole purview of the Board of Directors;
- the annual budgets (including operating and capital budgets) for the Corporation and any amendments thereto;
- compensation (including options, bonuses and forms of compensation) for executive officers of the Corporation having regard to the recommendations of any properly constituted committee in respect of such matters and the recommendations of the Chief Executive Officer;
- expenditures or transactions falling outside the guidelines or operating authorities approved by the Board and for this purpose, expenditures described in an approved budget may be authorized by the CEO, as well other expenditures required in an emergency situation (i.e. environmental, health and safety);
- the selection of principal advisors to the Corporation, including banking, legal, engineering and financial;
- the appointment of officers of the Corporation;
- the appointment of members to committees of the Board of Directors;
- any transaction involving senior management that is outside corporate policy or which, because of the nature of transaction or the potential for conflict because the parties are not acting at arm's length should be approved by the Board of Directors; and
- major and significant corporate decisions, including any contract, arrangement or transaction, which would reasonably be considered to be material, or of such significance as to reasonably warrant consideration by the Board of Directors.