

OMT INC.

**ANNUAL GENERAL
MEETING OF SHAREHOLDERS**

**Notice of Annual General Meeting
and
Information Circular**

June 28, 2006

This Information Circular is furnished in connection with the solicitation of proxies by the management of OMT Inc. (the "Company") for use at the Annual General Meeting of shareholders (the "Meeting") to be held on June 28, 2006 at the time and place and for the purposes set forth in the accompanying Notice of Meeting. While it is expected the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Company. All costs of this solicitation will be borne by the Company.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual General Meeting of the shareholders of OMT Inc. (the "Company") will be held in Winnipeg, Manitoba, at the Greenwood Inn 1715 Wellington Avenue, Winnipeg, Manitoba, R3H 0G1, on Wednesday, the 28th day of June, 2006, at 3:00 p.m. (the "Meeting") for the following purposes:

1. To receive the audited financial statements of the Company for the period ended December 31, 2005, together with the auditors' report thereon;
2. To elect directors for the ensuing year;
3. To appoint auditors for the ensuing year;
4. To authorize the directors to fix the remuneration to be paid to the auditors;
5. To transact such other or further business as may properly come before the Meeting or any adjournment thereof.

Shareholders unable to attend the Meeting in person are requested to read the enclosed Circular and Proxy, and then complete and deposit the Proxy together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof with the Company's transfer agent, CIBC Mellon Trust Company, 200 Queen's Quay, Unit 6, Toronto, Ontario, M5A 4K9 at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting. Unregistered shareholders who received the Proxy through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

NOTES:

1. Holders of common shares of the Company who are unable to be present personally at the Meeting are requested to sign and return, in the envelope provided for that purpose, the accompanying form of Proxy for use at the Meeting.
2. Only holders of common shares of the Company of record at the close of business on May 16, 2006 (the "Record Date") will be entitled to vote at the Meeting except to the extent that a person has transferred any of his common shares of the Company after the Record Date and the transferee of such shares establishes proper ownership and requests not later than ten days before the Meeting that his name be included in the list of shareholders for the Meeting, in which case the transferee is entitled to vote his shares at the Meeting.

DATED at Winnipeg, Manitoba this 16th day of May, 2006.

ON BEHALF OF THE BOARD OF DIRECTORS

"Bill Baines"

Bill Baines, Executive Chairman

OMT INC.
Unit #1, 1555 Dublin Ave.
Winnipeg, MB
R3E 3M8

MANAGEMENT INFORMATION CIRCULAR

NOTE: Shareholders who do not hold their shares in their own names as a registered shareholder should read "Advice to Beneficial Shareholders" for an explanation of their rights.

SOLICITATION OF PROXIES

This management information circular (the "Circular") is furnished in connection with the solicitation of proxies by the management of the Company for use at the annual general meeting of the shareholders of the Company (the "Shareholders") to be held at the Greenwood Inn, 1725 Wellington Avenue, Winnipeg, Manitoba, R3H 0G1, on June 28, 2006, at the hour of 3:00 o'clock in the afternoon (Winnipeg time) (the "Meeting") for the purposes set out in the accompanying notice of the Meeting (the "Notice of Meeting").

THIS SOLICITATION IS MADE BY THE MANAGEMENT OF THE COMPANY.

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, telegraph or personal interview by officers of the Company, at a nominal cost. In accordance with National Instrument 54-101, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the common shares of the Company (the "Common Shares") held of record by such persons and the Company may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Company.

Except as otherwise stated, the information contained herein is given as of May 16, 2006.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed instrument of proxy, Bill Baines, Executive Chairman and a director of the Company, and Laurie Goldberg, a director of the Company (the "Management Designees"), have been selected by the directors of the Company and have indicated their willingness to represent as proxies the Shareholders who appoint them.

A Shareholder has the right to designate a person (who need not be a Shareholder) other than the Management Designees to represent him or her at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the enclosed instrument of proxy the name of the person to be designated and striking out the names of the Management Designees, or by completing another proper instrument of proxy. Such Shareholder should notify the nominee of the appointment, obtain his consent to act as proxy and should provide instructions on how the Shareholder's Common Shares are to be voted. In any case, an instrument of proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached where an attorney has executed the instrument of proxy.

An instrument of proxy will not be valid for the Meeting or any adjournment thereof unless it is completed and delivered to CIBC Mellon Trust Company, Attention: Shareholder Services, 200 Queen's Quay, Unit 6, Toronto, Ontario, M5A 4K9 at least 48 hours, excluding Saturdays and statutory holidays, before the time of the Meeting or any adjournment thereof.

A proxy given by a Shareholder for use at the Meeting may be revoked at any time prior to its use. In accordance with section 142(4) of *The Corporations Act* (Manitoba), in addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by the Shareholder or by his attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited either at the registered office of the Company at any

time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the chairman of such meeting on the day of the Meeting, or any adjournment thereof, and upon either of such deposits the proxy is revoked. The registered office of the Company is located at 30th Floor, 360 Main Street, Winnipeg, Manitoba R3C 4G1.

ADVICE TO BENEFICIAL SHAREHOLDERS

Shareholders who do not hold their Common Shares in their own name (referred to herein as “Beneficial Shareholders”) are advised that only proxies from Shareholders of record can be recognized and voted upon at the Meeting. Beneficial Shareholders who complete and return a proxy must indicate thereon the person (usually a brokerage house) who holds their Common Shares as a registered Shareholder. Every intermediary (broker) has its own mailing procedure, and provides its own return instructions, which should be carefully followed. The proxy supplied to Beneficial Shareholders is identical to that provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder.

All references to Shareholders in this Circular and the accompanying proxy and Notice of Meeting are to Shareholders of record unless specifically stated otherwise.

PROVISIONS RELATING TO VOTING OF PROXIES

The Common Shares represented by proxy in the enclosed form will be voted by the designated holder in accordance with the direction of the Shareholder appointing him. If there is no direction by the Shareholder, those Common Shares will be voted for all proposals set out in the instrument of proxy. The instrument of proxy gives the person named in it the discretion to vote as they see fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Circular, management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise set out herein, no director or senior officer of the Company or proposed nominee for election as a director of the Company or any associate or affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in the matters to be acted upon at the Meeting.

VOTING SECURITIES, RECORD DATE AND PRINCIPAL HOLDERS OF VOTING SECURITIES

On the date of the accompanying Notice of Meeting, the Company was authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares (“Preferred Shares”) without nominal or par value of which, as of the date of the Notice of Meeting there were 28,922,090 Common Shares issued and outstanding as fully paid and non-assessable and no Preferred Shares issued and outstanding. The holders of the Common Shares of the Company are entitled to receive notice of and attend any meeting of the Shareholders of the Company and are entitled to one vote thereat for each Common Share held by them respectively.

Each person who is a holder of a Common Share at the close of business on May 16, 2006 (the “Record Date”) will be entitled to notice of, and to attend and vote at, the Meeting; except to the extent such Shareholder transfers the ownership of any of such holder’s Common Shares after the Record Date and the transferee of those Common Shares produces properly endorsed share certificates or otherwise establishes that the transferee owns such Common Shares and demands, not later than ten days before the Meeting, that such transferee’s name be included in the list of Shareholders entitled to vote at the Meeting. Such transferee is entitled to vote such Common Shares at the Meeting.

To the knowledge of the directors and senior officers of the Company, as of the date of this Circular, no individual persons beneficially own, directly or indirectly, or exercise control or direction over, more than 10 percent of the issued and outstanding Common Shares of the Company.

To the knowledge of the directors and senior officers of the Company, as of the date of this Circular, the following entities beneficially own, directly or indirectly, or exercise control or direction over, more than 10 percent of the issued and outstanding Common Shares of the Company.

Shareholder	Number of Common Shares Held	Percentage of Issued Common Shares
Renaissance Capital Manitoba Ventures Fund Limited Partnership	8,513,920	29.44%
ENSIS Growth Fund Inc.	6,385,440	22.08%
ENSIS Investment Limited Partnership	2,128,480	7.36%

EXECUTIVE COMPENSATION

“Named Executive Officer” means the following individuals: (a) each Chief Executive Officer; (b) each Chief Financial Officer; (c) each of the Company’s three most highly compensated executive officers, other than the Chief Executive Officer and Chief Financial Officer, who were serving as executive officers at the end of the most recently completed financial year of the Company and whose total salary and bonus exceeds \$150,000. There were four Named Executive Officers of the Company in 2005; (i) Scott Farr who was the Company’s President and Chief Executive Officer (since August 15, 2001) until September 15, 2006 when he resigned; (ii) Marieke Wijtkamp, who was appointed the Company’s President and Chief Operating Officer effective September 15, 2005; (iii) Janice Miles, who was the Company’s Chief Financial Officer until March 22, 2005; and (iv) Walter Buller, who was appointed as the Company’s interim Chief Financial Officer, effective April 21, 2005.

“SAR” or “stock appreciation right” means a right, granted by the Company or any of its subsidiaries, as compensation for services or office to receive cash or an issue or transfer of securities based wholly or in part on changes in the trading price of its publicly traded securities; and

“LTIP” or “long term incentive plan” means any plan which provides compensation intended to motivate performance over a period greater than one financial year, but does not include option or stock appreciation right plans or plans for compensation through securities that are subject to restrictions on resale.

Summary Compensation Table

The following table is a summary of the compensation paid to the Named Executive Officers of the Company in total salary and bonus during the financial years 2003, 2004 and 2005 for services rendered to the Company. The financial year end of the Company is December 31.

Name and Principal Position	Annual Compensation				Long Term Compensation			All other Compensation (\$)
	Year	Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Awards	Payouts		
					Securities Under Options/SARs (#)	Restricted Shares or Restricted Share Units (\$)	LTIP Payouts (\$)	
Scott Farr, President and Chief Executive Officer	2005	100,000	Nil	Nil	Nil	Nil	Nil	Nil
	2004	100,000	Nil	Nil	Nil	Nil	Nil	Nil
	2003	100,000	Nil	Nil	15,000 ⁽¹⁾	Nil	Nil	Nil
Marieke Wijtkamp, President and Chief Operating Officer	2005	105,000	Nil	Nil	400,000 ⁽¹⁾	Nil	Nil	Nil

Walter Buller, Chief Financial Officer	2005	65,000	Nil	Nil	Nil	Nil	Nil	Nil
Janice Miles, Chief Financial Officer	2005	31,144	Nil	Nil	Nil	Nil	II	Nil
	2004	85,000	Nil	Nil	Nil	Nil	Nil	Nil
	2003	56,667	Nil	Nil	40,000 ⁽¹⁾	Nil	Nil	Nil

Note:

(1) Options to acquire Common Shares.

Long Term Incentive Plan Awards

The Company has no long term incentive plans in place and therefore there were no awards made under any long term incentive plan to the Named Executive Officers during the Company's most recently completed financial year.

Option/SAR Grants During Most Recently Completed Financial Year

The following table sets forth the stock options granted to the Named Executive Officers in the past year.

Name	Securities Under Options/SARs Granted	% of Total Options/SARs Granted to Employees in Financial Year	Exercise Price or Base Price (\$/Security)	Market Value of Securities Underlying Options/SARs on the Date of Grant (\$/Security)	Expiration Date
Scott Farr	Nil	N/A	N/A	N/A	N/A
Marieke Wijtkamp	400,000	97.9%	\$0.10	\$0.065	Oct. 25, 2010
Walter Buller	Nil	N/A	N/A	N/A	N/A
Janice Miles	Nil	N/A	NA	N/A	N/A

No stock appreciation rights were granted to any Named Executive Officer of the Company during the most recently completed financial year.

Aggregated Option Exercises During the Most Recently Completed Financial Year

During the most recently completed financial year ended December 31, 2005, the Named Executive Officers did not exercise any options or SARs. The following table sets out the financial year end value of stock options still held by the Named Executive Officers.

Name	Securities Acquired on Exercise	Aggregate Value Realized (\$)	Unexercised Options at Financial Year End Exercisable/Unexercisable	Value of Unexercised In-the-Money Options at Financial Year End Exercisable/Unexercisable
Scott Farr	Nil	N/A	215,000	Nil
Marieke Wijtkamp	Nil	N/A	218,333/291,667	Nil
Walter Buller	Nil	N/A	N/A	Nil
Janice Miles	Nil	N/A	N/A	Nil

Termination of Employment, Change in Responsibilities and Employment Contracts

During the most recently completed financial year, there were several changes made regarding the Company's Named Executive Officers.

Janice Miles, the Company's Chief Financial Officer tendered her resignation, effective March 22, 2005. The Company's employment contract with Janice Miles, the Company's previous Chief Financial Office terminated upon her resignation, effective March 22, 2005. The Company entered into a contract with Walter Buller to operate as the Company's interim Chief Financial Officer, effective April 21, 2005. The contract is for part-time employment of a minimum of four days per month and up to as many days as required by the Company with compensation set at \$500 per day.

Scott Farr, the President and CEO, resigned from those positions, effective September 15, 2005 to take a more direct role in sales and marketing as Vice President, Business Development and Chief Technology Officer.

The Company entered into a contract with Marieke Wijtkamp to assume the position of President and Chief Operating Officer, effective September 15, 2005, a promotion from her previous title, Chief Operating Officer. The terms of the contract set annual compensation at \$105,000 plus incentive bonuses.

Directors

Compensation for Named Executive Officers who also served as directors has been set out above. Effective May 20, 2003, the Executive Chairman receives \$2,500 per quarter and \$750 per board meeting; the Secretary receives \$1,500 per quarter and \$500 per board meeting (in 2005, the CFO acted as secretary and no compensation was paid); Audit Committee and Governance, Human Resources & Employee Compensation Committee members, including the Chairs, receive \$500 per meeting; all other non-management directors receive \$1,500 per quarter and \$500 per board meeting.

The Company has paid the following compensation to other directors in the past financial year: The compensation paid to Mark Ahrens-Townsend as a director was paid directly to ENSIS Growth Fund Inc. ("EGF").

	<u>Cash</u>	<u>Option Grants</u>
Steven Stang	\$ 3,000	Nil
Mark Ahrens-Townsend (EGF)	\$11,000	Nil
Stephen Pumple	\$10,500	190,000
Laurie Goldberg	\$ 8,000	200,000
Bill Baines	\$15,250	1,050,000

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Set forth below is a summary as at the end of the Company's most recently completed financial year of all securities authorized to be issued pursuant to the Company's stock option plan, being the only equity compensation plan of the Company.

Plan Category	Number of Common Shares to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of Common Shares remaining available for future issuance under equity compensation plans (excluding Common Shares reflected in column (a)) (c)
Equity compensation plans approved by securityholders	5,719,500	0.29	2,111,313
Equity compensation plans not approved by securityholders	Nil	NA	NA
Total	5,719,500	0.29	2,111,313

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

As at December 31, 2005, the most recently completed financial year, none of the directors, senior officers, executive officers, promoters, other members of management, proposed nominees for election as a director or their respective associates or affiliates of the Company, is or has been indebted to the Company or its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No insiders of the Company and no proposed nominees for election as a director of the Company or any associates or affiliates of the foregoing persons, have had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction since the commencement of the Company's last financial year except as otherwise disclosed in this Circular. None of the foregoing persons has any interest in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

There are no management functions of the Company which are to any substantial degree performed by a person other than the directors or senior officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

The Company's current directors are Bill Baines, Laurie Goldberg, Stephen Pumple, and Mark Ahrens-Townsend. All have indicated their intention to stand for re-election and the proposed directors and officers of the Company upon completion of the Meeting are set forth in the table below. The following table provides the names of the individuals to be nominated for election as director, their current positions and offices in the Company, the period of time that they have been directors of the Company and their present principal occupation and the number of Common Shares of the Company which each beneficially owns or over which control or direction is exercised. All of the nominees for director are residents of Canada.

Name and Present Office Held	Director Since	# of Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised as at the Date of this Information Circular⁽¹⁾	Principal Occupation and if not at Present an Elected Director, Occupation During the Past Five (5) Years
Bill Baines ⁽⁴⁾ Winnipeg, MB Executive Chairman, Director	01/18/05	Nil	Mr. Baines is President and CEO of AML Wireless Networks Inc. and Stratus Management Inc. Previously, he was the President and Chief Operating Officer of Norigen Communications from late 1999 to 2001.
Laurie Goldberg ⁽²⁾ Winnipeg, MB Director	03/27/05	Nil	Mr. Goldberg is currently the President and CEO of PeopleFirst HR Services Ltd. In 2004, he was the Chief Operating Officer of Crocus Investment Fund and prior to that held the position of Chief Operating Officer / Office of the President for Assante Corporation from 1998 to 2003.
Stephen F. Pumple ^{(2) (4)} Toronto, ON Director	05/16/02	Nil	Mr. Pumple is the Chairman, President and Chief Executive Officer of Azcar Technologies Inc.
Mark Ahrens-Townsend ^{(2) (3)} ⁽⁴⁾ Winnipeg, MB Director	02/03/03	Nil	Mr. Ahrens-Townsend is Vice-President, Investments with ENSIS Management Inc.

Notes:

- (1) Before giving effect to the exercise of issued and outstanding stock options. See "Executive Compensation".
- (2) Member of the Audit Committee.

- (3) Mark Ahrens-Townsend is the representative of EGF and ENSIS Investment Limited Partnership ("EILP") on the board of directors of the Company. EGF owns 6,385,440 Common Shares of the Company and its affiliated entity, EILP, owns 2,128,480 Common Shares.
- (4) Member of the Governance, Human Resources & Compensation Committee.

Each Director will hold office until the next annual general meeting of the Company, unless his office is earlier vacated. Management does not contemplate that any of the nominees will be unable to serve as a director. **In the event that prior to the Meeting any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the proxy as nominee to vote the Common Shares represented by proxy for the election of any other person or persons as directors.**

The Company does not have an executive committee of its board of directors.

None of the proposed directors of the Company is, as of the date of the Circular, or has been, within 10 years before the date of the Circular, a director or executive officer of any company that, while that person was acting in that capacity:

- (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, except for Laurie Goldberg who was an executive officer from January 2004 to January 2005 at Crocus Investment Fund, which is under a voluntary cease trade order that was approved by the Manitoba Securities Commission on December 10, 2004;
- (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (iii) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

None of the proposed directors of the Company has, within the 10 years before the date of the Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

It is intended that on any ballot that may be called relating to the election of directors, the Common Shares represented by proxies in favour of Management Nominees will be voted in favour of the directors whose names are set forth above, unless a Shareholder has specified in his proxy that his Common Shares are to be withheld from voting on the election of directors. In order for each resolution electing directors of the Company to be effected, it must be passed by an ordinary resolution, meaning the affirmative vote of not less than a majority of the votes cast by Shareholders with respect to a particular matter (an "Ordinary Resolution"), at the Meeting.

Appointment of Auditors

Management proposes to nominate Ernst & Young LLP, Chartered Accountants, of Winnipeg, Manitoba, the present auditors, as the auditors of the Company to hold office until the close of the next annual meeting of Shareholders. Ernst & Young LLP was first appointed auditor of the Company on December 19, 2005.

In order for the resolution appointing auditors for the Company to be effected, it must be passed by an Ordinary Resolution at the Meeting.

It is intended that on any ballot that may be called relating to the appointment of auditors, the Common Shares represented by proxies in favour of Management Nominees will be voted in favour of the appointment of Ernst & Young LLP as auditors of the Company, unless a Shareholder has specified in his proxy that his Common Shares are to be withheld from voting on the appointment of auditors.

Authorization to fix Remuneration of the Auditors

In the past, the directors have negotiated with the auditors of the Company on an arm's length basis in determining the fees to be paid to the auditors. Such fees have been based upon the complexity of the matters in question and the time incurred by the auditors. Management believes that the fees negotiated in the past with the auditors of the Company were reasonable in the circumstances and would be comparable to fees charged by auditors providing similar services.

In order for the resolution authorizing the directors to fix the remuneration of the auditors to be effected, it must be passed by an Ordinary Resolution at the Meeting.

It is intended that on any ballot that may be called relating to the authorization of the directors to fix the remuneration of the auditors, the Common Shares represented by proxies in favour of Management Nominees will be voted in favour of the resolution authorizing the directors to fix the remuneration of the auditors, unless a Shareholder has specified in his proxy that his Common Shares are to be voted against the authorization of the directors to fix the remuneration of the auditors.

General Matters

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice of Meeting, however if any other matters do arise, the Management Nominees named in the proxy intend to vote on any poll, in accordance with their best judgment, exercising discretionary authority with respect to amendments or variations of matters set out in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

AUDIT COMMITTEE

Composition of the Audit Committee

The following are the members of the audit committee of the Company:

Stephen Pumple	Independent ⁽¹⁾	Financially literate ⁽¹⁾
Mark Ahrens-Townsend	Not independent ⁽¹⁾	Financially literate ⁽¹⁾
Laurie Goldberg	Independent ⁽¹⁾	Financially literate ⁽¹⁾

(1) As defined in Multilateral Instrument 52-110.

The text of the charter of the audit committee is attached hereto as Schedule "A".

The Company is not required to comply with Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of Multilateral Instrument 52-110 *Audit Committees* ("MI 52-110) because the Company is a "venture issuer" as defined in MI 52-110.

Audit Committee Oversight

At no time since the commencement of the Company's financial year ended December 31, 2005 was a recommendation of the audit committee to nominate or compensate an external auditor not adopted by the board of directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's financial year ended December 31, 2005 has the Company relied on the exemption in section 2.4 of MI 52-110 (de minimis non-audit services) or an exemption from MI 52-110, in whole or in part, granted under Part 8 of MI 52-110.

Pre-Approval Policies and Procedures

The audit committee may adopt specific policies and procedures for the engagement of non-audit services as set forth in the charter of the audit committee attached hereto as Schedule "A".

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2005	\$30,000	Nil	\$2,000	Nil
2004	\$21,000	\$4,500	\$5,500	\$14,000

CHANGE OF AUDITOR

On November 23, 2005, KPMG LLP resigned as auditor of the Company at the Company's request in order to permit the appointment of Ernst & Young LLP as successor auditor. There were no reservations and no reportable events in relation to the audit reports in connection with the audits of the Company's financial statements performed by KPMG LLP for the financial years ending December 31, 2003 and 2004. The resignation of KPMG LLP and the appointment of Ernst & Young LLP was considered and approved by the Audit Committee and Board of the Company.

A copy of the reporting package that was filed with The Manitoba Securities Commission, the Ontario Securities Commission, the British Columbia Securities Commission, the Alberta Securities Commission and the TSX Venture Exchange regarding the change of auditor, as required by National Instrument 51-102 *Continuous Disclosure Obligations*, is attached hereto as Schedule "B"

CORPORATE GOVERNANCE

Board of Directors

The Board of Directors consists of four directors, two of which are independent. The independent directors are responsible for reviewing and approving matters involving a conflict of interest between the Company and its directors or officers, and any matters requiring independent director approval under applicable corporate and/or securities laws and requirements of the Exchange. The independent directors are Laurie Goldberg and Stephen Pumple. William Baines, Executive Chairman, is not an independent director because he is a senior officer of the Company. Mark Ahrens-Townsend is not independent because he represents ENSIS, a holder of 29% of the outstanding shares. The Board of Directors meets on a regular basis, not less than four times a year, with management involved in the meetings only as appropriate, to ensure the Board's independence from management.

Directorships

Some of the members of our Board of Directors currently sit on other Boards of Public Companies as well.

Laurie Goldberg - None

Stephen Pumple - AZCAR Technologies Incorporated (TSX:AZZ)

Mark Ahrens-Townsend - None

Bill Baines – None

Orientation and Continuing Education

The Board of Directors has established a Governance, Human Resources and Compensation Committee that is responsible for the orientation and ongoing education of all new recruits to the Board, under the guidance of the Board of Directors.

Ethical Business Conduct

The Board of Directors has an Audit Committee in place consisting of the three directors independent of the management of the Company. The Board has adopted a Whistleblower Policy to encourage and promote a corporate culture of ethical business conduct. The Board has also adopted an Insider Trading Policy to govern all Directors and key employees.

Nomination of Directors

The Board of Directors has the responsibility for identifying and recruiting qualified new members to the Board as required, and for related succession planning considerations.

Compensation

The Governance, Human Resources and Compensation Committee's mandate includes assessing the performance and determining the remuneration of the President and Chief Operating Officer of the Company and reviewing the adequacy and form of compensation of directors, based on an assessment of responsibilities and risks involved in being an effective director.

Other Board Committees

The Board of Directors has no other committees other than the Governance, Human Resources and Compensation Committee and the Audit Committee.

Assessments

The Governance and the Human Resources and Compensation Committees are entrusted with the task of assessing the effectiveness of the Board as a whole, the committees of the Board and the contributions of individual directors.

ADDITIONAL INFORMATION

Additional Information relating to the Company is available on SEDAR at www.sedar.com. Shareholders of the Company may contact the Company as set forth below in order to request copies of the Company's financial statements and management discussion and analysis. Financial information regarding the Company is provided in the Company's financial statements and management discussion and analysis for the most recently completed financial year.

OMT Inc.
Unit #1, 1555 Dublin Avenue
Winnipeg, Manitoba R3C 4G1
Tel: (204) 786-3994

CERTIFICATE OF OMT INC.

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

DATED at Winnipeg, Manitoba the 16th day of May, 2006.

"Marieke Wijtkamp"
Marieke Wijtkamp
President

"Walter Buller"
Walter Buller
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Bill Baines"
Bill Baines
Executive Chairman

"Laurie Goldberg"
Laurie Goldberg
Director

SCHEDULE “A”

AUDIT COMMITTEE CHARTER

OMT INC. (the “Company”)

Organization

There shall be a committee of the Board of Directors (the “Board”) to be known as the “Audit Committee”. The Audit Committee shall be composed of at least three (3) members of the Board of Directors who are independent of the management of the Company and are free of any relationship that, in the opinion of the Board, would interfere with their exercise of independent judgment as a committee member. All members of the Audit Committee shall be financially literate, being defined as able to read and understand basic financial statements, and at least one member of the Audit Committee shall have accounting or related financial management expertise.

Statement of Policy

The Audit Committee shall provide assistance to the members of the Board in fulfilling their oversight responsibilities to the shareholders, potential shareholders, and investment community relating to identifying and monitoring the management of the principal risks that could impact the financial reporting of the Company; monitoring accounting compliance, internal controls and the quality and integrity of the financial reporting of the Company; and monitoring the independence and performance of the Company’s external auditors. In so doing, it is the responsibility of the Audit Committee to maintain free and open means of communication between the Board, the external auditors, the internal auditors (where applicable), and management of the Company.

Responsibilities

In carrying out its responsibilities, the Audit Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the Board and shareholders that the corporate accounting and reporting practices of the Company are in accordance with all requirements and are of the highest quality.

In carrying out these responsibilities, the Audit Committee will:

- Annually review the independence and performance of the external auditors and make a recommendation to the Board on the external auditors to be appointed to audit the financial statements of the Company and its subsidiaries or any discharge of auditors when circumstances warrant.
- Review and approve the compensation of the external auditors.
- Meet with the external auditors and management of the Company to review the scope of the proposed audit for the current year and the audit procedures to be utilized, and at the conclusion thereof review such audit, including any significant findings or recommendations of the external auditors and management’s responses.
- Inquire of management, the director of internal auditing, and the external auditors about significant risks or exposures and assess the effectiveness of the steps management has taken to minimize such risk to the Company and provide the Committee’s view to the Board of directors.
- Review with the external auditors and the Company’s financial and accounting personnel, the adequacy and effectiveness of the accounting and financial controls of the Company, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable. Emphasis should be given to the adequacy of such internal controls to expose any payments, transactions, or procedures that might be deemed illegal or otherwise improper.

- Further, the Audit Committee periodically should review Company policy statements to determine their adherence to stated codes of conduct of the Company.
- Review the internal audit function (if applicable) of the Company including the independence and authority of its reporting obligations, the proposed audit plans for the coming year, and the coordination of such plans with the external auditors.
- Receive prior to each meeting, a summary of findings from any completed internal audits and a progress report on the proposed internal audit plan, with explanations for any deviations from the original plan.
- Review with management, the external auditors as appropriate, and the director of internal auditing the interim financial report and any Material Information before it is filed with TSX Venture Exchange or other regulators, and consider whether the information contained in these documents is consistent with the information contained in the financial statements.
- Review the annual financial statements (proposed to be contained in the annual report to shareholders) with management and the external auditors to determine that the independent auditors are satisfied with the disclosure and content of the financial statements to be presented to the shareholders. Any changes in accounting principles should be reviewed. Review press releases and disclosure documents of a financial nature.
- Provide sufficient opportunity for the internal and external auditors to meet with the members of the Audit Committee without members of management present. Among the items to be discussed in these meetings are the external auditors' evaluation of the Company's financial, accounting, and auditing personnel, and the cooperation that the independent auditors received during the course of the audit.
- Review accounting and financial human resources and succession planning within the Company.
- Submit the minutes of all meetings of the Audit Committee to, or discuss the matters discussed at each committee meeting with, the Board. Make written recommendations to the Board as appropriate.
- Investigate any matter brought to its attention within the scope of its duties, with the power to retain outside counsel for this purpose if, in its judgment, that is appropriate.
- Review and update the committee's charter at least annually and submit the mandate to the Board for approval.

General

- The Audit Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities, and it has direct access to the external auditors as well as anyone in the organization. The Committee shall be empowered to retain, at the Company's expense, independent counsel, accountants, or other consultants or experts it deems necessary in the performance of its duties.
- The Audit Committee shall meet at least three (3) times per year or more frequently as circumstances require. The Committee may ask members of management or others to attend the meeting and provide pertinent information as necessary.
- The Audit Committee will perform such other functions as assigned by law, the Company's Charter or By-Laws, or the Board.
- Members of the Audit Committee and the Committee Chairman shall be designated by the full Board from time to time. The duties and responsibilities of a member of the Audit Committee are in addition to those duties set out for a member of the Board.

SCHEDULE "B"
REPORTING PACKAGE

To: Shareholders of OMT Inc.

And To: Manitoba Securities Commission
Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
TSX Venture Exchange

Ernst & Young LLP (Successor Auditor)
KPMG LLP (Former Auditor)

Notice of Change of Auditor

On November 23, 2005, OMT Inc. (the "Company") changed its auditors from KPMG LLP to Ernst & Young LLP. Pursuant to National Instrument 51-102, the Company advises that:

- a) The former auditor, KPMG LLP, resigned as auditor at the Company's request on November 23, 2005 in order to permit the appointment of another auditor. The resignation of the Former Auditor was considered and accepted by the Company's Audit Committee.
- b) There were no reservations and no reportable events in relation to the Former Auditors' audit reports in connection with the audits of the most recently completed fiscal years, December 31, 2004 and 2003.
- c) The Successor Auditor, Ernst & Young LLP, has been engaged effective immediately to perform the required audit for the year ending December 31, 2005, which appointment was considered and approved by the Company's Audit Committee.

As required under National Instrument 51-102, we attach to this letter the comments of KPMG LLP and the comments of Ernst & Young LLP.

Dated this 23rd day of November, 2005.

OMT Inc.

Marieke Wijtkamp – President

December 12, 2005

The Manitoba Securities Commission
Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
TSX Venture Exchange

Dear Sirs:

**Subject: Notice of Change of Auditors dated November 23, 2005 with respect to OMT Inc.,
pursuant to National Instrument 51-102**

With respect to the above-noted Notice of Change of Auditors and pursuant to National Instrument 51-102, we have read the Notice of Change of Auditors for OMT Inc. and, based on our knowledge of the information at this date, we agree with each of the statements in the Notice of Change of Auditors as it pertains to the successor auditor.

Yours sincerely,



J.K.A. Campbell, FCA
Partner
(204) 933 0217

Copies to: Board of Directors of OMT Inc.
KPMG LLP, R. S. Kowalchuk, CA

