

**Please read this material carefully as you are required to make a decision prior to 4:30 p.m. (local time in Calgary) on July 20, 2007.**

*No securities commission or similar regulatory authority in Canada has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence. The offer of these securities is being made in each of the Provinces of British Columbia, Alberta, Ontario and Nova Scotia only. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and subject to certain exceptions, may not be offered, sold or delivered in the United States of America, its territories or possessions. See "Residents of Jurisdictions Other Than the Qualified Jurisdictions".*

**Rights Offering Circular**

**June 19, 2007**



## **CCR Technologies Ltd.**

### **Offer of Rights to Subscribe for up to 9.1 million Common Shares at a Subscription Price of \$0.18 per Common Share**

CCR Technologies Ltd. ("CCR" or the "Corporation") is issuing to the holders of its outstanding common shares ("Common Shares") of record at the close of business on June 28, 2007 (the "Record Date") rights (the "Rights"), evidenced by fully transferable certificates ("Rights Certificates") to subscribe for Common Shares on the terms set forth herein (the "Offering").

#### **SUMMARY OF RIGHTS OFFERING**

<b>Number of Rights</b>	36.3 million
<b>Record Date</b>	June 28, 2007
<b>Expiry Date</b>	4:30 p.m. (Calgary time) on July 20, 2007
<b>Subscription Price</b>	\$0.18 per Common Share.
<b>Subscription Basis</b>	Each holder of Common Shares of record on the Record Date is entitled to receive one Right for each Common Share held. Four Rights entitle the holder to subscribe for one Common Share at the Subscription Price.
<b>Additional Subscription Privilege</b>	Each holder of a Rights Certificate who exercises all of the Rights evidenced by such certificate may subscribe for additional Common Shares not taken up under the initial subscription on the Expiry Date. See "Additional Subscription Privilege".
<b>Use of Proceeds</b>	To enhance CCR's operating capabilities, strengthen corporate business development function, retire existing short term debt and pay down the working capital deficiency.
<b>Maximum number of Common Shares to be issued on exercise of Rights</b>	9,070,627 Common Shares
<b>No Minimum Issue Size</b>	The offering is not subject to any minimum subscription level.
<b>Maximum gross proceeds</b>	\$1,632,713, prior to deduction of expenses of the Offering estimated at \$50,000.

All covenants of the Corporation's debenture have been renegotiated. The EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization) covenant has been waived and the Corporation is still in compliance with the current asset coverage covenant. However, the Corporation's continued losses and accumulated deficit raises questions as to its ability to continue as a going concern. The Corporation's ability to continue as a going concern is dependant on management's ability to successfully execute its business plan which includes achieving profitable operations in the future and on obtaining the continued support of its lenders and major shareholders. There is no certainty that management will be able to resolve these matters.

Subject to the terms hereof, each holder of Common Shares in the provinces of British Columbia, Alberta, Ontario and Nova Scotia (the "Qualified Jurisdictions") on the Record Date will receive one Right for each Common Share held. Four Rights will entitle the holder to purchase one Common Share at the price of \$0.18 per Common Share until 4:30 p.m. Calgary time July 20, 2007 (the "Expiry Date"). Holders of Rights Certificates who exercise their Rights in full are entitled to subscribe for additional Common Shares. See "Additional Subscription Privilege".

The Corporation's outstanding Common Shares are listed on The Toronto Stock Exchange (the "TSX"). The Rights will be listed on the TSX, and the TSX has approved the listing of the Common Shares issuable on exercise of the Rights.

In the case of registered shareholders with addresses in the Qualified Jurisdictions, transferable Rights Certificates evidencing the Rights accompany this rights offering circular (the "Circular"). In the case of unregistered shareholders and registered shareholders with addresses outside of the Qualified Jurisdictions ("Non-Qualified Jurisdictions"), reference is made to instructions under "Residents of Jurisdictions other than the Qualified Jurisdictions".

The Rights will be posted for trading on the TSX until noon (Toronto time) on July 20, 2007. The closing price for the Common Shares of CCR on the TSX on June 18, 2007 was \$0.215.

**IF A SHAREHOLDER DOES NOT ELECT TO EXERCISE RIGHTS, THE VALUE OF THE COMMON SHARES CURRENTLY HELD BY SUCH SHAREHOLDER MAY BE DILUTED AS A RESULT OF THE EXERCISE OF RIGHTS BY OTHER SHAREHOLDERS. INVESTMENT IN THE COMMON SHARES MAY BE REGARDED AS SPECULATIVE DUE TO THE NATURE OF THE CORPORATION'S BUSINESS. SEE "RISK FACTORS".**

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## **FORWARD LOOKING STATEMENTS**

CCR is hereby providing cautionary statements identifying important factors that could cause the Corporation's actual results to differ materially from those set forth in forward-looking statements made in this Circular. Any statements that express, or involve, discussions as to expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "likely", "expect", "anticipate", "believe", "estimate", "intend", "plan", "project", "seek", "continue", "predict", "potential", "target", "should", "may", "would", "could", "will", "outlook" and similar expressions) are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in such forward-looking statements. Accordingly, investors should not place undue reliance on any such forward looking statements.

Actual results achieved during the forecast period will vary from the information provided herein as a result of numerous known and unknown risks and uncertainties and other factors in particular, without limitation, statements based on current expectations involving a number of risks and certainties such as statements regarding aspects of the upstream and downstream oil and natural gas, petrochemical and chemical purification industries, and the global economy. These risks and uncertainties include, but are not restricted to, the effect of general economic conditions in the United States and Canada and in countries in which the Corporation currently does business; industry conditions, including the introduction of new environmental and other laws and regulations and changes in how they are interpreted and enforced; service business supply and demand; risks inherent in the Corporations' ability to generate sufficient cash flow from operations to meet its current and future obligations; increased competition; the lack of available qualified personnel; fluctuation in foreign exchange or interest rates; stock market volatility; opportunities available to or pursued by the Corporation; continued increased demand for the Corporation's technology and related services; the Corporation's ability to maintain its technological leadership in the field of chemical solution cleaning; the Corporation's ability to attract and retain key employees; the enforceability of the Corporation's patents; and the Corporation's ability to raise capital on acceptable terms when needed. These risks, contingencies and uncertainties may cause actual results to differ from information contained herein.

Further, any forward looking statement is made only as of a certain date, and the Corporation undertakes no obligation to update any forward looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as required by applicable securities laws. New factors emerge from time to time, and it is not possible for management to predict all of these factors and to assess in advance the impact of each such factor on the Corporation's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement.

## **RIGHTS CERTIFICATES**

Rights Certificates will be issued in registered form. A Rights Certificate evidencing the total number of Rights to which the holder is entitled, together with a copy of this rights offering circular, is being mailed to each holder of record of outstanding Common Shares as of the Record Date with an address of record in the Qualified Jurisdictions. .

Each beneficial holder is entitled to subscribe for one Common Share at the Subscription Price of \$0.18 for each four Rights held, upon the terms set forth in this rights offering circular.

No fractional Common Shares will be issued. Only subscriptions for whole Common Shares will be accepted. Furthermore, each original holder of a Rights Certificate evidencing a total number of Rights not evenly divisible by four will not be entitled to use such remaining Rights to subscribe for additional Common Shares at the Subscription Price. The Rights Certificate does not entitle the holder thereof to any of the rights or privileges of a shareholder of the Corporation.

There will be no soliciting dealer for this rights offering and no fees of any kind will be paid for the solicitation of the exercise of rights.

## **EXPIRY DATE**

The Rights expire at 4:30 p.m. (Calgary time) on July 20, 2007 (the "Expiry Date").

To subscribe for Common Shares, a duly completed Rights Certificate and payment in full of the Subscription Price of \$0.18 per Common Share must be received by the Expiry Date at the office of Computershare Investor Services Inc. in Calgary, Alberta or Toronto, Ontario (the "Subscription Agent") indicated under "Subscription Agent".

**Rights will expire and be void and of no value if not exercised as described herein by the Expiry Date.**

## **ADDITIONAL SUBSCRIPTION PRIVILEGE**

Any holder of a Rights Certificate who exercises the right (the "Basic Subscription Right") to subscribe for all the Common Shares that can be subscribed for with the Rights evidenced by such certificate is entitled to subscribe for additional Common Shares (the "Additional Subscription Privilege") at the Subscription Price. The number of Common Shares available for subscription under the Additional Subscription Privilege (the "Additional Common Shares") will be those, if any, that have not been subscribed and paid for under the Basic Subscription Right by all holders of Rights. See "Additional Subscription Privilege - Form 2".

## **INTENTION OF DIRECTORS AND OFFICERS**

The directors and officers of the Corporation and certain shareholders associated or affiliated with the same have indicated their intention to exercise up to 100% of the Rights attributable to their individual direct or indirect shareholdings. The total number of Rights that will be issued to such persons (directly or indirectly) could be approximately 8,678,045 Rights, which would entitle them to acquire approximately 2,169,511 Common Shares. It is the intention of the directors, officers and principal shareholders as a group to subscribe, if possible, for up to a further 6,901,116 Common Shares pursuant to the Additional Subscription Privilege.

## **SUBSCRIPTION AGENT AND REGISTRAR AND TRANSFER AGENT**

Computershare Investor Services Inc. at the following offices (the "Subscription Offices") has been appointed as the Subscription Agent by the Corporation to receive subscriptions and payments under this Offering. Computershare Investor Services Inc. at Calgary, Alberta and Toronto, Ontario is also the Registrar and Transfer Agent for the Corporation's Common Shares.

By mail	Computershare Investor Services Inc. P.O. Box 7021 31 Adelaide Street E Toronto, ON M5C 3H2  Attention: Corporate Actions
By Registered Mail, Hand or Courier	Computershare Investor Services Inc. 600, 530 - 8th Avenue S.W. Calgary, AB T2P 3S8  Attention: Corporate Actions  or  Computershare Investor Services Inc. 100 University Avenue, 9 <sup>th</sup> Floor Toronto, ON M5J 2Y1  Attention: Corporate Actions
Toll free number	1-800-564-6253
Email:	corporateactions@computershare.com

Shareholders may send their subscriptions directly to the Subscription Agent.

#### **RESIDENTS OF JURISDICTIONS OTHER THAN THE QUALIFIED JURISDICTIONS**

The Circular has not been filed with the securities commission or similar regulatory authority in any jurisdiction other than the Qualified Jurisdictions. The securities of the Corporation, including the Rights and the Common Shares issuable on the exercise of the Rights, are not registered under the *Securities Act* of 1933 of the United States of America, as amended, or the securities laws of any other jurisdictions outside of Canada. This offering is not being made in any jurisdiction other than the Qualified Jurisdictions and is not, and under no circumstances is to be construed as, an offering of any securities for sale in or to a resident of the any of the Non-Qualified Jurisdictions or a solicitation therein of an offer to buy any securities. Accordingly, Rights Certificates may not be held directly by, and subscriptions for Common Shares will not be accepted from or on behalf of, Shareholders whose addresses of record are in the Non-Qualified Jurisdiction or other persons whom the Corporation or the Subscription Agent has reason to believe are residents of the Non-Qualified Jurisdictions (collectively, “Non-Qualified Shareholders”).

The Corporation will notify Non-Qualified Shareholders that the Rights Certificates to which they are entitled will be issued to and held by the Subscription Agent referred to below, which will hold the same and the Rights evidenced thereby as agent for the benefit of all Non-Qualified Shareholders. The Subscription Agent will attempt to sell such Rights in the Qualified Jurisdictions prior to the Expiry Time at such prices and otherwise in such manner as the Subscription Agent may determine in its sole discretion. The Subscription Agent’s ability to sell such Rights and the price obtained therefor are dependent on market conditions. The Subscription Agent will not be subject to any liability for failure to sell any Rights of Non-Qualified Shareholders or to sell any such Rights at a particular price on any particular day. The net proceeds received by the Subscription Agent from the sale of such Rights, net of all applicable withholding taxes, brokerage commissions and fees or charges, will be divided among the Non-Qualified Shareholders in proportion to the number of Common Shares held by them respectively on the Record Date. The Subscription Agent will mail cheques therefor to the Non-Qualified Shareholders at their addresses appearing in the records of the Corporation. The Subscription Agent will not be required to make any such payment to any Non-Qualified Shareholder in the event the amount owing to such Non-Qualified Shareholder is less than \$10.00. Such amount may be forwarded to the Corporation. The sale of Rights by the Subscription Agent on behalf of a resident of any jurisdiction outside of Canada will constitute a disposition of such Rights for Canadian tax purposes. See “Canadian Federal Income Tax Considerations - Sale of Rights by Subscription Agent - Non-Residents of Canada”.

The Rights Certificates registered in the name of Shareholders whose address of record is outside of the Qualified Jurisdictions will not be sent to them but will be retained and held by the Subscription Agent. Instructions as to the sale, transfer or exercise of the Rights represented thereby will not be accepted from such Shareholders.

A registered Shareholder whose address of record is outside the Qualified Jurisdictions but who holds Common Shares on behalf of a resident in the Qualified Jurisdictions who is eligible to participate in the Rights Offering must notify the Subscription Agent in writing on or before the sixth day prior to the Expiry Time if such beneficial holder wishes to participate in this rights offering. Otherwise, the Subscription Agent may sell the Rights of such Shareholder as described above.

No charge will be made for Rights sold through the Subscription Agent, except for brokerage commissions, any taxes and any other fees or charges incurred by the Subscription Agent in respect of such sales. Credits for sale of Rights by the Subscription Agent will be based on the arithmetic mean of the prices received by it in the open market. The Subscription Agent will use its best efforts to effect sales of Rights in the open market as provided above but cannot accept responsibility if it is unable to do so.

### **ACCEPTANCE BY BOOK-BASED TRANSFER**

Beneficial shareholders in the Qualified Jurisdictions may also accept the Offering in the Qualified Jurisdictions by following the procedures for book-based transfer, provided that a confirmation of the book-based transfer of their Rights through the Canadian Depository for Securities ("CDS") on-line tendering system into the Subscription Agent's account at CDS, is received by the Subscription Agent at its office in Toronto prior to the Expiry Date. The Subscription Agent has established an account at CDS for the purpose of the Offering. Any financial institution that is a participant in CDS may cause CDS to make a book-based transfer of a holders' Rights into the Subscription Agent's account in accordance with CDS procedures for such transfer. Delivery of Rights through using the CDS book-based transfer system will constitute a valid tender under the Offering.

Beneficial shareholders in the Qualified Jurisdictions, through their respective CDS participants, who utilizes the CDS on-line system to accept the Offering through a book-based transfer of their Rights into the Subscription Agent's account with CDS are deemed to have completed a Rights Certificate and therefore such instructions received by the Subscription Agent are considered as a valid tender in accordance with the terms of the Offering. Registered shareholders must exercise their Rights in accordance with the procedures set out in "How to Subscribe".

### **HOW TO SUBSCRIBE**

1. **Complete and sign Form 1 of the Rights Certificate in accordance with the instructions on the reverse side thereof.** Four rights and \$0.18 will be required to subscribe for one Common Share. To determine the number of Common Shares that may be subscribed for pursuant to the Basic Subscription Right, divide the number of Rights set forth on the face of the Rights Certificate by four. Subscriptions must be for whole Common Shares only. Fractional Common Shares will not be issued. The execution and delivery of a Form 1 constitutes a representation and warranty by the Rights Certificate holder that such holder is not resident outside of the Qualified Jurisdictions or the agent of such person.
2. **Optional Additional Subscription Privilege.** Complete and sign Form 2 of the Rights Certificate only if you also wish to participate in the Additional Subscription Privilege. In order to participate in the Additional Subscription Privilege, a holder of Rights must exercise all of such holder's Rights pursuant to the Basic Subscription Right. See "Additional Subscription Privilege - Form 2".
3. **Enclose payment of the Subscription Price of \$0.18 for each Common Share subscribed for under the Basic Subscription Right and, if applicable, the Additional Subscription Privilege, by certified cheque, bank draft or money order payable to the order of Computershare Investor Services Inc.**
4. **Deliver or mail the duly completed Rights Certificate and payment in the enclosed return envelope addressed to the Subscription Agent so that it is received by one of the Subscription Offices listed above before the Expiry Date.** If mail is used for delivery of a subscription, sufficient time must be allowed to avoid late delivery. The use of insured mail is recommended.

5. **If an interested party is unsure how to subscribe, that person should contact the Corporation, the Subscription Agent or any member firm of the Investment Dealers Association of Canada.**
6. If a Rights Certificate Holder wishes to transfer rights, see “Sale and Transfer of Rights” below.

### **ADDITIONAL SUBSCRIPTION PRIVILEGE - FORM 2**

To exercise the Additional Subscription Privilege, any holder of a Rights Certificate who completes Form 1 for the maximum number of Common Shares that can be subscribed for under the Basic Subscription Right must also, prior to the Expiry Date, complete Form 2 and specify the number of Additional Common Shares desired to be subscribed for. **The completion of Form 2 constitutes a binding commitment to subscribe for the number of Additional Common Shares specified; the Subscription Price for Additional Common Shares must accompany the Rights Certificate when it is delivered to the Subscription Agent and must be payable in Canadian funds by certified cheque, bank draft or money order payable at par to the order of Computershare Investor Services Inc.** Such funds for the Additional Common Shares will be placed in a segregated account pending allocation of the Additional Common Shares in the manner contemplated herein.

If there are sufficient Additional Common Shares to satisfy all subscriptions by participants in the Additional Subscription Privilege, each such participant will be allotted the number of Additional Common Shares for which he or she has subscribed. If the aggregate number of Additional Common Shares subscribed for by all holders who exercise their Additional Subscription Privilege exceeds the number of Additional Common Shares available, the number of Additional Common Shares allocated to each holder on a pro rata basis will be the lesser of (i) the number of Additional Common Shares which such holder has subscribed for pursuant to the Additional Subscription Privilege and (ii) the product (disregarding fractions) of the number of Additional Common Shares available multiplied by a fraction, of which the numerator is such holder’s initial subscription under the Basic Subscription Right and of which the denominator is the aggregate number of Common Shares subscribed for under the Basic Subscription Right by all holders who complete Form 2 and exercise their Additional Subscription Privilege. If any holder has subscribed for fewer Additional Common Shares than the number resulting from the application of the formula in (ii) above, the excess Additional Common Shares will be allocated in the manner described above among the holders who were allocated fewer Additional Common Shares than they subscribed for.

If, as a result of the application of the foregoing formula, a participant in the Additional Subscription Privilege is allotted a number of Common Shares which falls short of the number specified in Form 2 on the participant’s Rights Certificate, the Subscription Agent, when mailing the certificates for the Common Shares issued to the participant, will refund without interest the excess portion of the total subscription price paid by the participant.

### **PAYMENT**

The Subscription Price is payable in Canadian funds in cash or by certified cheque, bank draft or money order payable at par to the order of Computershare Investor Services Inc.

**The entire Subscription Price for all Common Shares subscribed for must be paid at the time of subscription. The amount of payment will be the number of Common Shares being purchased multiplied by the Subscription Price of \$0.18 per share. Payment must also be included for any Common Shares subscribed for under the Additional Subscription Privilege. See “Additional Subscription Privilege”.**

### **SIGNATURES**

When any form on the Rights Certificate is signed by the original holder, the signature **must correspond in every particular** with the name of the original holder as it appears on the face of the Rights Certificate. If a form is signed by a trustee, executor, administrator, guardian, attorney, officer of a corporation or any person acting in a fiduciary or representative capacity, the Rights Certificate should be accompanied by evidence of authority satisfactory to the Subscription Agent.

## SALE AND TRANSFER OF RIGHTS

The Rights will be posted for trading on the TSX until noon (Toronto time) on the Expiry Date. Shareholders who do not wish to exercise their Rights may sell or transfer their Rights in the Qualified Jurisdictions through the usual investment channels, such as investment dealers and brokers, at the shareholder's expense. Certain restrictions will apply to the ability of residents of Non-Qualified Jurisdictions to sell or transfer their Rights. See "Residents Jurisdictions Other Than the Qualified Jurisdictions". Holders of Rights Certificates may elect to exercise only a part of their Rights and dispose of the remainder.

To transfer the Rights, complete Form 3 on the Rights Certificate and have the signature guaranteed by a Canadian chartered bank or trust company, a member of the Investment Dealers Association of Canada or of a recognized stock exchange in Canada or a firm which is a member of a registered national securities exchange in the United States or of the National Association of Securities Dealers, Inc. or a commercial bank or trust company having an office or correspondent in Canada, or otherwise guaranteed to the satisfaction of the Subscription Agent. It is not necessary for a transferee to obtain a new Rights Certificate to exercise the Basic Subscription Right or the Additional Subscription Privilege, but the signature of the transferee on Forms 1 and 2 **must correspond in every particular** with the name of the transferee shown on the Form 3. If Form 3 is properly completed, CCR and the Subscription Agent will treat the transferee (or the bearer if no transferee is specified) as the absolute owner of the Rights Certificate for all purposes and will not be affected by notice to the contrary.

As a convenience to its shareholders, the Corporation has made arrangements for holders of Rights to sell such Rights through the Subscription Agent. No charge will be made for the sale of Rights through the Subscription Agent except for a proportionate share of any brokerage commissions incurred by the Subscription Agent and the costs of or incurred by the Subscription Agent in connection with the sale of the Rights. Holders of Rights selling through the Subscription Agent will not be entitled to instruct the Subscription Agent in respect of the price or the time at which the Rights are to be sold. Holders of Rights wishing to sell Rights through the Subscription Agent must ensure that the Rights Certificate, with Form 3 properly completed and signed, is received by the Subscription Agent at one of the Subscription Offices before 4:30 p.m. (local time) on July 17, 2007. The Subscription Agent will endeavour to effect the sales of Rights on the open market, and any proceeds received by the Subscription Agent with respect to the sale of such Rights, net of brokerage fees and costs incurred and, with respect to shareholders resident outside of Canada, of the Canadian tax required to be withheld, will be divided on a pro rata basis among those shareholders that have instructed the Subscription Agent pursuant to this provision to sell their Rights on the basis of the total number of Rights in respect of which such instructions are so received. The Subscription Agent will act in its capacity as agent of the Rights holders on a best efforts basis only and neither the Corporation nor the Subscription Agent accept responsibility for the price obtained on the sale or the inability to sell the Rights on behalf of any holder of any Rights. **There is a risk that the proceeds derived from the sale of the Rights will not exceed the brokerage commissions incurred by the Subscription Agent in respect of the sale of the Rights and, if applicable, the Canadian tax required to be withheld. In such event, no proceeds will be forwarded.**

**Rights issued to shareholders are not transferable except in the Qualified Jurisdictions. See "Residents of Jurisdictions Other Than the Qualified Jurisdictions".**

## DIVISION OR COMBINATION OF RIGHTS CERTIFICATES

Rights Certificates may be combined or divided by delivering such Rights Certificates with Form 4 properly completed, to one of the Subscription Offices listed under the heading "Subscription Agent". This should be done in time for the new Rights Certificate(s) to be issued and used before the Expiry Date. Rights Certificates need not be endorsed if the new Rights Certificate(s) is(are) issued in the same name.

## DESCRIPTION OF COMMON SHARES

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date of the Circular, 36,282,509 were issued and outstanding as fully paid and non-assessable.

The holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors, to one vote per share at meetings of the shareholders of the Corporation and, upon dissolution, to share equally in such assets of the

Corporation as are distributable to the holders of Common Shares. All Common Shares to be outstanding after completion of this Offering will be fully paid and non-assessable.

### **DELIVERY OF SHARE CERTIFICATES**

Certificates for Common Shares subscribed for in accordance with this Offering will be mailed to the address of the subscriber for the Common Shares as stated on the Rights Certificate, unless otherwise directed, as soon as practicable following the Expiry Date. Certificates for Common Shares will not be mailed to addresses outside the Non-Qualified Jurisdictions. See “Residents of Jurisdictions Other Than the Qualified Jurisdictions”.

### **VALIDITY AND REJECTION OF SUBSCRIPTIONS**

All questions as to the validity, form, eligibility (including time of receipt) and acceptance of any subscription will be determined by the Corporation in its sole discretion, whose determination shall be final and binding. All subscriptions are irrevocable. The Corporation reserves the absolute right to reject any subscription if such subscription is not in proper form or if the acceptance thereof or the issuance of Common Shares pursuant thereto could be deemed unlawful. The Corporation also reserves the right to waive any defect with regard to any particular subscription. Neither the Corporation nor the Subscription Agent will be under any duty to give any notification of any defect or irregularity in such subscriptions nor shall either of them incur any liability for failure to give such notification.

### **BUSINESS OF THE CORPORATION**

#### **Overview**

CCR is a public company with its common shares traded on the TSX under the symbol “CRL”. With offices in Calgary, Alberta and Houston, Texas, CCR creates substantial economic and environmental benefits for clients by using its proven, proprietary and patented technologies for the purification and reclamation of high volume, high value chemicals used in the refining, natural gas processing, and petrochemicals industries. The company owns and operates a fleet of four mobile vacuum distillation processing units that can be transported to a customer's refinery or gas plant, to provide on-site purification of chemicals like amines and glycols while the customer's plant continues to operate. CCR's first mobile unit is currently not used, and is stored at CCR's Brooks, Alberta facility. On-site reclaiming provides customers with both economic and environmental benefits by avoiding costly downtime and expensive solution replacement while minimizing the cost of disposing spent solution. CCR's mobile reclaiming units can also be used to provide offsite batch reclaiming services. CCR is also marketing permanent reclaimers and a related package of services to potential customers in the global oil and gas industry. In addition, CCR owns CataChem Inc. which offers patented additives to control corrosion in amine treating units.

The Corporation believes its continuous vacuum distillation process is unique because it is the only mobile process capable of removing virtually all chemical contaminants without “fouling” the equipment or degrading the chemicals. The Corporation also believes that current competitive processes are unable to achieve levels of purity or efficiencies which the Corporation is able to provide to its customers.

The Corporation owns patents for both the method and the apparatus for reclaiming and purification of chemicals. During the 1990's, eight United States and Canada patents were granted and assigned to the Corporation. In 1997, patent applications were filed in the United States and certain PCT countries, including Canada, to obtain patent protection for improvements to the Corporation's technology. In June 1999, a patent application was filed for further improvements to the technology. Existing technologies are being further developed with the introduction of new or existing related technologies which may be advanced in-house, purchased outright, licensed or developed through strategic alliances.

CCR also licenses the use of its technology to off-shore natural gas processors. The development of deeper offshore gas deposits has raised the risk of hydrate formation that can block subsea flowlines and cause very expensive reductions in production. One technique that is used to prevent hydrate formation is the injection of monoethylene glycol (“MEG”) into production flowlines and related equipment. CCR's flow assurance business applies its patented continuous vacuum distillation technology to enable contaminated MEG to be purified and reused. To increase the value of its flow assurance offering to potential clients, CCR has entered into a strategic alliance agreement with Hydrafact,

Ltd., a consulting firm recently formed by the staff of the Centre for Gas Hydrate Research at Heriot Watt University in Edinburgh, Scotland.

CCR is also the authorized licensor of the Shell - Paques Biological Gas Desulfurization ("Shell-Paques") technology for Canadian and Central and South American natural gas applications. This natural gas treating technology utilizes naturally occurring bacteria to remove sulphur from natural gas streams. Unlike other desulphurization processes, Shell-Paques produces hydrophilic sulphur, which is preferred in applications such as fertilizer use. CCR is also pursuing the development of other new desulphurization technologies.

CCR's customers are the world's largest oil and gas companies, including ChevronTexaco, Shell, ExxonMobil, Statoil, Husky Energy, Tesoro, and Valero Energy.

### ***Market Trends***

CCR believes that a number of trends are increasing demand for its reclaiming services. Global crude oil production is experiencing growing sulphur content. At the same time, many countries are reducing the amount of sulphur allowed in petroleum products. As a result, optimizing the performance of their desulphurization processes has become critical to many refineries' economics. Improving the average purity of the amine solution used in the desulphurization process is often part of the optimization solution. At the same time, the higher demands being placed on desulphurization processes often result in the contamination of amine solutions not just with heat stable salts, but also with other degradation products, that CCR's process excels at removing. In addition, the imposition of low sulphur regulations in areas of the world where they have not existed in the past (e.g., the Middle East and Asia) should also lead to increasing investment by refineries in hydrotreating and desulphurization capacity that will generate new demand for amine reclamation.

In addition to acid gas generated by refineries' desulphurization processes, sour natural gas reserves are particularly plentiful in the Middle East, Russia and South East Asia, as well as in Canada and some regions of the United States. Treating refinery generated and naturally occurring sour natural gas accounts for approximately ten percent of total world ethanolamine demand. The price of ethanolamines is determined by supply and demand conditions in the industry, as well as the level of oil and natural gas prices. Approximately one third of ethanolamine production is used for surfactants. Wood treating is the fastest growing application for ethanolamines as a consequence of a ban in North American and Europe of preservatives containing chrome, copper and arsenic. High oil prices and strong demand in non-gas treating applications put upward pressure on the price of ethanolamines, which creates an incentive for CCR's clients to use reclaim their contaminated amines, rather than dumping and replacing them.

CCR also expects that other trends should increase demand for CCR's large-capacity monoethylene glycol reclaimers. Increasing concerns about the environmental consequences of greenhouse gas emissions is leading to growing use of natural gas to produce electric power. In turn, this trend has led to an increase in deep water exploration and development of remote gas deposits that can be used to produce liquefied natural gas. For example, according to Energy and Environmental Analysis Inc., as of March, 2007, fifty seven new LNG liquefaction trains have been proposed. Development of many of these natural gas deposits will require that steps be taken to mitigate the risk of hydrate formation, which increases as the temperature of produced natural gas falls, and its pressure and water content increase. In recent LNG projects where hydrate risk is significant (e.g., Sakhalin Island in Russia, Snohvit in Norway, and Gorgon in Australia), the mitigation technique chosen was the injection of monoethylene glycol. CCR expects this trend to continue, and to generate continued demand for its MEG reclaiming solutions.

CCR expects that other trends will increase demand for its Shell-Paques biodesulphurization technology, as well as other natural gas treating products it is developing to focus on the removal of hydrogen sulphide from relatively small volumes of natural gas. Rising demand for natural gas ensures that new sour natural gas reserves will continue to be developed in North America and elsewhere in the world. The combination of the hydrogen sulphide content of this new natural gas and the pressure under which it flows usually determines the optimum desulphurization technology for a client to use. In the case of high H<sub>2</sub>S loads and high pressures, the best solution is usually amine stripping. Where the H<sub>2</sub>S content and pressure are relatively low, so-called "scavenger" products (disposable solid or liquid catalysts) are usually selected. However, there also exists a range of "in between" cases where the H<sub>2</sub>S load is too high for the efficient use of scavengers, yet too low to justify amine stripping. This market segment has traditionally lacked cost effective desulphurization solutions, and is the segment targeted by the Shell - Paques biodesulphurization process. CCR

also believes that, in addition to the continued development of sour gas reserves, another trend will increase demand for the new solid catalyst H<sub>2</sub>S scavenger product it is developing. In many locations, flaring has historically been used to manage small to intermediate quantities of natural gas containing hydrogen sulphide (i.e., “sour gas”). Rising concern with the environmental consequences of this approach is leading to increased efforts to use other desulphurization technologies. The World Bank is supporting these changes via its recently launched Global Gas Flaring Reduction initiative.

### **Competition**

In mobile reclaiming, CCR faces competition from at least two other companies that, respectively, use ion exchange and electrolytic membrane technology. CCR’s mobile reclaiming business also faces competition from increased installation of permanent reclaimers and from offsite reclaiming services, which are provided by at least two other companies. In addition to CCR, a number of engineering companies offer permanent reclaimer technology. However, CCR believes that its patented continuous vacuum distillation technology offers superior value to potential customers.

In addition to injection of monoethylene glycol, other technologies can be used to limit the risk of hydrate formation in gas flowlines. These include kinetic inhibitor and anti-agglomerant chemicals, heated pipelines and emerging new technologies such as subsea separation and cold flow. In addition, at least two other companies offer large capacity monoethylene glycol reclaimers.

CCR’s biodesulphurization business faces competition from at least two other technologies aimed at the same middle market segment. In addition, the new H<sub>2</sub>S scavenger product that CCR is developing will face competition from existing products offered by a number of companies.

### **Corporate Statistics**

Corporate Offices:	Calgary, Alberta, Canada Houston, Texas, USA
Employees:	40
Share Structure:	
Basic	36.3 million
Fully Diluted	42.2 million
Fiscal Year End (FYE):	December
FYE Financial Performance:	
Revenue	\$8,067,000
Net Loss	\$5,658,000

### **Going Concern**

All covenants of the Corporation’s debenture have been renegotiated. The EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization) covenant has been waived and the Corporation is still in compliance with the current asset coverage covenant. However, the Corporation’s continued losses and accumulated deficit raises questions as to its ability to continue as a going concern. The Corporation’s ability to continue as a going concern is dependant on management’s ability to successfully execute its business plan which includes achieving profitable operations in the future and on obtaining the continued support of its lenders and major shareholders. There is no certainty that management will be able to resolve these matters.

## **Business Strategy and Outlook**

The goal of CCR's business strategy is to substantially increase the value the Corporation creates for its clients and shareholders. In mobile reclaiming, CCR's objectives are to maximize unit utilization and billing rates. A number of initiatives have been undertaken to achieve them. As a result of the investigations that have been conducted following the explosion at British Petroleum's Texas City refinery, CCR management believes the minimum acceptable standards for energy service companies' operating, safety, and maintenance performance have all substantially increased.

In light of these changes, at the end of November 2006, CCR retained a consulting firm to conduct a thorough review of the quality of the Corporation's operating practices. Their review coincided with the internal review of incidents that occurred on two client projects early in 2007. The consulting and internal reviews also overlapped with an OSHA review of CCR's operating practices that was triggered by a complaint related to one of the client site incidents.

The operating deficiencies uncovered by these three investigations were sufficiently serious that, as a precautionary move, CCR voluntarily withdrew the Corporation's two North American mobile units from service for the remainder of the first quarter. After the units were taken out of service CCR conducted a thorough review of the Corporation's safety, operating, training, and maintenance procedures. CCR is moving aggressively to implement improvements that are intended to ensure that CCR becomes a first class operating organization. CCR's clients have been highly supportive of these efforts. One North American unit is now back in billable status, and ready to deliver the backlog of projects that has built up (as of April 26, 2007, projects already sold will keep this unit busy through early August 2007). CCR management believes that it will be able to bring the other North American mobile unit back into billable status by the end of the second quarter,

In addition to improving its ability to safely, effectively, and efficiently deliver mobile reclaiming projects, CCR is also in the process of leasing a location where it can operate its mobile units in the Houston, Texas area. This will complement an existing fixed facility the Corporation owns at Brooks, Alberta. The existence of these fixed facilities enables CCR to reclaim chemicals not only on client sites, but also to run in batch mode using chemicals that are brought to the fixed location via tanker truck or railcar. This is intended to expand the range of clients and client needs CCR can serve, and help to increase the utilization rate of the North American mobile units.

CCR has taken steps to improve the quality of its business development efforts. New professionals have been hired, processes and systems have been changed, and new emphasis has been placed on providing clear analyses of the economic benefits that clients realize from the use of CCR's services, and the incremental benefits that come from using continuous vacuum distillation technology instead of those offered by competitors. CCR expects that these changes will not only help to increase unit utilization, but also help to maximize the fees CCR earns on its reclaiming projects.

CCR has two mobile reclaiming units currently operating in Egypt. This project commenced in September 2006, but due to problems with extreme variations in the quality of the feedstock going into the mobile units, production was lower than anticipated with revenues averaging \$133,000 per month. Continued work by CCR's technical staff identified the solutions necessary to overcome the problems and as they are implemented, the impact has been significant. Revenues in 2007 are averaging \$291,000 per month and have increased on average by 22% month since the start of the year. Further refinements to the operating process are expected to provide additional boosts to revenues. This project can be terminated by either CCR or its client upon six weeks notice. CCR is expanding its business development efforts in Europe and the Middle East, to develop additional opportunities for the utilization of these units when the Egypt project ends.

CCR is also taking steps to increase the number of projects in which its monoethylene glycol reclamation technology is licensed to the developers of large offshore gas deposits. CCR believes that the probability of its winning new projects in competition with other technology providers is increased to the extent that it can assist clients with the identification and analysis of the hydrate formation and flow assurance problems they face when developing new gas deposits. On February 16, 2007, CCR signed a strategic alliance agreement with Hydrafact Ltd., a consulting firm recently formed by senior staff members of the Centre for Gas Hydrate Research at Heriot-Watt University in Edinburgh. The agreement contemplates combining Hydrafact's expertise, front-end consulting capabilities, and models with CCR's expertise and technology to improve the Company's ability to help clients manage their risks and develop innovative solutions to their field development and flow assurance problems. CCR has hired a new Director of Engineering to improve our offering to clients interested in our monoethylene glycol reclaiming technology. The Corporation is also

improving the management of its business development process in this area, in order to increase the number of projects for which it submits proposals.

In countries around the world, the combination of tightened regulations on the maximum sulphur content allowed in final products and the rising percentage of sulphur in the crude oil being processed has meant that the efficiency of the desulphurization process has become increasingly important to refineries' profitability. Maintaining high amine quality is one way to achieve this goal. CCR believes that this is creating increased client demand for thermal reclaiming, as it is the process that removes the highest percentage of impurities from a contaminated amine solution. In some cases, the most effective way for CCR's clients to maximize their amine quality is via the installation of a permanent reclaimer. CCR is actively pursuing these opportunities.

The Corporation is also planning to capitalize on its accumulated experience with thermal reclaiming technology by launching a comprehensive post-sales service offering for clients that operate thermal reclaimers in onshore and offshore applications. As part of this effort, on •, 2007 the Company entered into an agreement with NGRAIN Corporation of Vancouver B.C. NGrain's patented three dimensional visualization technology has been used by military clients around the world in the development of highly effective maintenance and repair processes. The Corporation intends to include NGrain technology as part of its new post-sales service offering.

In the natural gas processing area, CCR's strategy is to relaunch the biodesulphurization technology following the successful settlement of outstanding litigation with a former customer of the Corporation, and the successful completion of two plants in the United States that use this technology to process sour natural gas. CCR also plans to complete initial commercial scale testing of its new H<sub>2</sub>S scavenger product and related regeneration technology.

## **Recent Developments**

### ***Management and Board of Director Changes***

In November, 2006, Oleh S. Hnatiuk resigned and Thomas A. Coyne was appointed as President and Chief Executive Officer of the Corporation, having previously joined the Corporation in the early fall of 2006 as the Vice President, Finance and Chief Financial Officer of the Corporation.

At the same time Alan D. Mosher was appointed Vice President, Finance and Chief Financial Officer of the Corporation, having served as the Controller of the Corporation prior to this appointment.

In April 2007, Terry Trofimuk joined CCR as Director of Engineering bringing much needed technical expertise to the Corporation.

Further key additions to the management team in the areas of Operations and Business Development have been identified and will be acted upon as top quality candidates are identified.

### ***Litigation and Other Corporate Matters***

On March 23, 2007 the Corporation agreed to terms to settle a dispute with respect to a license agreement with a customer related to a natural gas processing plant utilizing the Corporation's biodesulphurization process. The customer had experienced operating problems with respect to this plant and during 2006 filed a statement of claim in the amount of \$21,257,000 against the Corporation alleging certain claims under the agreement. Under the terms of settlement, the customer has granted to the Corporation a two year option to repurchase the biodesulphurization process related equipment at a mutually agreeable price and the Corporation has agreed to a cash payment. Taking into account management's best estimate of the related legal costs, \$405,000 was accrued in the 2006 annual financial statements as the cost of settlement and includes a \$380,000 cash settlement and \$25,000 in legal costs. Of the agreed \$380,000 cash payment to settle the litigation, \$50,000 is to be paid on signing the settlement agreement, \$100,000 payable in August 2007 and \$230,000 payable in December 2007.

## **CONTINUOUS DISCLOSURE**

Readers are encouraged to review CCR's public disclosure which can be found on the System for Electronic Document Analysis and Retrieval ("SEDAR"), at [www.sedar.com](http://www.sedar.com) and on the Corporation's website at

www.reclaim.com. Relevant documents include CCR's financial disclosure (Quarterly and Annual Financials and Management Discussion and Analysis and CCR's Renewal Annual Information Form for the Year Ended December 31, 2006 dated March 31, 2007).

### USE OF PROCEEDS

The maximum net proceeds to CCR from this Offering will be approximately \$1,582,713 after deducting expenses of the issue estimated at \$50,000. The proceeds will be used to enhance CCR's operating capabilities, retire existing short term debt and reduce the working capital deficiency by paying down a portion of trade accounts payable balances, as follows:

Repayment of short term debt relating to a cash injection from a director and major shareholder of the Corporation in May 2007 (unrelated to \$1.8 million demand	\$900,000	57%
Operational improvements	250,000	16%
Working capital	432,713	27%
Total	\$1,582,713	100%

### CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Borden Ladner Gervais LLP, counsel to the Corporation, the following is, as of the date hereof, a summary of the principal Canadian federal income tax consideration generally applicable under the *Income Tax Act (Canada)* (the "Act") to holders of Common Shares who for the purposes of the Act and at all relevant times, are not affiliated with the Corporation, deal at arm's length with the Corporation and who acquire and hold Rights and Common Shares issued upon exercise of Rights as capital property for the purposes of the *Income Tax Act (Canada)*. Rights and Common Shares will generally constitute capital property to a holder thereof unless the holder holds such securities in the course of carrying on a business or has acquired such securities in one or more transactions considered to be an adventure or concern in the nature of trade. Shareholders whose Common Shares do not otherwise qualify as capital property may, in certain circumstances, make an irrevocable election in accordance with subsection 39(4) of the Act to have their Common Shares and every "Canadian security" owned by such holder in the taxation year of the election and in all subsequent taxation years deemed to be capital property.

This summary is based upon the current provisions of the Act, the Regulations to the Act (the "Regulations"), counsel's understanding of the current published administrative practices of the Canada Revenue Agency and specific proposals for the amendment of the Act and the Regulations publicly announced by the Minister of Finance prior to the date hereof. This summary assumes that any such proposed amendments will be enacted as proposed provided that no assurance can be given that such proposed amendments will be enacted in the form proposed or at all. This summary does not take into account or anticipate any other changes in law, whether by way of judicial, legislative, administrative or governmental action. This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to a particular holder and specifically does not take into account any provincial or foreign income tax considerations, which may differ from the Canadian federal income tax consequences described herein.

This summary is not applicable to a shareholder that is a "financial institution" or a "specified financial institution", as those expressions are defined in the Act. The Act contains certain provisions relating to securities held by certain financial institutions (the "Mark to Market Rules"). This summary does not take into account these Mark to Market Rules or any proposed amendments thereto. Purchasers that are "financial institutions" a specified financial institution for purposes of those rules should consult their own tax advisors.

**This summary is of a general nature only and is not and is not intended to constitute income tax advice to any particular holder, nor does it purport to be exhaustive. The Canadian federal income tax consequences to a holder of Rights and Common Shares are dependent upon each holder's own particular circumstances. Accordingly, shareholders and holders of Rights are urged to consult their own income tax advisors with respect to the Canadian federal income tax consequences that will result from the issuance, exercise, expiry or disposition of the Rights issued as contemplated herein.**

### **Distribution of Rights**

A holder of Common Shares who receives Rights from the Corporation pursuant to this Offering will not be required to include the value of such Rights in computing such holder's income for purposes of the Act.

### **Exercise of Rights**

The exercise of a Right should be deemed not to be a disposition of property for purposes of the Act, with the result that no gain or loss will be realized by a holder upon the exercise of a Right.

The cost to a shareholder of a Common Share that is acquired on the exercise of a Right generally should be equal to the amount of the purchase price of the Common Share. The adjusted cost base to a holder of Common Shares acquired on the exercise of a Right and that of all other Common Shares held by such holder as capital property should be the average of the cost, as described above, of the Common Shares so acquired and the adjusted cost base to the holder, immediately before the particular time, of all other Common Shares held by the holder as capital property.

### **Disposition of Rights**

Rights conferred on shareholders will have an adjusted cost base of nil. Rights acquired in the open market will generally have an adjusted cost equal to the consideration paid therefor. The adjusted cost base of each Right held by a holder will be equal to the average cost of all Rights held by that person as capital property.

Upon the expiry of an unexercised Right, the holder of such Right will be considered to have been disposed of for purposes of the Act for nil proceeds of disposition and will generally realize a capital loss equal to the adjusted cost base to the holder of the Right, if any, immediately before its expiry.

Upon the disposition of a Right by a holder (otherwise than by the exercise or expiry of a Right), a capital gain (or capital loss) will be realized to the extent that the proceeds of disposition exceed (or are exceeded by) the aggregate of the adjusted cost base to the holder of the Right and any reasonable costs of disposition. The taxation of gains and losses is discussed below under "Taxation of Capital Gains and Losses".

### **Disposition of Common Shares**

The disposition by a Shareholder of Common Shares acquired on the exercise of a Right should result in a capital gain (or, subject to the rules in the Act, a capital loss), to the extent that the proceeds of disposition exceed (or are exceeded by) the aggregate adjusted cost base to the holder of such Common Shares and any reasonable costs of disposition. The taxation of gains and losses is discussed below under "Taxation of Capital Gains and Losses".

### **Taxation of Capital Gains and Losses**

Generally, one half of any capital gain ("taxable capital gain") realized in a taxation year must be included in the income of the holder for the year, and one half of any capital loss (an "allowable capital loss") realized by a holder in a taxation year may be deducted from taxable capital gains realized by the holder in that year. Allowable capital losses for a taxation year in excess of taxable capital gains for that year generally may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against taxable capital gains realized in such years, to the extent and under the circumstances described in the Act. A shareholder that, throughout the relevant taxation year, is a "Canadian-controlled private corporation" as defined in the Act, may be liable to pay an additional refundable tax of 6 $\frac{2}{3}$ % on certain investment income, including taxable capital gains. Capital gains realized by a shareholder who is an individual may give rise to a liability for minimum tax under the Act.

### **Dividends**

In the case of a shareholder that is an individual, dividends received or deemed to be received on Common Shares will generally be included in the shareholder's income and will be subject to the gross-up and dividend tax credit rules in the Act normally applicable to taxable dividends received from taxable Canadian corporations. To the extent that the Corporation designates any such dividend as an "eligible dividend", the shareholder will be entitled to claim a higher gross up and dividend tax credit in respect of such dividends. Dividends received by a shareholder that is a corporation will be included in computing the corporation's income and normally will be deductible in computing taxable income to the extent and in the circumstances provided in the Act. Dividends designated as "eligible dividends" by the Corporation may be included in calculating the "general rate income pool" of the shareholder corporation.

In some circumstances, the amount of such dividend may be treated as proceeds of disposition or a capital gain and not as a dividend. A shareholder that is a "private corporation" as defined in the Act, or any other corporation

resident in Canada and controlled or deemed to be controlled by or for the benefit of an individual (other than trusts) may be liable to pay a refundable tax under Part IV of the Act of 33⅓% of dividends received or deemed to be received.

### **Qualified Investment Status**

The Common Shares are listed on the TSX Exchange, and assuming they remain listed on the TSX Exchange at all material times, the Rights should be qualified investments for certain tax deferred plans such as registered retirement savings plans.

### **Non-Residents of Canada**

The following summary is generally applicable to a holder (a “Non-Resident Holder”) of Rights who, at all relevant times for the purposes of the Tax Act and any applicable income tax treaty or convention, is neither resident nor deemed to be resident in Canada and does not use or hold, and is not deemed to use or hold Rights in connection with a business carried on in Canada. Special rules which are not discussed in this summary may apply to a non-resident insurer carrying on business in Canada and elsewhere.

The issuance of Rights to a Non-Resident Holder will not be subject to Canadian withholding tax and a Non-Resident Holder will not be required to include the value of such Rights in computing income for the purposes of the Act.

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized on a disposition of Rights (by the Subscription Agent or otherwise) unless they constitute “taxable Canadian property” of the Non-Resident Holder and the Non-Resident Holder is not entitled to relief under an applicable tax treaty or convention. Rights will generally not constitute taxable Canadian property of a Non-Resident Holder unless the Rights, if exercised, would result in the holder owning 25% or more of any class or series of shares of the capital stock of the Corporation or unless, at any time during the five-year period immediately preceding their disposition, the holder, alone or together with persons with whom the holder does not deal at arm’s length, owned not less than 25% of the issued shares of any class or series of shares of the capital stock of the Corporation.

### **PRINCIPAL SHAREHOLDERS**

As at the date hereof, the following shareholders beneficially own, directly or indirectly, securities of CCR carrying more than 10% of the voting rights attaching to the voting securities of CCR:

Daryl K. Seaman	17.9%
Donald S. Seaman	14.2%

### **INQUIRIES**

Enquiries relating to this Offering should be addressed to:

Thomas A. Coyne President and Chief Executive Officer Tel: (403) 543-6699 E-mail: <a href="mailto:tcoyne@reclaim.com">tcoyne@reclaim.com</a>	Alan D. Mosher C.A. Vice President and Chief Financial Officer Tel: (403) 543-6699 E-mail: <a href="mailto:amosher@reclaim.com">amosher@reclaim.com</a>
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