



**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
AND MANAGEMENT INFORMATION CIRCULAR**

**MAY 21, 2009**



## **NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS MAY 21, 2009**

The annual and special meeting of the shareholders of Pulse Data Inc. (the "Corporation") will be held on Thursday, May 21, 2009 at 3:00 p.m. (Calgary time) in the Cardium Room at the Calgary Petroleum Club, 319 - 5<sup>th</sup> Avenue S.W., Calgary, Alberta for the following purposes:

1. To receive the audited consolidated financial statements for the year ended December 31, 2008 and the auditor's report on those statements.
2. To set the number of directors at seven (7).
3. To elect seven (7) directors to hold office for the following year.
4. To appoint KPMG LLP as auditors for 2009 and authorize the Board of Directors of the Corporation to fix the auditors' remuneration.
5. To approve the change of name of the Corporation from Pulse Data Inc. to Pulse Seismic Inc.
6. To transact any other business that may properly come before the meeting.

The details of these matters are contained in the accompanying Information Circular.

If you are a shareholder of record on April 15, 2009 you are entitled to vote at the meeting.

If you are a registered shareholder, you will receive a form of proxy from our transfer agent, Valiant Trust Company. If you are unable to attend the meeting, please vote by returning your completed proxy to Valiant Trust Company by mail or fax, or by internet, as specified in the form of proxy. In order to be voted at the meeting, your proxy must be received by Valiant Trust Company by 3:00 p.m. (Calgary time) on Wednesday, May 20, 2009.

If you are a beneficial (non-registered) shareholder, you will receive a Voting Instruction Form from your intermediary. Please return your voting instructions to your intermediary in accordance with the instructions and time limits specified in the Voting Instruction Form. A Voting Instruction Form is not a proxy, and cannot be accepted by our transfer agent, Valiant Trust Company, or used to vote at the meeting.

By order of the board,

A handwritten signature in blue ink that reads "N. Hall".

Norman E. Hall  
Corporate Secretary

Calgary, Alberta, Canada  
March 31, 2009



**MANAGEMENT INFORMATION CIRCULAR**  
**dated March 31, 2009**

**General Information**

This management information circular (the "Circular") is provided in connection with the solicitation of proxies by the management of Pulse Data Inc. ("Pulse" or the "Corporation") for use at the Annual and Special Meeting of the shareholders of the Corporation (the "Meeting") to be held on Thursday, May 21, 2009 at 3:00 p.m. (Calgary time) in the Cardium Room at the Calgary Petroleum Club, 319 - 5<sup>th</sup> Avenue S.W., Calgary, Alberta, and at all adjournments of that meeting.

**Date of Information**

Information in this Circular is as of March 31, 2009, unless otherwise noted.

**Solicitation of Proxies**

Proxies are being solicited by management primarily by mail, but may also be solicited in person or by telephone, fax or email by the management of Pulse. All costs associated with proxy solicitation will be paid by Pulse.

**Common Shares Outstanding**

At the close of business on March 31, 2009 there were 53,160,483 common shares outstanding. All Pulse shares trade on the Toronto Stock Exchange under the trading symbol PSD. The holders of Common Shares are entitled to one vote for each share held.

**Quorum**

Pulse's by-laws provide that a quorum for transacting business at a shareholders meeting is two (2) shareholders holding at least five percent (5%) of the shares entitled to vote at the meeting, present in person or by proxy.

**Registered and Beneficial Shareholders**

You are a registered shareholder if your shares are held in your own name and you possess your share certificate.

You are a beneficial shareholder if your shares are registered and held by an intermediary on your behalf. An intermediary can be a bank, a trust company, a securities broker, an RRSP trustee or other nominee.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

#### **Ownership of 10% or more of Common Shares**

Based upon public filings, ValueAct Capital Partners, L.P. of San Francisco, California owns or controls 7,296,100 common shares representing approximately 13.7% of the issued and outstanding common shares, and Leith Wheeler Investment Counsel Ltd. of Vancouver, British Columbia owns or controls 6,266,010 common shares representing approximately 11.8% of the issued and outstanding common shares. To the knowledge of the directors and executive officers, no other person or company beneficially owns, or controls or directs, directly or indirectly, more than 10% of Pulse's common shares.

#### **Annual and Interim Financial Statements**

If you are a registered shareholder you will automatically receive the annual and interim financial statements unless you inform us otherwise. If you are a beneficial shareholder and would like to receive the interim financial statements, please fill out the attached Supplemental Card and return it in the self-addressed prepaid envelope provided to you in the package.

### **General Voting Information**

#### **Record Date**

If you hold common shares at the close of business on April 15, 2009 (the "Record Date") you are entitled to one vote for each common share at the Meeting.

#### **Appointment of Proxy**

The persons named as proxyholder are Mr. Douglas Cutts, President and Chief Executive Officer and Mr. Brent Gale, Vice President Operations and Chief Operating Officer of Pulse.

**As a shareholder you have the right to appoint a person or company to represent you at the Meeting other than those designated on the form of proxy. To do so, insert the name of such other person or company in the blank space provided in the form of proxy and deposit the proxy with our transfer agent, Valiant Trust Company, as specified in the form of proxy.**

The shares represented by the proxy will be voted or withheld from voting in accordance with your instructions on any ballot that may be called for, and if you specify a choice with respect to the matter to be voted on, the shares will be voted accordingly. **If no instructions are specified, the shares will be voted FOR the matter to be voted on.**

#### **Amendments or Variations or other Matters**

The form of proxy confers discretionary authority on the proxyholder with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters that may properly come before the Meeting. Management is not aware of any amendments or variations to the proposed matters or any other matters which may be presented at the Meeting. If any amendments or variations or other matters are properly presented at the Meeting, your proxyholder will vote in their discretion.

#### **Voting Questions**

Please contact Valiant Trust directly at 1-866-313-1872 or 1-403-233-2801.

## **Voting Information for Registered Shareholders**

You are a registered shareholder if your shares are held in your own name and you possess your share certificate.

### **How you can Vote by using your Form of Proxy:**

As a registered shareholder, you may vote by mail or fax, or by internet, as specified in the form of proxy. In order to be voted at the meeting, your proxy must be received by Valiant Trust Company by 3:00 p.m. (Calgary time) on Wednesday, May 20, 2009.

### **If you are Revoking your Proxy:**

You have the right to revoke your proxy. A written statement must be received at the offices of Pulse no later than 3:00 p.m. (Calgary time) on May 20, 2009 or you may deliver your written statement directly to the Chair of the Meeting on the day of the Meeting May 21, 2009.

## **Voting Information for Beneficial Shareholders**

You are a beneficial shareholder if your shares are registered and held by an intermediary on your behalf. An intermediary can be a bank, a trust company, a securities broker, an RRSP trustee or other nominee.

### **How you can Vote by using your Voting Instruction Form**

As a beneficial shareholder, you will receive a Voting Instruction Form from your intermediary. Please return your voting instructions to your intermediary in accordance with the instructions and time limits specified in the Voting Instruction Form. A Voting Instruction Form is not a proxy, and cannot be accepted by our transfer agent, Valiant Trust Company, or used to vote at the meeting.

### **If you are Revoking your Voting Instructions:**

Only registered shareholders have the right to revoke a proxy. If you wish to change your vote or revoke your voting instructions, you must arrange directly with your intermediary in advance of the Meeting. A revised proxy must be sent by your intermediary to our transfer agent, to be received by our transfer agent no later than 3:00 p.m. (Calgary time) on May 20, 2009.

## MATTERS TO BE ACTED UPON AT THE MEETING

### 1. Setting Number of Directors

It is proposed that the number of directors to be elected to the board of directors (the “Board”) at the Meeting be set at seven (7).

The ordinary resolution setting the number of directors must be approved by a simple majority of the votes cast by shareholders voting in person or by proxy.

### 2. Election of Directors

The following current directors are nominees for election as directors, each of whom will hold office until the next annual meeting of shareholders or until a successor is elected or appointed.

Name, City, Province or State and Country of Residence	Number of Common Shares <sup>(5)</sup>	Date of First Election	Principal Occupation
<b>Position Presently Held</b> Arthur Dumont <sup>(2)(3)(4)(6)</sup> Calgary, Alberta, Canada  Director and Chair of Corporate Governance Committee	69,671	October 1999	Independent Businessperson
Donald West <sup>(2)(3)(4)</sup> Calgary, Alberta, Canada  Director, Chair of Compensation Committee and Chair of Environment, Health and Safety Committee	8,000	June 2000	Independent Businessperson
Graham Weir <sup>(1)(3)</sup> Calgary, Alberta, Canada  Director and Chair of the Board	978,739	April 2002	Chairman of the Board of Graymont Limited, a private lime producing company
Clark Zentner <sup>(1)(3)</sup> Monterrey, Mexico  Director	97,700	April 2002	Independent Businessperson
Daphne Corbett <sup>(1)(3)</sup> Victoria, British Columbia, Canada  Director and Chair of the Audit Committee	30,500	June 2004	Independent Businessperson
Douglas A. Cutts <sup>(4)</sup> Calgary, Alberta, Canada  President and Chief	58,000	May 2007	President and Chief Executive Officer of the Corporation

Executive Officer and Director			
Robert Robotti <sup>(1)(3)(7)</sup> New York, New York, USA  Director	4,629,000	December 2007	President of Robotti & Company LLC, a registered broker-dealer, and President of Robotti & Company Advisors LLC, a registered investment advisor

Notes:

- (1) Member of the Audit Committee.
- (2) Member of the Compensation Committee.
- (3) Member of the Corporate Governance Committee
- (4) Member of the Environment, Health & Safety Committee
- (5) Number of common shares beneficially owned, or controlled or directed, directly or indirectly, by such proposed director.
- (6) Arthur Dumont was formerly a director of Fracmaster Ltd. ("Fracmaster"). On March 18, 1999, Fracmaster, in cooperation with its syndicate of lenders, obtained an order of the Alberta Court of Queen's Bench (the "Court") placing Fracmaster under the protection of the Companies Creditors Arrangement Act. On May 17, 1999, the Court issued an order placing Fracmaster in receivership with Arthur Andersen acting as receiver. On May 21, 1999, the Court granted a further order approving the sale of substantially all of the assets of Fracmaster to BJ Services Company. In June of 1999, orders were issued by various securities commissions in Canada, including the securities commissions in the Provinces of Alberta, Ontario and British Columbia ordering that trading cease in respect of the securities of Fracmaster for failure of Fracmaster to file, and deliver to its shareholders, certain financial statements of Fracmaster in accordance with applicable securities laws. Mr. Dumont resigned as a director of Fracmaster in April of 1999.
- (7) On November 29, 2006 Robert Robotti was appointed to the Board of Directors of Advanced Marketing Services Inc. ("MKTS"), a San Diego, California based company. On December 29, 2006 MKTS filed a voluntary petition under Chapter 11 of the Federal Bankruptcy Code in United States Bankruptcy Court for the District of Delaware. On January 16, 2007 Mr. Robotti resigned as a director of MKTS.

Management does not anticipate that any of the nominees for election as directors will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the proxyholder reserves the right to vote for another management nominee in the proxyholder's discretion.

The form of proxy permits each shareholder to vote "For" or "Withhold" for each nominee for election as a director separately, rather than voting for directors as a slate. In March 2009, the Board adopted a Policy on Majority Voting for Individual Directors. Under this Policy, any individual nominee that receives a greater number of votes "Withhold" than "For" must tender his or her resignation as a director, subject to acceptance by the Board. For more information on this Policy, please see "Disclosure of Corporate Governance Practices, Item 6 – Nomination of Directors".

### 3. Appointment of Auditor

Management is recommending the reappointment of KPMG LLP, Chartered Accountants, Calgary, Alberta, as the auditor of the Corporation, to hold office until the next annual meeting of the shareholders, at a remuneration to be fixed by the Board. KPMG LLP has been the auditor of the Corporation since October 13, 1999.

### 4. Approval of the Change of the Name of the Corporation from Pulse Data Inc. to Pulse Seismic Inc.

At the Meeting, shareholders will be asked to approve a special resolution approving the change of name of the Corporation from Pulse Data Inc. to Pulse Seismic Inc.

The Corporation is now a pure play seismic data library company. Management and the Board believe that the change of name will better reflect the Corporation's business and will lead to a better understanding of the Corporation's business by its customers, shareholders, analysts and the public.

The TSX has indicated that the Corporation's trading symbol, PSD, will not change.

In order to give effect to the name change, the articles of the Corporation must be amended by special resolution. To be effective, the special resolution must be approved by at least 2/3 of the votes cast by shareholders voting in person or by proxy.

Management and the Board recommend that shareholder vote FOR the following special resolution:

"Resolved as a special resolution that:

1. The articles of the Corporation be amended by changing the name of the Corporation from Pulse Data Inc. to Pulse Seismic Inc.
2. Any officer or director of the Corporation is authorized to sign and file articles of amendment, to execute and deliver such further documents and to take such further actions as may be necessary or advisable to give effect to this special resolution.
3. The directors of the Corporation may, in their discretion, without further approval of the shareholders, revoke this special resolution at any time before the issuance of a certificate of amendment to the articles of the Corporation."

## STATEMENT OF EXECUTIVE COMPENSATION

### COMPENSATION DISCUSSION AND ANALYSIS

#### Compensation Committee:

During 2008, the Compensation Committee of the Board of Directors was comprised of the following directors, all of whom are independent:

Don West (Chair)  
Arthur Dumont  
Peter Fuss

The mandate of the Compensation Committee is to review and provide recommendations to the Board for approval of the compensation of key management personnel and the compensation plans for Pulse's management, employees and directors. (See "Disclosure of Corporate Governance Practices, Item 7 – Compensation").

The Compensation Committee considers and provides specific recommendations to the Board for approval of the following compensation items for executive officers:

- Upon the appointment or promotion of an executive officer, the recommended base salary and terms of the related Executive Employment Agreement;
- On an annual basis, the recommended total amount of the general salary increase for all officers and employees, and the recommended allocation of such total amount to the executive officers;
- On an annual basis, the calculation of the amount of the annual short term incentive pool under Pulse's Employee Profit Sharing Incentive Plan ("EPSIP"), and the recommended allocation of such pool to the executive officers;
- On an annual basis, the recommended formula for calculating the annual short term incentive pool under Pulse's EPSIP for the upcoming year;
- Prior to May 22, 2008, the recommended grants of stock options to the executive officers under Pulse's old Stock Option Plan;
- After May 22, 2008, the recommended Guidelines for officers and employees under the new Long Term Incentive Plan ("LTIP"), and on an annual basis, the recommended amount of dollar awards, vesting criteria and minimum shareholder requirements for executive officers under the new LTIP;
- On an annual basis, the assessment of the performance of the CEO based on the approved CEO Performance Standards for the year.

The final decision on each of these items is made by the Board of Directors, after recommendation of the Compensation Committee. None of the executive officers (including Douglas Cutts, President and CEO, who is also a director) is present during these discussions and decisions.

#### Industry Comparables:

Pulse is a pure play publicly traded seismic data library company.

Pulse does not have any directly comparable publicly traded Canadian companies. Although there are other Canadian publicly traded companies that have a seismic data library as part of their business, none of them are pure play seismic data library companies. Pulse considers itself to be part of the oil and natural gas energy services industry, and for the purpose of obtaining the closest industry comparable information, utilizes surveys of oil and natural gas energy services companies.

In order to attract and maintain executive officers and employees, Pulse must compete against Calgary based oil and natural gas energy services companies and oil and natural gas companies.

### **Compensation Philosophy and Objectives:**

The objectives of Pulse's compensation program for the executive officers are to:

- Attract and maintain key executive officers,
- Motivate and reward performance and contributions by executive officers, and
- Align the interests of the executive officers with those of the shareholders.

The three principal elements of the compensation program for the executive officers are base salary, annual cash incentive payments under the EPSIP and annual awards under the new LTIP. These principal elements are used to meet the objectives of the compensation program as follows:

**Attract and maintain key executive officers:** Pulse must provide a competitive total compensation package in order to attract and maintain key executive officers. The individual components and total compensation package must be competitive against those offered by other Calgary based oil and natural gas energy services companies and oil and natural gas companies.

**Motivate and reward performance and contributions by executive officers:** The evaluation of the performance and contributions of each executive officer affects the base salary of each executive officer, the amount of the annual general salary increase allocated to each executive officer, and the amount of the annual cash incentive pool under the EPSIP allocated to each executive officer.

**Align the interests of the executive officers with those of the shareholders:** Under the annual EPSIP, the amount of the annual cash incentive pool is tied to Adjusted Cash EBITDA generated during the year – a key performance metric for determining Pulse's financial performance during that year.

Under the new LTIP, the annual vesting of LTIP awards to executive officers is tied to the rolling three year Average Cash EBITDA Per Share Change – a key performance metric for evaluating Pulse's long term growth. As well, the after tax amount of vested awards are converted into common shares of Pulse, and the executive officers are required to maintain minimum shareholding requirements.

### **CEO Performance Standards:**

At the beginning of each year, the Board approves written CEO Performance Standards for the year, after recommendation by the Corporate Governance Committee.

After the end of the year, the Board considers and assesses the performance of the CEO through a review and evaluation of the CEO Performance Standards for the year, after assessment and recommendation by the Compensation Committee.

The assessment by the Board of the performance by the CEO of the CEO Performance Standards is considered when determining the base salary of the CEO, the amount of the annual general salary increase allocated to the CEO, and the amount of the annual cash incentive pool allocated to the CEO.

For 2008, the CEO Performance Standards addressed specific performance targets for the following areas:

- Financial results
- Leadership
- Human Resource Development
- Operations KPI's (Key Performance Indicators)
- Business Development

#### **Base Salaries:**

As part of the Board's approval of the annual Budget, the Board approves a general salary increase amount for all employees of the Company. The amount of the general salary increase is calculated as a percentage of the current year's total salaries. The Compensation Committee recommends to the Board the amount of the general salary increase, after considering management's recommendation, such industry surveys as it considers appropriate and such other industry information on expected salary increases as it considers appropriate. The amount of the general increase is not given to all employees equally, but is allocated to each employee based upon their performance reviews.

The amount of the general salary increase allocated to the President and CEO is approved by the Board, after recommendation by the Compensation Committee, based upon the success of the President and CEO in achieving the approved CEO Performance Standards. The amount of the general salary increase allocated to the other Named Executive Officers is approved by the Board, after recommendation by the Compensation Committee, based upon the recommendations of the President and CEO, which in turn are based upon their performance reviews.

When considering the allocation of the general salary increase to the Named Executive Officers, the Compensation Committee also considers whether the adjusted base salaries are competitive with base salaries paid to executive officers of other Calgary based oil and natural gas energy services companies. The Compensation Committee considers such industry surveys as it considers appropriate and such other industry information as it considers appropriate.

For 2008, when considering both the amount of the general salary increase and the recommended allocations of the general salary increase to the Named Executive Officers, the Compensation Committee considered the following industry surveys:

- PSAC (Petroleum Services Association of Canada) Total Compensation Survey for 2007, conducted by Watson Wyatt;
- McNeil Group Inc. Salary Survey for Oil and Gas Service Providers in Alberta for 2007.

Although Pulse does not have any directly comparable companies within those surveys, the Compensation Committee considered that those surveys provided the most comparable information available, since Pulse considers itself to be part of the oil and natural gas energy services industry and must compete against Calgary based oil and natural gas energy services companies in order to attract and maintain key executive officers.

#### **Short term Incentive Plan:**

Pulse provides short term incentive compensation to its executive officers and employees through an annual EPSIP.

The annual EPSIP is approved by the Board of Directors, after recommendation by the Compensation Committee. An annual incentive pool is established under the EPSIP calculated as a specific financial measure of the Corporation's financial performance during that year.

For the 2008 EPSIP, the annual incentive pool was 2.5% of "Adjusted Cash EBITDA" for 2008. "Adjusted Cash EBITDA" is a non-GAAP financial measure, and is defined in the 2008 EPSIP as seismic data revenue less operating expenses, G&A expenses and participation survey revenue, plus non cash and non recurring G&A expenses, plus the current year's EPSIP accrual. The Board approved the 2008 EPSIP on March 19, 2008, after recommendation by the Compensation Committee. The Board considered Adjusted Cash EBITDA to be the appropriate financial metric for the 2008 EPSIP. Cash EBITDA is the driver of Pulse's growth and the key measure in creating its ultimate value. Cash EBITDA is what is available to invest in growing Pulse's seismic data library, to repay debt, to pay dividends to its shareholders and to repurchase its common shares.

Based upon the audited financial results for 2008, the incentive pool under the 2008 EPSIP was \$698,000. The amount of the incentive pool for 2008 allocated to the President and CEO was determined by the Board of Directors, after recommendation by the Compensation Committee, based upon the success of the President and CEO in achieving the approved CEO Performance Standards for 2008. The amount of the incentive pool for 2008 allocated to the other Named Executive Officers was determined by the Board of Directors, after recommendation by the Compensation Committee, based upon the recommendations of the President and CEO, which in turn were based upon their performance reviews for 2008.

In March 2009, the Board of Directors suspended the 2009 EPSIP, as a result of a combination of sharply lower seismic data library sales in the first quarter of 2009, and the extreme uncertainty related to commodity prices and energy sector capital expenditures. The Board of Directors is currently considering an amended 2009 EPSIP with a minimum trigger level of annual seismic data library sales.

### **Long Term Incentive Plans:**

#### **(A) Stock Option Plan**

Prior to May 22, 2008, Pulse provided long term incentive compensation to its officers, employees and directors through its Stock Option Plan.

Stock options were awarded by the Board of Directors from time to time to the Named Executive Officers. The frequency and number of stock options awarded was in the discretion of the Board of Directors, after recommendation by the Compensation Committee. Previous grants of stock options were taken into account when considering and awarding new grants of stock options. The exercise price of stock options was the closing price of the Corporation's common shares on the TSX on the trading day preceding the date of grant. Stock options had a term of 5 years, and vested 1/3 on each of the first, second and third anniversary dates of the date of grant.

The Board of Directors believed that the Stock Option Plan did not align the interests of officers, employees and directors with the interests of shareholders. The Stock Option Plan was not renewed at the Annual and Special Meeting of Shareholders held on May 22, 2008, and all unallocated options under the Stock Option Plan were cancelled. Pulse may not grant any further options under the Stock Option Plan. All options granted under the Stock Option Plan prior to May 22, 2008 continue unaffected.

Prior to May 22, 2008, the Corporation provided long term incentive compensation to directors, officers and employees that were resident in the United States through a Stock Appreciation Rights (SARs) Plan, in lieu of stock options. SARs involved the payment of cash compensation, and did not

involve the issuance of any shares of the Corporation. The frequency and number of SARs awarded was in the discretion of the Board of Directors, after recommendation by the Compensation Committee. Previous grants of SARs were taken into account when considering and awarding new grants of SARs. The exercise price of SARs was the closing price of the Corporation's common shares on the TSX on the trading day preceding the date of grant. SARs had a term of 5 years, and vested 1/3 on each of the first, second and third anniversary dates of the date of grant.

#### **(B) New Long Term Incentive Plan**

Effective December 31, 2008, Pulse adopted a new Long Term Incentive Plan ("LTIP") for its officers, employees and directors. The Compensation Committee engaged The Hay Group to assist them with the design of the new LTIP. The Board of Directors believes that the new LTIP better aligns the interests of officers, employees and directors with the interests of shareholders.

Under the LTIP, each participant receives on an annual basis a dollar value award, which is recorded for bookkeeping purposes in a notional account for each participant. A portion of each LTIP award vests at a later date. The Corporation provides funds for the after tax dollar amount of the vested awards to the Trustee under the LTIP. The Trustee's broker then purchases common shares on the open market calculated as the after tax dollar amount of the vested awards, divided by the volume weighted average trading price of the common shares on the TSX during the 20 trading days before the vesting date. The Trustee's broker is independent of the Corporation, and the Corporation has no control over the choice of the Trustee's broker or the timing or price of the purchased shares. Share certificates are then provided by the Trustee to the participants. Participants are required to maintain minimum shareholding requirements, and may only sell shares in excess of such minimum shareholding requirements.

The amount of the dollar value awards, timing of awards, vesting criteria and timing, and minimum shareholder requirements are determined by the Board of Directors, after recommendation by the Compensation Committee. The Board of Directors approved separate Guidelines for officers and employees and Guidelines for directors, after recommendation by the Compensation Committee, effective December 31, 2008.

#### **Executive Officers:**

Under the Guidelines for officers and employees approved by the Board, after recommendation by the Compensation Committee:

- Each Named Executive Officer received on December 31, 2008 an initial LTIP award calculated as a percentage of salary.
- A portion of such initial LTIP award vests on March 31, 2009, 2010 and 2011, based upon the three year rolling "Average Cash EBITDA Per Share Change".
- Commencing in 2009, each Named Executive Officer also receives an annual subsequent LTIP award calculated as a percentage of salary.
- A portion of such annual subsequent LTIP award vests on March 31 three years after the award date, based upon the three year rolling "Average Cash EBITDA Per Share Change".
- Any portion of an initial or annual subsequent LTIP award which does not vest in any year is cancelled.

"Cash EBITDA Per Share Change" is a non-GAAP financial measure, and is defined in the Guidelines for any year as earnings before interest, taxes, depreciation and amortization, less participation survey revenues, plus non-cash and non-recurring G&A expenses. If any participation survey that was shot during the three year period was less than 70% prefunded, then sales revenues from that participation survey are deducted from cash EBITDA until such deducted sales revenues plus the prefunding plus sales revenues from that survey reaches 70%.

The Board of Directors considers the three year rolling Average Cash EBITDA Per Share Change to be the appropriate financial metric for the new LTIP. Cash EBITDA is the driver of Pulse's growth and the key measure in creating its ultimate value. Cash EBITDA is what is available to invest in growing Pulse's seismic data library, to repay debt, to pay dividends to its shareholders and to repurchase its common shares.

The following portions of an initial LTIP award vest on March 31 in each of the three years after the award date, based upon the three year rolling Average Cash EBITDA Per Share Change:

Average Cash EBITDA Per Share Change	Vesting
Less than 0%	1/5
0% to less than 10%	1/4
10% or more	1/3

The following portion of an annual subsequent LTIP award vests on March 31 three years after the award date, based upon the three year rolling Average Cash EBITDA Per Share Change:

Average Cash EBITDA Per Share Change	Vesting
Less than 0%	60%
0% to less than 10%	75%
10% or more	100%

The amount of the initial and annual LTIP awards and minimum shareholding requirements under the approved Guidelines for the Named Executive Officers are as follows:

NAMED EXECUTIVE OFFICER	AMOUNT OF INITIAL LTIP AWARD (% OF ANNUAL SALARY)	AMOUNT OF ANNUAL SUBSEQUENT LTIP AWARD (% OF ANNUAL SALARY)	MINIMUM SHAREHOLDING REQUIREMENT
Douglas Cutts	200%	1/3 of 200%	120% of annual base salary
Brent Gale	150%	1/3 of 150%	90% of annual base salary
Pamela Wicks	150%	1/3 of 150%	90% of annual base salary
Neal Coleman	150%	1/3 of 150%	90% of annual base salary

The rolling three year Average Cash EBITDA Per Share Change for 2006, 2007 and 2008 was negative 3.1%. On March 31, 2009, the minimum 1/5 of the initial LTIP awards granted to the Named Executive Officers in 2008 vested, and the vested amounts were converted into common shares.

**Directors:**

Under the Guidelines for directors approved by the Board, after recommendation by the Compensation Committee:

- Each director receives an initial LTIP award of \$24,000.
- 1/3 of such initial LTIP award vests on March 31 in each of the three years after the award date.
- After the first year, each director also receives an annual subsequent LTIP award of \$8,000.

- 100% of such annual subsequent LTIP award vests on March 31 three years after the award date.
- Each director may not sell any shares acquired under the LTIP while they are still a director.

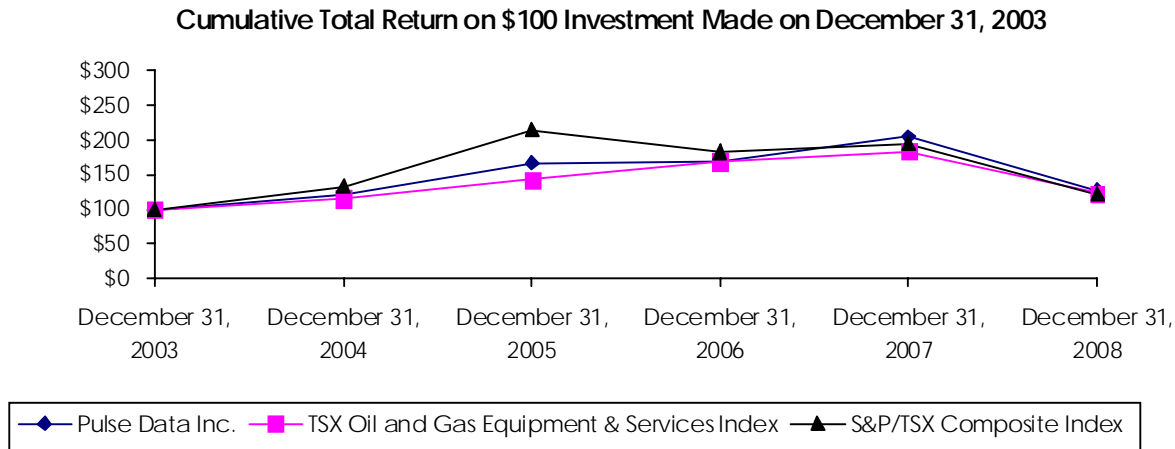
On March 31, 2009, 1/3 of the initial LTIP awards granted to the directors in 2008 vested, and the vested amounts were converted into common shares.

**Suspension of LTIP:**

In March 2009, the Board of Directors suspended the LTIP (other than the first portion of the initial LTIP awards that vested on March 31, 2009), as a result of a combination of sharply lower seismic data library sales in the first quarter of 2009, and the extreme uncertainty related to commodity prices and energy sector capital expenditures. The vesting in 2010 and 2011 of initial LTIP awards granted to the Named Executive Officers and directors in 2008 has been suspended, and the granting of annual subsequent LTIP awards to the Named Executive Officers and directors in 2009 and beyond has been suspended. The Board of Directors is currently considering an amended LTIP with a minimum trigger level of annual seismic data library sales.

**Performance graph:**

The following graph shows the cumulative total shareholder return over the five most recently completed financial years, compared to the cumulative total return of the S&P/TSX Composite Total Return Index and the TSX Oil and Gas Equipment & Services Total Return Index, in all cases assuming the reinvestment of dividends:



Executive compensation is determined considering a number of different factors and performance measures. While total shareholder return is one factor that is considered, it is not the only factor. For example:

- The financial metric under the 2008 EPSIP was Adjusted Cash EBITDA.
- The amount of the incentive pool under the 2008 EPSIP allocated to the President and CEO was determined based upon the success of the President and CEO in achieving the approved CEO Performance Standards for 2008, which addressed specific performance targets for a number of different areas.
- The vesting of LTIP awards in any year is based upon the "Average Cash EBITDA Per Share Change" for the previous three years.

There is not necessarily any direct correlation between total shareholder return and executive compensation over the period shown on the performance graph. However, the Board of Directors believes that a sustained growth in cash EBITDA per share should ultimately result in increased shareholder return.

Pulse achieved strong financial results in 2008. Total seismic revenue was the highest in the Corporation's history, and 2008 data library sales and cash EBITDA were the second highest. However, as with most other publicly traded companies, Pulse's share price declined steeply in the last half of 2008 during the turbulence in global financial markets. Executive compensation has been directly affected:

- All stock options held by executive officers were "out of the money" at December 31, 2008 and March 31, 2009.
- The minimum amount of LTIP awards granted to executive officers vested on March 31, 2009.
- The LTIP and the 2009 EPSIP have been suspended.

#### Option-based awards:

For a description of the process the Corporation used to grant option-based awards to executive officers, see "Long Term Incentive Plans".

#### Summary Compensation Table:

The following table summarizes compensation for each Named Executive Officer for the 2008 financial year:

Name and principal position	Year	Salary (\$)	Option-based awards (\$) <sup>(1)</sup>	Non-equity incentive plan compensation			All other compensation (\$) <sup>(5)</sup>	Total Compensation (\$)
				Annual incentive plans (\$) <sup>(2)</sup>	Long-term incentive plans			
					Amounts vested (\$) <sup>(3)</sup>	Number of common shares acquired on conversion <sup>(4)</sup>		
Douglas Cutts, President & CEO	2008	321,750	53,027	185,000	128,700	61,817	10,000 <sup>(6)</sup>	698,477
Brent Gale, Vice President Operations and COO	2008	220,000	26,514	120,000	66,000	31,701	7,792 <sup>(6)</sup>	440,306
Pamela Wicks, Vice President Finance	2008	175,000	26,514	100,000	52,500	25,217	8,750 <sup>(6)</sup>	362,764
Neal Coleman, Vice President Sales and Marketing <sup>(8)</sup>	2008	188,750	34,468	115,000	64,500	30,980	9,437 <sup>(6)</sup> 45,001 <sup>(7)</sup>	457,156

#### Notes:

<sup>(1)</sup> Represents the grant date fair value of options granted under the Stock Option Plan. The grant date fair value of the options granted (\$0.27 per option) was estimated using the Black-Scholes option pricing model with the following weighted average assumptions for 2008: exercise price of \$2.59 per option; market price of the shares on the grant date of \$2.59 per share; dividend yield of 7.7 percent; expected volatility of 31 percent; risk-free interest rate of 2.2 percent; and an expected life of five years. The expected dividend yield and volatility were calculated based on historical results. The risk-free interest rate was based on the average risk-free rate during the month the options were granted. The Corporation

chose the Black-Scholes option pricing model to value the options granted in 2008, as it is consistent with the method used by the Corporation to value options for accounting purposes, and it is the recommended method to calculate the fair value of options granted under Canadian GAAP. It is also consistent with industry practice. See "Long Term Incentive Plans" for further information on the Stock Option Plan.

(2) Represents bonuses paid on March 31, 2009 under the 2008 Employee Profit Sharing Incentive Plan. See "Short Term Incentive Plan" for further information on the 2008 Employee Profit Sharing Incentive Plan.

(3) Represents 1/5 of the dollar amount of the initial LTIP awards granted effective December 31, 2008 that vested on March 31, 2009 based upon the rolling three year "Average Cash EBITDA Per Share Change" for 2006, 2007 and 2008. See "Long Term Incentive Plans" for further information on the Long Term Incentive Plan.

(4) Represents the number of common shares into which the after tax amount of the vested LTIP awards were converted. The Trustee's broker acquired the shares on the open market with the after tax amount of the vested LTIP awards, divided by the 20 day volume weighted average trading price of \$1.27. See "Long Term Incentive Plan" for further information on the Long Term Incentive Plan.

(5) Excludes perquisites that in aggregate are worth less than \$50,000 or are worth less than 10% of a Named Executive Officer's total salary for the financial year.

(6) Represents matching contributions to Group RRSP contributions.

(7) Represents sales commissions earned during the period January 1 through March 31, 2008.

(8) Neal Coleman was appointed Vice President Sales and Marketing on April 1, 2008. Between January 1, 2008 and March 31, 2008, Neal Coleman was Manager, Sales and Marketing. Information provided for Neal Coleman includes all compensation received by Neal Coleman for the period January 1 through December 31, 2008.

## INCENTIVE PLAN AWARDS

### Outstanding option-based awards:

The following table provides information for each Named Executive Officer concerning all option-based awards outstanding at December 31, 2008:

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (\$)	Value of unexercised in-the-money options <sup>(1)</sup> (\$)
Douglas Cutts	70,000	1.65	20-May-2009	0
	150,000	2.28	15-Nov-2010	0
	300,000	2.62	22-May-2012	0
	200,000	2.59	25-Mar-2013	0
Brent Gale	100,000	2.28	15-Nov-2010	0
	200,000	2.62	22-May-2012	0
	100,000	2.59	25-Mar-2013	0
Pamela Wicks	40,000	2.28	15-Nov-2010	0
	150,000	2.62	22-May-2012	0
	100,000	2.59	25-Mar-2013	0
Neal Coleman	20,000	1.60	05-Nov-2009	0
	20,000	2.28	15-Nov-2010	0
	100,000	2.62	22-May-2012	0
	130,000	2.59	25-Mar-2013	0

Notes: <sup>(1)</sup> Based upon the closing price of the Corporation's common shares on the TSX on December 31, 2008 of \$1.47.

### Incentive plan awards – value vested or earned during the year:

The following table provides information for each Named Executive Officer concerning the value vested or earned under all option-based awards and non-equity incentive plan compensation during the 2008 financial year:

Name	Option-based awards – Value vested during the year (\$) <sup>(1)</sup>	Non-equity incentive plan compensation – Value earned during the year		
		Short term Incentive Plan (\$) <sup>(2)</sup>	Long Term Incentive Plan	
			Amounts vested (\$) <sup>(3)</sup>	Number of common shares acquired on conversion <sup>(4)</sup>
Douglas Cutts	27,000	185,000	128,700	61,817
Brent Gale	18,000	120,000	66,000	31,701
Pamela Wicks	13,500	100,000	52,500	25,217
Neal Coleman	9,000	115,000	64,500	30,980

Notes:

- (1) Represents the aggregate dollar value that would have been realized if the options had been exercised on the vesting dates.
- (2) Represents the aggregate dollar value of bonuses earned under the 2008 Employee Profit Sharing Incentive Plan that were paid on March 31, 2009.
- (3) Represents 1/5 of the dollar amount of the initial LTIP awards granted effective December 31, 2008 that vested on March 31, 2009 based upon the rolling three year “Average Cash EBITDA Per Share Change” for 2006, 2007 and 2008.
- (4) Represents the number of common shares into which the after tax amount of the vested LTIP awards were converted. The Trustee’s broker acquired the shares on the open market with the after tax amount of the vested LTIP awards, divided by the 20 day volume weighted average trading price of \$1.27.

For further information on all plan-based awards, see “Long Term Incentive Plans”.

## PENSION PLAN BENEFITS

The Corporation does not have a pension plan.

Under the Group RRSP for Canadian employees established by the Corporation, Canadian employees (including the executive officers) can make contributions up to their RRSP contribution maximum, and the Corporation matches 100% of the employee contributions (up to 5% of base salary).

## TERMINATION AND CHANGE OF CONTROL BENEFITS

### Termination and Change of Control Benefits:

The following table summarizes the provisions under the Executive Employment Agreements (EEA’s) with each of the Named Executive Officers and the Corporation’s Short Term and Long Term Incentive Plans relating to resignation, retirement, termination without cause, change of control, and non-competition and non-solicitation for each Named Executive Officer:

Name	Cash Severance Payment	Short Term Incentive Plan Payment	Acceleration of Unvested Stock Options	Acceleration of Unvested LTIP Awards	Non-Competition and Non-Solicitation Period
<b>Douglas Cutts</b>					
Resignation	No	No	Stock options that would otherwise have vested within 45 days of resignation date	None	12 months
Retirement	No	No	Stock options that would otherwise have vested within 45 days of retirement date	Pro rata portion of unvested LTIP Awards to retirement date	12 months

Termination without cause	18 months x 150% of monthly base salary <sup>(2)</sup>	No	Stock options that would otherwise have vested within 45 days of termination date	None	12 months
Termination without cause, constructive dismissal or resignation following a change of control <sup>(1)</sup>	24 months x 150% of monthly base salary <sup>(2)</sup>	No	The Board of Directors may accelerate all unvested options upon a change of control	All unvested LTIP Awards are vested upon a change of control	12 months
<b>Brent Gale</b>					
Resignation	No	No	Stock options that would otherwise have vested within 45 days of resignation date	None	12 months
Retirement	No	No	Stock options that would otherwise have vested within 45 days of retirement date	Pro rata portion of unvested LTIP Awards to retirement date	12 months
Termination without cause	18 months x 150% of monthly base salary <sup>(2)</sup>	No	Stock options that would otherwise have vested within 45 days of termination date	None	12 months
Termination without cause, constructive dismissal or resignation following a change of control <sup>(1)</sup>	24 months x 150% of monthly base salary <sup>(2)</sup>	No	The Board of Directors may accelerate all unvested options upon a change of control	All unvested LTIP Awards are vested upon a change of control	12 months
<b>Pamela Wicks</b>					
Resignation	No	No	Stock options that would otherwise have vested within 45 days of resignation date	None	No
Retirement	No	No	Stock options that would otherwise have vested within 45 days of retirement date	Pro rata portion of unvested LTIP Awards to retirement date	No
Termination without cause	12 months x 150% of monthly base salary <sup>(2)</sup>	No	Stock options that would otherwise have vested within 45 days of termination date	None	No
Termination without cause, constructive dismissal or resignation	18 months x 150% of monthly base salary <sup>(2)</sup>	No	The Board of Directors may accelerate all unvested options upon a change	All unvested LTIP Awards are vested upon a change of control	No

following a change of control <sup>(1)</sup>			of control		
<b>Neal Coleman</b>					
Resignation	No	No	Stock options that would otherwise have vested within 45 days of resignation date	None	6 months
Retirement	No	No	Stock options that would otherwise have vested within 45 days of retirement date	Pro rata portion of unvested LTIP Awards to retirement date	6 months
Termination without cause	12 months x 150% of monthly base salary <sup>(2)</sup>	No	Stock options that would otherwise have vested within 45 days of termination date	None	6 months
Termination without cause, constructive dismissal or resignation following a change of control <sup>(1)</sup>	18 months x 150% of monthly base salary <sup>(2)</sup>	No	The Board of Directors may accelerate all unvested options upon a change of control	All unvested LTIP Awards are vested upon a change of control	6 months

Notes: <sup>(1)</sup> Under the EEA's, triggered if (a) the Named Executive Officer is terminated without cause within six months after the change of control, or (b) the Named Executive Officer is constructively terminated within six months after the change of control, or (c) during the period starting three months and ending six months after the change of control, the Named Executive Officer elects to terminate the Named Executive Officer's employment.

<sup>(2)</sup> The 150% gross up is intended to compensate the Named Executive Officer for all bonus, benefits and other amounts that the Named Executive Officer might otherwise have received.

The following table quantifies the payments that would have been payable under the EEA's and the Corporation's Short Term and Long Term Incentive Plans for each Named Executive Officer, assuming that the triggering event took place on December 31, 2008:

Name	Cash Severance Payment (\$)	Short Term Incentive Plan Payment (\$)	Acceleration of Unvested Stock Options (\$) <sup>(1), (2)</sup>	Acceleration of Unvested LTIP Awards (\$) <sup>(1), (2)</sup>	Total (\$)
<b>Douglas Cutts</b>					
Resignation	Nil	Nil	Nil	Nil	Nil
Retirement	Nil	Nil	Nil	128,700	128,700
Termination without cause	723,938	Nil	Nil	Nil	723,938
Termination without cause, constructive dismissal or resignation following a change of control	965,250	Nil	Nil	643,500	1,608,750
<b>Brent Gale</b>					
Resignation	Nil	Nil	Nil	Nil	Nil

Retirement	Nil	Nil	Nil	66,000	66,000
Termination without cause	495,000	Nil	Nil	Nil	495,000
Termination without cause, constructive dismissal or resignation following a change of control	660,000	Nil	Nil	330,000	990,000
<b>Pamela Wicks</b>					
Resignation	Nil	Nil	Nil	Nil	Nil
Retirement	Nil	Nil	Nil	52,500	52,500
Termination without cause	262,500	Nil	Nil	Nil	262,500
Termination without cause, constructive dismissal or resignation following a change of control	393,750	Nil	Nil	262,500	656,250
<b>Neal Coleman</b>					
Resignation	Nil	Nil	Nil	Nil	Nil
Retirement	Nil	Nil	Nil	64,500	64,500
Termination without cause	322,500	Nil	Nil	Nil	322,500
Termination without cause, constructive dismissal or resignation following a change of control	483,750	Nil	Nil	322,500	806,250

Notes: (1) For valuing the accelerated stock options and LTIP awards, the closing market price of the Corporation's shares on the TSX on December 31, 2008 of \$1.47 has been used.

(2) Assumes that upon a change of control, the Board of Directors has accelerated all unvested stock options and LTIP awards held by all holders.

## DIRECTOR COMPENSATION

The following table summarizes compensation provided to the outside (non-management) directors for the 2008 financial year:

Name	Fees earned (\$)		Option-based awards (\$) <sup>(1), (2)</sup>	Non-equity incentive plan compensation		All other compensation (\$)	Total (\$)
				Amounts vested (\$) <sup>(3)</sup>	Number of common shares acquired on conversion <sup>(4)</sup>		
Daphne Corbett	Annual retainer	10,000	6,628	8,000	3,843	-	46,128
	Chair fees	3,500					
	Meeting fees	18,000					

	Total	31,500					
Arthur Dumont	Annual retainer	10,000	6,628	8,000	3,843	-	48,628
	Chair fees	-					
	Meeting fees	24,000					
	Total	34,000					
Peter Fuss	Annual retainer	10,000	6,628	8,000	3,843	-	48,628
	Chair fees	-					
	Meeting fees	24,000					
	Total	34,000					
Robert Robotti	Annual retainer	10,000	6,628	8,000	3,843	-	42,688
	Chair fees	-					
	Meeting fees	18,000					
	Total	28,000					
Graham Weir	Annual retainer	10,000	6,628	8,000	3,843	-	46,628
	Chair fees	5,000					
	Meeting fees	17,000					
	Total	32,000					
Donald West	Annual retainer	10,000	6,628	8,000	3,843	-	47,628
	Chair fees	-					
	Meeting fees	23,000					
	Total	33,000					
Clark Zentner	Annual retainer	10,000	6,628	8,000	3,843	-	42,628
	Chair fees	-					
	Meeting fees	18,000					
	Total	28,000					

Notes:

- (1) Represents the grant date fair value of options granted under the Stock Option Plan. The grant date fair value of the options granted (\$0.27 per option) was estimated using the Black-Scholes option pricing model with the following weighted average assumptions for 2008: exercise price of \$2.59 per option; market price of the shares on the grant date of \$2.59 per share; dividend yield of 7.7 percent; expected volatility of 31 percent; risk-free interest rate of 2.2 percent; and an expected life of five years. The expected dividend yield and volatility were calculated based on historical results. The risk-free interest rate was based on the average risk-free rate during the month the options were granted. The Corporation chose the Black-Scholes option pricing model to value the options granted in 2008, as it is consistent with the method used by the Corporation to value options for accounting purposes, and it is the recommended method to calculate the fair value of options granted under Canadian GAAP. It is also consistent with industry practice. See "Long Term Incentive Plans" for further information on the Stock Option Plan.
- (2) In the case of Peter Fuss and Robert Robotti, represents the grant date fair value of SARs granted under the SARs Plan in lieu of options. See "Long Term Incentive Plans" for further information on the SARs Plan.
- (3) Represents 1/3 of the dollar amount of the initial LTIP awards granted effective December 31, 2008 that vested on March 31, 2009. See "Long Term Incentive Plans" for further information on the Long Term Incentive Plan.

(4) Represents the number of common shares into which the after tax amount of the vested LTIP awards were converted. The Trustee's broker acquired the shares on the open market with the after tax amount of the vested LTIP awards, divided by the 20 day volume weighted average trading price of \$1.27. See "Long Term Incentive Plans" for further information on the Long Term Incentive Plan.

The following standard compensation arrangements for outside (non-management) directors were in effect for 2008:

- Each director received an annual retainer of \$10,000.
- The Chair of the Board received an additional annual retainer of \$5,000, and the Chair of the Audit Committee received an additional annual retainer of \$3,500.
- Each director received meeting fees of \$1,000 for each meeting of the Board or any Board Committee at which they attended, either personally or by telephone.
- Each director was reimbursed for their reasonable expenses of attending any meeting of the Board or any Board Committee.

In March 2009, the Board of Directors agreed to reduce the standard compensation arrangements for outside (non-management) directors, as a result of a combination of sharply lower seismic data library sales in the first quarter of 2009, and the extreme uncertainty related to commodity prices and energy sector capital expenditures.

#### OPTION-BASED AWARDS AND NON-EQUITY INCENTIVE PLAN COMPENSATION

##### Outstanding option-based awards:

The following table provides information for each director concerning all option-based awards outstanding at December 31, 2008:

Name	Option-based Awards <sup>(1)</sup>			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (\$)	Value of unexercised in-the-money options <sup>(2)</sup> (\$)
Daphne Corbett	50,000	2.28	15-Nov-2010	0
	25,000	2.62	22-May-2012	0
	25,000	2.59	25-Mar-2013	0
Arthur Dumont	50,000	2.28	15-Nov-2010	0
	25,000	2.62	22-May-2012	0
	25,000	2.59	25-Mar-2013	0
Peter Fuss	75,000	1.70	4-Aug-2009	0
	50,000	2.28	15-Nov-2010	0
	25,000	2.62	22-May-2012	0
	25,000	2.59	25-Mar-2013	0
Robert Robotti	25,000	2.59	25-Mar-2013	0
Graham Weir	50,000	2.28	15-Nov-2010	0
	25,000	2.62	22-May-2012	0
	25,000	2.59	25-Mar-2013	0
Donald West	25,000	1.65	20-May-2009	0
	50,000	2.28	15-Nov-2010	0
	25,000	2.62	22-May-2012	0
	25,000	2.59	25-Mar-2013	0
Clark Zentner	50,000	2.28	15-Nov-2010	0

	25,000	2.62	22-May-2012	0
	25,000	2.59	25-Mar-2013	0

Notes: (1) In the case of Peter Fuss and Robert Robotti, represents SARs granted under the SARs Plan. See "Long Term Incentive Plans" for further information on the SARs Plan.

(2) Based upon the closing price of the Corporation's common shares on the TSX on December 31, 2008 of \$1.47.

### Incentive plan awards – value vested or earned during the year:

The following table provides information for each director concerning the value vested or earned under all option-based awards and non-equity incentive plan compensation during the 2008 financial year:

Name	Option-based awards – Value vested during the year <sup>(1), (2)</sup> (\$)	Non-equity incentive plan compensation – Value earned during the year	
		Amounts vested (\$) <sup>(3)</sup>	Number of common shares acquired on conversion <sup>(4)</sup>
Daphne Corbett	2,250	8,000	3,843
Arthur Dumont	2,250	8,000	3,843
Peter Fuss	2,250	8,000	3,843
Robert Robotti	-	8,000	3,843
Donald West	2,250	8,000	3,843
Graham Weir	2,250	8,000	3,843
Clark Zentner	2,250	8,000	3,843

Notes:

(1) Represents the aggregate dollar value that would have been realized if the options had been exercised on the vesting dates.

(2) In the case of Peter Fuss, represents SARs granted under the SARs Plan.

(3) Represents 1/3 of the dollar amount of the initial LTIP awards granted effective December 31, 2008 that vested on March 31, 2009.

(4) Represents the number of common shares into which the after tax amount of the vested LTIP awards were converted. The Trustee's broker acquired the shares on the open market with the after tax amount of the vested LTIP awards, divided by the 20 day volume weighted average trading price of \$1.27.

For further information on all plan-based awards, see "Long Term Incentive Plans".

## DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

The following disclosure of the Corporation's Corporate Governance Practices is provided in accordance with NI 58-101 *Disclosure of Corporate Governance Practices*.

### 1. Board of Directors:

(a) The following directors are independent:

Daphne Corbett  
 Arthur Dumont  
 Peter Fuss  
 Robert Robotti  
 Graham Weir  
 Don West  
 Clark Zentner

Each of such directors has no direct or indirect material relationship with the Corporation.

(b) The following director is not independent:

Douglas A. Cutts

Douglas A. Cutts is the President and Chief Executive Officer of the Corporation.

(c) A majority (seven of eight) of the directors are independent.

(d) The following directors are presently directors of the following other reporting issuers:

<b>DIRECTOR</b>	<b>OTHER REPORTING ISSUER</b>
Arthur Dumont	Technicoil Corporation Calgary, Alberta  Yangarra Resources Ltd. Calgary, Alberta
Graham Weir	Zargon Energy Trust Calgary, Alberta
Don West	Enerplus Resources Fund Calgary, Alberta
Robert Robotti	Panhandle Oil and Gas Inc. (NYSE) Oklahoma City, Oklahoma, USA

(e) The independent directors schedule an “in camera” meeting (at which the non-independent directors and members of management are not present) at all directors’ meetings. There were 10 such “in camera” meetings held since the beginning of the 2008 financial year.

(f) The Chair of the Board, Graham Weir, is an independent director.

(g) The attendance record of each director for all board and board committee meetings held since the beginning of the 2008 financial year is as follows:

<b>DIRECTOR</b>	<b>ATTENDANCE RECORD</b>
Daphne Corbett	Board Meetings: 10/10 Audit Committee Meetings: 4/4 Corporate Governance Committee Meetings: 2/2 Review Committee: 1/1
Douglas Cutts	Board Meetings: 10/10 Environment, Health and Safety Committee Meetings: 4/4
Arthur Dumont	Board Meetings: 10/10 Compensation Committee Meetings: 5/5 Environment, Health and Safety Committee Meetings: 4/4 Corporate Governance Committee Meetings: 2/2
Peter Fuss	Board Meetings: 10/10 Compensation Committee Meetings: 4/5 Corporate Governance Committee Meetings: 2/2
Robert Robotti	Board Meetings: 10/10 Audit Committee Meetings: 4/4 Corporate Governance Committee Meetings: 2/2

	Review Committee: 1/1
Graham Weir	Board Meetings: 9/10 Audit Committee Meetings: 4/4 Corporate Governance Committee Meetings: 2/2 Review Committee: 1/1
Don West	Board Meetings: 9/10 Compensation Committee Meetings: 5/5 Environment, Health and Safety Committee Meetings: 4/4 Corporate Governance Committee Meetings: 2/2
Clark Zentner	Board Meetings: 9/10 Audit Committee Meetings: 3/4 Corporate Governance Committee Meetings: 2/2

## 2. Board Mandate:

The board has adopted a written mandate. A copy of such mandate was filed on SEDAR at [www.sedar.com](http://www.sedar.com) on March 27, 2008 as "Documents Affecting the Rights of Shareholders / Material Documents" and is also available on the Corporation's website at [www.pulsedatainc.com](http://www.pulsedatainc.com). The Corporation will, upon request, promptly provide a copy of such document free of charge to a securityholder of the Corporation.

## 3. Position Descriptions:

(a) The board has adopted written guidelines for the Chair of the Board and the Chair of each board committee. Copies of such written guidelines were filed on SEDAR at [www.sedar.com](http://www.sedar.com) on March 27, 2008 as "Documents Affecting the Rights of Shareholders / Material Documents" and are also available on the Corporation's website at [www.pulsedatainc.com](http://www.pulsedatainc.com). The Corporation will, upon request, promptly provide a copy of such document free of charge to a securityholder of the Corporation.

(b) The board has developed a written position description for the CEO. On an annual basis, the Corporate Governance Committee also develops and approves written CEO Performance Objectives for the current year.

## 4. Orientation and Continuing Education:

(a) An informal orientation program has been implemented for new directors. The program includes a record of historical public information concerning the Corporation, meetings with management and an invitation to attend board and committee meetings prior to appointment as a director.

(b) Board members may attend appropriate continuing education seminars and courses at the Corporation's expense.

## 5. Ethical Business Conduct:

(a) The board has adopted written Business Principles and Code of Ethics for the directors, officers and employees. A copy of the Business Principles and Code of Ethics was filed on SEDAR at [www.sedar.com](http://www.sedar.com) on January 5, 2006 as "Other". The Corporation will, upon request, promptly provide a copy of such document free of charge to a securityholder of the Corporation.

The board monitors compliance with the Business Principles and Code of Ethics as follows:

- The President & CEO reports to the board at each regular quarterly board meeting on compliance,
- All directors, officers and employees are required to certify compliance on an annual basis, and
- Confidential, anonymous complaints concerning non-compliance may also be made under the Corporation's Whistle Blowing Hotline. Such complaints are directed by the third party service provider to the Chair of the Corporate Governance Committee.

(b) Under the Canada Business Corporations Act, a director or officer that has an interest in a material contract or material transaction, or proposed material contract or material transaction, with the Corporation must disclose such interest in writing to the Corporation or request to have entered into the minutes of the board or committee meeting the nature and extent of such interest. The director or officer is not entitled to vote on the approval of such contract or transaction, and is excluded from the board meeting during the discussion of such contract or transaction.

## **6. Nomination of Directors:**

(a) All members of the board can suggest individuals for nomination to the board.

(b) The board does not have a separate Nominating Committee. Under the Terms of Reference of the Corporate Governance Committee, the Corporate Governance Committee reviews and recommends to the board any nominations to the board.

(c) During 2008, the board adopted a written policy for the Annual Review of Board Members. Under this policy, the board undertakes each year a process to determine the continuation of independent board members for nomination for re-election at the annual meeting of shareholders. Each year, a Review Committee established by the Corporate Governance Committee, reviews and makes a recommendation to the board on two independent directors for nomination for re-election, starting with the two longest serving independent directors. The process is to be repeated each year with the next two longest serving independent directors, until all independent directors have been reviewed, and then the process is repeated.

(d) During 2009, the board adopted a written policy for Majority Voting for Individual Directors. Under the policy, the form of proxy for any shareholders meeting where directors are to be elected will enable each shareholder to vote for, or withhold voting on, each nominee director separately. Any nominee for election as a director who receives a greater number of votes "withheld" than votes "for" is required to promptly submit such director's resignation to the board, to take effect upon acceptance by the board. The Corporate Governance Committee will consider and recommend to the board whether or not to accept such resignation, after considering the best interests of the Corporation and all of the facts and circumstances that it considers relevant. The board will then consider the resignation, taking into account the recommendation of the Corporate Governance Committee.

## **7. Compensation:**

(a) The Compensation Committee reviews and recommends to the board the compensation of the directors and officers. (See "Compensation Discussion and Analysis".)

(b) During 2008, the Compensation Committee was comprised of the following directors, all of whom are independent:

Don West (Chair)  
Arthur Dumont

Peter Fuss

In March 2009, Clark Zentner was added as a member of the Compensation Committee.

(c) The mandate of the Compensation Committee is to review and provide recommendations to the board for approval of the compensation of key management personnel and employees and directors and the compensation plans for the Corporation's management and employees. The Compensation Committee operates under written Terms of Reference that specify its responsibilities, powers and operation. A copy of the current written Terms of Reference was filed on SEDAR at [www.sedar.com](http://www.sedar.com) on March 23, 2009 as "Material Documents" and is also available on the Corporation's website at [www.pulsedatainc.com](http://www.pulsedatainc.com). The Corporation will, upon request, promptly provide a copy of such document free of charge to a securityholder of the Corporation.

(d) During 2008, the Compensation Committee engaged The Hay Group to assist them with the design of a new long term incentive plan (LTIP) to replace the stock option plan.

#### **8. Other Board Committees:**

In addition to the Audit Committee and Compensation Committee, the board has established the following board committees:

##### **(a) Corporate Governance Committee**

The Corporate Governance Committee is comprised of the following directors, all of whom are independent:

Arthur Dumont (Chair)  
Daphne Corbett  
Peter Fuss  
Robert Robotti  
Graham Weir  
Don West  
Clark Zentner

The mandate of the Corporate Governance Committee is to oversee the development of and to make recommendations to the board on the Corporation's approach to corporate governance. The Corporate Governance Committee operates under written Terms of Reference that specify its responsibilities, powers and operation. A copy of the current written Terms of Reference was filed on SEDAR at [www.sedar.com](http://www.sedar.com) on March 27, 2008 as "Documents Affecting the Rights of Shareholders / Material Documents" and is also available on the Corporation's website at [www.pulsedatainc.com](http://www.pulsedatainc.com). The Corporation will, upon request, promptly provide a copy of such document free of charge to a securityholder of the Corporation.

##### **(b) Environment, Health and Safety Committee**

The Environment, Health and Safety Committee is comprised of the following directors, the majority of whom are independent:

Don West (Chair)  
Arthur Dumont  
Douglas Cutts

The mandate of the Environment, Health and Safety Committee is to monitor and make recommendations to the board on the Corporation's environment, health and safety practices and

procedures. The Environment, Health and Safety Committee operates under written Terms of Reference that specify its responsibilities, powers and operation. A copy of the current written Terms of Reference was filed on SEDAR at [www.sedar.com](http://www.sedar.com) on March 23, 2009 as "Material Documents" and is also available on the Corporation's website at [www.pulsedatainc.com](http://www.pulsedatainc.com). The Corporation will, upon request, promptly provide a copy of such document free of charge to a securityholder of the Corporation.

### (c) Review Committee

During the 2009 year, a Review Committee comprised of Graham Weir, Daphne Corbett and Robert Robotti was established under the Annual Review of Board Members policy, to consider and make a recommendation to the board on the continuation of the two longest serving independent directors, Arthur Dumont and Don West, on nomination for re-election as independent directors at the 2009 annual and special meeting of shareholders.

### 9. Assessments:

The board conducts an annual assessment process of the effectiveness of the board and its committees, under the direction of the Chair of the Corporate Governance Committee. The board does not believe that an assessment process of the effectiveness of individual directors is necessary at this time.

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information as of the end of the 2008 financial year with respect to compensation plans under which equity securities of the Corporation are authorized for issuance:

#### Equity Compensation Plan Information:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (#)
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders	3,481,966	2.45	0
Equity compensation plans not approved by securityholders	-	-	-
Total	3,481,966	2.45	0

### OTHER INFORMATION

## **Security Based Compensation Arrangements:**

The following information is provided in accordance with the requirements of the Toronto Stock Exchange.

The Corporation's Stock Option Plan was not renewed at the Annual and Special Meeting of Shareholders held on May 22, 2008, and all unallocated options under the Stock Option Plan were cancelled. The Corporation may not grant any further options under the Stock Option Plan. All options granted under the Stock Option Plan prior to May 22, 2008 continue unaffected.

The following information concerning options granted under the Stock Option Plan prior to May 22, 2008 is provided in accordance with Section 613(g) of the TSX Company Manual:

(a) The eligible participants under the Corporation's Stock Option Plan (the "Plan") were directors, officers, employees and consultants of the Corporation or its subsidiaries, and Personal Holding Companies of such persons;

(b) The maximum number of Common Shares that could be issued under the Plan was 10% of the issued and outstanding Common Shares. Any options which were exercised, expired or terminated were available for re-granting under the Plan;

(c) As at March 31, 2009 there were a total of 3,481,966 Common Shares issuable upon the exercise of options granted under the Plan (representing approximately 6.5% of the 53,160,483 Common Shares issued and outstanding as at March 31, 2009);

(d) The aggregate number of Common Shares reserved for issuance pursuant to options granted to insiders under the Plan and other security based compensation arrangements could not exceed 10% of the outstanding Common Shares (on a non-diluted basis);

(e) The issuance of common shares to insiders pursuant to the Plan and other share compensation arrangements within a one year period could not exceed 10% of the outstanding common shares (on a non-diluted basis);

(f) The issuance of common shares to any one insider and such insider's associates pursuant to the Plan and other share compensation arrangements within a one year period could not exceed 5% of the outstanding common shares (on a non-diluted basis);

(g) The aggregate number of common shares reserved for issuance pursuant to options granted to any one person could not exceed 5% of the outstanding common shares (on a non-diluted basis);

(h) The exercise price of options granted under the Plan was determined by the Board of Directors at the time of grant, and could not be less than the closing price of the Common Shares on the TSX on the trading day preceding the date of grant;

(i) The vesting of options granted under the Plan was determined by the Board of Directors at the time of grant;

(j) The term of options granted under the Plan was determined by the Board of Directors at the time of grant, but could not exceed ten (10) years. If the expiry date of an option falls during or within ten (10) trading days after a trading blackout period, then the expiry date is automatically extended to the 10<sup>th</sup> trading day after the trading blackout is lifted;

(k) Upon the death of a participant, any options which were vested at the time of death could be exercised by the participant's legal representative for a period of time determined by the Board of Directors at the time of grant (which in the case of employees or officers, could not exceed three (3) years after the date of death, and in the case of consultants or directors who are not also employees or officers, one (1) year after the date of death). Under the form of stock option agreement typically used by the Corporation, this period of time was limited to twelve (12) months;

(l) Upon a participant ceasing to be a director, officer, employee or consultant of the Corporation or a subsidiary of the Corporation for any reason other than death, the options terminate on such date following resignation, retirement or termination of employment as was determined by the Board of Directors at the time of grant (which in the case of employees or officers, could not exceed three (3) years after the date of resignation, retirement or termination, and in the case of consultants or directors who are not also employees or officers, one (1) year after the date of resignation, retirement or termination). Under the form of stock option agreement typically used by the Corporation, this period of time was reduced to 45 days. In the event of termination for cause, the options cease and terminate on the date of notice of termination for cause. Under the laws of the Province of Alberta, a participant may also have the right upon termination of employment without cause to exercise any options which were not vested at the time of termination, but which would otherwise have vested during a reasonable period of notice of termination;

(m) Under the form of stock option agreement typically used by the Corporation, upon the sale by the Corporation of all or substantially all of its property and assets, or upon the shareholders receiving a "take-over bid" (as defined in the Plan), or upon such other circumstances as the Board of Directors considers appropriate, the Board of Directors may resolve that all unvested options be accelerated and exercisable;

(n) Options granted under the Plan are not assignable;

(o) The Board may make the following amendments to the Plan or to any options under the Plan:

- (1) amendments of a "housekeeping nature";
- (2) a change to the vesting provisions of an option or the Plan;
- (3) a change to the termination provisions of an option or the Plan which does not entail an extension beyond the original expiry date; and
- (4) the addition of a cashless exercise feature, payable in cash or securities, which provides for a full deduction of the number of underlying securities from the Plan reserve.

The Board may not make any other amendments to the Plan or to any options under the Plan, including an increase in the fixed maximum percentage of shares issuable under the Plan, a reduction in the exercise price of an option held by an insider, or an extension of the expiry date of an option held by an insider, without the approval of the TSX and the shareholders;

(p) There is no financial assistance provided by the Corporation to participants under the Plan to facilitate the purchase of Common Shares under the Plan.

During the 2008 year, the Plan was amended to provide for an automatic extension of option expiry dates that fall during or within ten (10) trading days after a trading blackout period. The effect of this amendment is described in item (j) above. This amendment was approved by the shareholders at the annual and special meeting of shareholders on May 22, 2008.

#### **Audit Committee Information:**

Disclosure concerning the Corporation's Audit Committee (including a copy of the Audit Committee's Charter) is contained in the Corporation's Annual Information Form for the year ended

December 31, 2008 under the heading "Audit Committee Information". A copy of such Annual Information Form was filed on SEDAR at [www.sedar.com](http://www.sedar.com) on March 26, 2009 as "Annual Information Form" and is also available on the Corporation's website at [www.pulsedatainc.com](http://www.pulsedatainc.com). Shareholders may obtain a copy of the Annual Information Form, without charge, by contacting the Manager, Corporate Communications, Pulse Data Inc., 2400, 639 – 5<sup>th</sup> Avenue SW, Calgary, Alberta, T2P 0M9 or by email at [info@pulsedatainc.com](mailto:info@pulsedatainc.com).

**Additional Information:**

Additional information relating to the Corporation is on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may request copies of the Corporation's most recent annual and interim financial statements and MD&A by contacting the Manager, Corporate Communications, 2400, 639 – 5<sup>th</sup> Avenue SW, Calgary, Alberta, T2P 0M9 or by email at [info@pulsedatainc.com](mailto:info@pulsedatainc.com).

**Normal Course Issuer Bid:**

The Corporation has filed a Notice of Intention to make a Normal Course Issuer Bid with the TSX for the purchase of up to 3,356,753 common shares (10% of the public float of 33,567,526 common shares). The term of the bid is from December 1, 2008 through November 30, 2009. All shares will be purchased through the facilities of the TSX and all shares purchased under the bid will be cancelled.

Shareholders may obtain a copy of the Notice, without charge, by contacting the Manager, Corporate Communications, Pulse Data Inc., 2400, 639 – 5<sup>th</sup> Avenue SW, Calgary, Alberta, T2P 0M9 or by email at [info@pulsedatainc.com](mailto:info@pulsedatainc.com).

**Shareholder Rights Plan:**

The Corporation adopted a Shareholder Rights Plan by way of a Shareholders Rights Agreement dated August 13, 2007, as amended by Amending Agreement dated September 10, 2007. The Shareholder Rights Plan was approved by the shareholders at a special meeting of shareholders on September 21, 2007. The Shareholder Rights Plan will remain in effect until termination of the annual meeting of shareholders of the Corporation in 2010, unless extended beyond such date by resolution of shareholders at a shareholders meeting at or prior to the annual meeting of shareholders in 2010.

**Shareholder Proposals**

A shareholder intending to submit a proposal at an annual meeting of shareholders of the Corporation must comply with the applicable requirements of the Canada Business Corporations Act. Any proposal to be considered at the 2010 annual meeting must be received by the President and CEO of the Corporation at 2400, 639 - 5<sup>th</sup> Avenue SW, Calgary, Alberta T2P 0M9 by February 21, 2010 (90 days before the anniversary date of the date of this Meeting).

**DIRECTORS APPROVAL**

The contents and sending of this Information Circular have been approved by the directors of the Corporation.



Douglas A. Cutts  
President and CEO  
Pulse Data Inc.  
March 31, 2009