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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM 8-K**

Current Report  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): **June 2, 2005**

**BI-OPTIC VENTURES INC.**  
(Exact Name of Registrant as Specified in its Charter)

<b>British Columbia, Canada</b> (State or other jurisdiction of incorporation)	<b>000-49685</b> (Commission File Number)	<b>N/A</b> (IRS Employer Identification No.)
<b>1030 West Georgia St, #615 Vancouver, British Columbia, Canada</b> (Address of principal executive offices)		<b>V6E 2Y3</b> (Zip Code)

Registrant's telephone number, including area code: (604) 689-2646

N/A  
(Former Name or Former Address if Changed Since Last Report)

Check the appropriate box below if the Form 8K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17CFR230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SEC 873 (6-04)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**Section 1. Registrant's Business and Operations**

- Item 1.01 Entry into a Material Definitive Agreement
- Item 1.02 Termination of a Material Definitive Agreement
- Item 1.03 Bankruptcy or Receivership.  
--- No Disclosure Necessary ---

**Section 2. Financial Information**

- Item 2.01 Completion of Acquisition or Disposition of Assets
- Item 2.02 Results of Operations and Financial Condition
- Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.
- Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement
- Item 2.05 Costs Associated with Exit or Disposal Activities.
- Item 2.06 Material Impairments.  
--- No Disclosure Necessary ---

**Section 3. Securities and Trading Markets**

- Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing
- Item 3.02 Unregistered Sales of Equity Securities
- Item 3.03 Material Modification to Rights of Security Holders  
--- No Disclosure Necessary ---

**Section 4. Matters Related to Accountants and Financial Statements**

- Item 4.01 Changes in Registrant's Certifying Accountant
- Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review  
--- No Disclosure Necessary ---

**Section 5. Corporate Governance and Management**

- Item 5.01 Changes in Control of Registrant.
- Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.
- Item 5.03 Amendments to Articles of Incorporation/Bylaws; Change in Fiscal Year.
- Item 5.04 Temporary Trading Suspension Under Registrant's Employee Benefit Plans.
- Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.  
--- No Disclosure Necessary ---

**Section 6. [Reserved]**

**Section 7. Regulation FD**

**Item 7.01 Regulation FD Disclosure.**

--- No Disclosure Necessary ---

**Section 8. Other Events**

**Item 8.01 Other Events.**

--- No Disclosure Necessary ---

**Section 9. Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

- a. Notice of AGM and Record Date, dated 6/2/2005
- b. Notice of Annual General Meeting, dated 6/24/2005
- c. Information Circular, dated 6/24/2005
- d. Proxy, dated 6/24/2005
- e. Request for Financial Statements

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 5, 2005

Bi-Optic Ventures Inc.  
(Registrant)

/s/ Harry Chew

(Signature)

(Harry Chew, President/CEO/Director)



625 Howe St T 604.689.9853  
10th Floor F 604.689.8144  
Vancouver BC pacific@pctc.com  
V6C 3B8 http://www.pctc.com/

June 2, 2005

British Columbia Securities Commission  
PO Box 10142 Pacific Centre  
701 West Georgia Street 9th Floor  
Vancouver, BC  
V7Y 1L2

Dear Sirs/Mesdames:

As required by Section 2.2 of National Instrument 54-101, please be advised of the following:

Issuer:	<b>BI-OPTIC VENTURES INC</b>	
Meeting Type:		Annual General Meeting
ISIN:		CA0886181035
Meeting Date:		August 3, 2005
Record Date for Notice:		June 24, 2005
Record Date for Voting:		June 24, 2005
Beneficial Ownership Determination Date:		June 24, 2005
Class of Securities Entitled to Receive Notice:	COMMON SHARES	
Class of Securities Entitled to Vote:	COMMON SHARES	
OBO Distribution Payment:	Issuer will not pay for OBOs	
Material Distributed to:	Non Declining Holders	

If you require further information, please contact:

"YASMIN JUMA"

YASMIN JUMA  
PACIFIC CORPORATE TRUST COMPANY

cc: Alberta Securities Commission  
cc: Manitoba Securities Commission  
cc: New Brunswick Securities Commission  
cc: Newfoundland Securities Commission  
cc: Nova Scotia Securities Commission  
cc: Ontario Securities Commission  
cc: TSX Venture Exchange

cc: P.E.I. Securities Commission  
cc: Quebec Securities Commission  
cc: Saskatchewan Securities Commission  
cc: Registrar of Securities - NT  
cc: Registrar of Securities - YT  
cc: Nunavut  
cc: CDS Inc.

G:\MeetingsandMailings\MEETINGS\Startup\pdf\6878BOV.pdf

**Bi-Optic Ventures Inc.**

1030 Georgia Street West, Suite 615  
Vancouver, British Columbia V6E 2Y3  
Telephone No.: (604) 689-2646; Facsimile No.: (604) 689-1289

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders of Bi-Optic Ventures Inc. (the "Company") will be held at 10th Floor, 595 Howe Street, Vancouver, British Columbia, on Wednesday, August 3, 2005, at the hour of 10:00 A.M., Vancouver time, for the following purposes:

1. To receive and consider the report of the directors and the financial statements of the Company together with the auditor's report thereon for the financial year ended February 28, 2005.
2. To fix the number of directors at three.
3. To elect directors for the ensuing year.
4. To appoint the auditor for the ensuing year.
5. To authorize the directors to fix the remuneration to be paid to the auditor.
6. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

The accompanying information circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this notice.

Only holders of common shares of record at the close of business on June 24, 2005 will be entitled to receive notice of and vote at the meeting. If you are unable to attend the meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

DATED this 24th day of June, 2005.

**BY ORDER OF THE BOARD OF DIRECTORS OF BI-OPTIC VENTURES INC.**

*"Harry Chew"*

---

Harry Chew  
President and Chief Executive Officer

**Bi-Optic Ventures Inc.**  
1030 Georgia Street West, Suite 615  
Vancouver, British Columbia V6E 2Y3  
Telephone No.: (604) 689-2646; Facsimile No.: (604) 689-1289

## **INFORMATION CIRCULAR**

(As at June 24, 2005, except as indicated)

The Company is providing this information circular and a form of proxy in connection with management's solicitation of proxies for use at the annual general meeting (the "Meeting") of the Company to be held on August 3, 2005 and at any adjournments. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

### **APPOINTMENT OF PROXYHOLDER**

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder's behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the "Management Proxyholders").

**A shareholder has the right to appoint a person other than a Management Proxyholder, to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.**

### **VOTING BY PROXY**

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting.** Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

**If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.**

**The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting.** At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

### **COMPLETION AND RETURN OF PROXY**

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Pacific Corporate Trust Company, 625 Howe Street, 10th Floor, Vancouver, British Columbia, V6C 3B8, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

## **NON-REGISTERED HOLDERS**

**Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting.** Most shareholders of the Company are "non-registered" shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSP's, RRIF's, RESP's and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (a "Nominee"). If you purchased your shares through a broker, you are likely an unregistered holder.

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the Proxy, to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your Shares are voted at the Meeting.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

In addition, Canadian securities legislation now permits the Company to forward meeting materials directly to "non objecting beneficial owners". If the Company or its agent has sent these materials directly to you (instead of through a Nominee), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these materials to you directly, the Company (and not the Nominee holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions.

## **REVOCABILITY OF PROXY**

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a registered shareholder, his attorney authorized in writing or, if the registered shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. **Only registered shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must, at least seven days before the Meeting, arrange for their Nominees to revoke the proxy on their behalf.**

## **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Except as set out herein, to the knowledge of the management of the Company, no director or executive officer of the Company since the beginning of the Company's last financial year, no nominee for election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting other than the election of directors.

## **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

The Company is authorized to issue an unlimited number of common shares without par value (the "shares"), of which 8,164,235 shares are issued and outstanding. Persons who are registered shareholders at the close of business on June 24, 2005 will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held. The Company has only one class of shares.

To the knowledge of the directors and executive officers of the Company, no person beneficially owns, directly or indirectly, or controls or directs common shares carrying 10% or more of the voting rights attached to all common shares of the Company, except the following:

<i>Name</i>	<i>No. of Shares Owned or Controlled</i>	<i>Percentage of Outstanding Shares</i>
Harry Chew	993,750 <sup>(1)</sup>	12.2%

(1) *Of these shares, 274,500 are held indirectly in the name of Pacific Paragon Investment Fund Ltd., a private company controlled 50% by the spouse of Mr. Harry Chew.*

## **EXECUTIVE COMPENSATION**

The following table sets forth all annual and long term compensation for services in all capacities to the Company and its subsidiaries for the three most recently completed financial years (to the extent required by securities legislation) in respect of each of the individuals comprised of the Chief Executive Officer and the Chief Financial Officer as at February 28, 2005 and the other three most highly compensated executive officers of the Company as at February 28, 2005 whose individual total salary and bonus for the most recently completed financial year exceeded \$150,000 and any individual who would have satisfied these criteria but for the fact that individual was not serving as such an officer at the end of the most recently completed financial year (collectively the "Named Executive Officers" or "NEOs").

<i>NEO Name and Principal Position</i>	<i>Year</i>	<i>Annual Compensation</i>			<i>Long Term Compensation</i>			
		<i>Salary (\$)</i>	<i>Bonus (\$)</i>	<i>Other Annual Compensation (\$)<sup>(1)</sup></i>	<i>Awards</i>		<i>Payouts</i>	<i>All Other Compensation (\$)</i>
					<i>Securities Under Option/ SARs Granted (#)</i>	<i>Shares/Units Subject to Resale Restrictions (\$)</i>	<i>LTIP Payouts (\$)</i>	
Harry Chew Director, CEO and CFO	2005	Nil	Nil	\$30,000	Nil	N/A	Nil	Nil
	2004	Nil	Nil	\$30,000	Nil	N/A	Nil	Nil
	2003	Nil	Nil	\$30,000	Nil	N/A	Nil	Nil

(1) *Paid or accrued to Myntek Management Services Inc., a private British Columbia company owned as to 50% by Mr. Harry Chew and 50% by his spouse, for management services.*

### **Long Term Incentive Plan (LTIP) Awards**

The Company does not have a LTIP, pursuant to which cash or non-cash compensation intended to serve as an incentive for performance over a period greater than one financial year (whereby performance is measured by reference to financial performance or the price of the Company's securities) was paid to the Named Executive Officer(s) during the most recently completed financial year.

### **Option/Stock Appreciation Rights ("SAR") Grants During the Most Recently Completed Financial Year**

The Company did not grant stock options under a Stock Option Plan or otherwise during the most recently completed financial year to the Named Executive Officers.



### **Aggregated Option/SAR Exercises During The Most Recently Completed Financial Year and Financial Year-End Option/SAR Values**

The Named Executive Officers did not exercise any options in respect of the Company's shares during the most recently completed financial year.

### **Termination of Employment, Changes in Responsibility and Employment Contracts**

The Company and its subsidiaries have no employment contracts with any Named Executive Officer.

### **Compensation of Directors**

The Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this information circular.

### **Securities Authorized for Issuance Under Equity Compensation Plans**

The following table sets forth information as at February 28, 2005 with respect to the Company's compensation plans under which equity securities were authorized for issuance as at the end of the most recently completed financial year.

<i>Plan category</i>	<i>Number of securities to be issued upon exercise of outstanding options, warrants and rights</i> <i>(a)</i>	<i>Weighted-average exercise price of outstanding options, warrants and rights</i> <i>(b)</i>	<i>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</i> <i>(c)</i>
<i>Equity compensation plans approved by securityholders</i>	Nil	N/A	701,424 <sup>(1)</sup>
<i>Equity compensation plans not approved by securityholders</i>	N/A	N/A	N/A
<i>Total</i>	Nil		701,424 <sup>(1)</sup>

(1) The Company has a stock option plan under which 1,032,847 common shares were authorized for issuance by shareholders at the Company's 2003 annual general meeting. Under policies applicable to companies listed on the NEX board of the TSX Venture Exchange, the Company is currently only permitted to reserve for issuance 10% of the issued and outstanding common shares of the Company under the stock option plan, representing 701,424 common shares as at February 28, 2005. As of the date hereof, no stock options have been granted under the Company's stock option plan.

### **INDEBTEDNESS TO COMPANY OF DIRECTORS AND EXECUTIVE OFFICERS**

There is no indebtedness of any director, executive officer, proposed nominee for election as a director or associate of them, to or guaranteed or supported by the Company or any of its subsidiaries either pursuant to an employee stock purchase program of the Company or otherwise, during the most recently completed financial year.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

No informed person or proposed director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company.

## **MANAGEMENT CONTRACTS**

The Company and Myntek Management Services Inc. ("Myntek") entered into a management services agreement in May 2000 pursuant to which general corporate and financial services are provided to the Company. Myntek is a private British Columbia company owned as to 50% by Mr. Harry Chew and 50% by his spouse. During the last completed financial year, the sum of \$30,000 was paid or is payable to Myntek for performing management functions on behalf of the Company.

## **AUDIT COMMITTEE**

### **The Audit Committee's Charter**

#### *Mandate*

The primary function of the audit committee (the "Committee") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.
- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

#### *Composition*

The Committee is comprised of three directors as determined by the Board of Directors, one of whom is free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

#### *Meetings*

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

### *Responsibilities and Duties*

To fulfill its responsibilities and duties, the Committee shall:

#### Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

#### External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
  - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
  - iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more

members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

#### Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

#### Other

Review any related-party transactions.

### **Composition of the Audit Committee**

The following are the members of the Committee:

Harry Chew	Not independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
Sonny Chew	Not independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
David J.L. Williams	Independent <sup>(1)</sup>	Not financially literate <sup>(1)</sup>

(1) As defined by Multilateral Instrument 52-110 ("MI 52-110").

### **Audit Committee Oversight**

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

### **Reliance on Certain Exemptions**

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of MI 52-110 (*De Minimis Non-audit Services*), or an exemption from MI 52-110, in whole or in part, granted under Part 8 of Multilateral Instrument 52-110. The Company is relying upon the exemption in Section 6.1 of MI 52-110 (*Venture Issuers*).

### **Pre-Approval Policies and Procedures**

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors".

### **External Auditor Service Fees (By Category)**

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

<i>Financial Year Ending</i>	<i>Audit Fees</i>	<i>Audit Related Fees</i>	<i>Tax Fees</i>	<i>All Other Fees</i>
2005	\$8,000	Nil	\$1,300	Nil
2004	\$6,700	Nil	\$800	Nil

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

### **Election of Directors**

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Shareholder approval will be sought to fix the number of directors of the Company at three.

Management of the Company proposes to nominate each of the following persons for election as a director. Information concerning such persons, as furnished by the individual nominees is as follows:

<i>Name, Jurisdiction of Residence and Position</i>	<i>Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years</i>	<i>Previous Service as a Director</i>	<i>Number of Common Shares beneficially owned, directly or indirectly, or Controlled or directed<sup>(2)</sup></i>
Harry Chew <sup>(1)</sup> President and CEO Vancouver, British Columbia	President, Pacific Paragon Group of Companies	Since February 19, 1999	993,750 <sup>(3)</sup>
Sonny Chew <sup>(1)</sup> Director Vancouver, British Columbia	Director of Finance & Administration, Pacific Paragon Group of Companies	Since July 11, 2000	302,000
David J.L. Williams <sup>(1)</sup> Director Vancouver, British Columbia	President, TWE Enterprises Ltd.	Since July 11, 2000	150,000

(1) Member of the audit committee.

(2) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at June 24, 2005, based upon information furnished to the Company by individual directors. Unless otherwise indicated, such shares are held directly.

(3) Of these shares, 274,500 are held indirectly in the name of Pacific Paragon Investment Fund Ltd., a private company controlled 50% by the spouse of Mr. Harry Chew.

No proposed director:

- (a) is, as at the date of the information circular, or has been, within ten years before the date of the information circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity,
  - (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
  - (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
  - (iii) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the ten years before the date of the information circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

### **Appointment of Auditor**

Manning Elliott, Chartered Accountants, of Vancouver, British Columbia, is the auditor of the Company. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Manning Elliott, Chartered Accountants as the auditor of the Company to hold office for the ensuing year at a remuneration to be fixed by the directors. Manning Elliott was first appointed as the auditor of the Company on March 18, 2004.

**ADDITIONAL INFORMATION**

Additional information relating to the Company is on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company at 1030 West Georgia Street, Suite 615, Vancouver, British Columbia, V6E 2Y3, Telephone: (604) 689-2646, to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year which are filed on SEDAR.

**OTHER MATTERS**

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

DATED this 24th day of June, 2005.

**BY ORDER OF THE BOARD OF DIRECTORS  
OF BI-OPTIC VENTURES INC.**

*"Harry Chew"*

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Harry Chew  
President and Chief Executive Officer

**ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
BI-OPTIC VENTURES INC.**

The undersigned member ("Registered Shareholder") of the Company hereby appoints, Harry Chew, a Director of the Company, or failing this person, Sonny Chew, a Director of the Company, or in the place of the foregoing, \_\_\_\_\_  
(print the name), as proxyholder for and on behalf of the Registered Shareholder with the power of substitution to attend, act and vote for and on behalf of the Registered Shareholder in respect of all matters that may properly come before the aforesaid meeting of the Registered Shareholders of the Company (the "Meeting") and at every adjournment thereof, to the same extent and with the same powers as if the undersigned Registered Shareholder were present at the said Meeting, or any adjournment thereof.

The undersigned Registered Shareholder hereby revokes any proxy previously given to attend and vote at said Meeting.

DATE SIGNED: \_\_\_\_\_

	For	Against	Withhold
1. To determine the number of Directors at three			
2. To elect as Director, Harry Chew			
3. To elect as Director, Sonny Chew			
4. To elect as Director, David J.L. Williams			
5. To appoint Manning Elliott as auditor of the Company			
6. To authorize the Directors to fix the Auditor's remuneration			
7. To grant the proxyholder authority to vote at his/her discretion on any other business or amendment or variation to the previous resolutions			

**SEE IMPORTANT INSTRUCTIONS ON REVERSE.**



# INSTRUCTIONS FOR COMPLETION OF PROXY

1. **This Proxy is solicited by the Management of the Company.**
  2. This form of proxy ("Instrument of Proxy") ***must be signed by you, the Registered Shareholder***, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and ***if executed by an attorney, officer, or other duly appointed representative***, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy.
  3. ***If this Instrument of Proxy is not dated*** in the space provided, authority is hereby given by you, the Registered Shareholder, for the proxyholder to date this proxy seven (7) calendar days after the date on which it was mailed to you, the Registered Shareholder, by Pacific Corporate Trust Company.
  4. ***A Registered Shareholder who wishes to attend the Meeting and vote on the resolutions in person***, may simply register with the scrutineers before the Meeting begins.
  5. ***A Registered Shareholder who is not able to attend the Meeting in person but wishes to vote on the resolutions***, may do the following:
    - (a) ***appoint one of the management proxyholders*** named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). Where no choice is specified by a Registered Shareholder with respect to a resolution set out in the Instrument of Proxy, a management appointee acting as a proxyholder will vote the resolution as if the Registered Shareholder had specified an affirmative vote;
- OR**
- (b) ***appoint another proxyholder***, who need not be a Registered Shareholder of the Company, to vote according to the Registered Shareholder's instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the meeting in the space provided for an alternate proxyholder. If no choice is specified, the proxyholder has discretionary authority to vote as the proxyholder sees fit.
6. ***The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any poll*** of a resolution that may be called for and, if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, if so authorized by this Instrument of Proxy, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or any other matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.
  7. If a Registered Shareholder has submitted an Instrument of Proxy, ***the Registered Shareholder may still attend the Meeting and may vote in person***. To do so, the Registered Shareholder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke, in writing, the prior votes.

***To be represented at the Meeting, voting instructions must be DEPOSITED at the office of "PACIFIC CORPORATE TRUST COMPANY" no later than forty eight ("48") hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof.***

***The mailing address of Pacific Corporate Trust Company is 10<sup>th</sup> Floor, 625 Howe Street, Vancouver, British Columbia, V6C 3B8, and its fax number is (604) 689-8144.***

# BI-OPTIC VENTURES INC. (the "Issuer")

## Request for Financial Statements

National Instrument 51-102 provides shareholders with the opportunity to elect annually to have their name added to the Issuer's supplemental mailing list in order to receive: (i) annual financial statements and MD&A and (ii) interim financial statements and MD&A of the Issuer. The documents will be accessible under the Issuer's profile at [www.sedar.com](http://www.sedar.com). However, if you wish to receive any such mailings, please check the applicable box below.

I wish to receive annual financial statements and MD & A

☐

I wish to receive interim financial statements and MD & A

☐

In anticipation of the ability to use electronic methods for communication between issuers and their shareholders, we are requesting that you provide us with your fax number and/or e-mail address. Please also indicate your preferred method of communication.

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### COMPLETE AND RETURN THIS FORM TO:

**Pacific Corporate Trust Company**  
**10<sup>th</sup> floor, 625 Howe Street**  
**Vancouver, British Columbia**  
**V6C 3B9**

NAME:

\_\_\_\_\_  
PLEASE PRINT

ADDRESS:

\_\_\_\_\_  
\_\_\_\_\_

POSTAL CODE:

\_\_\_\_\_

FAX:

\_\_\_\_\_

EMAIL ADDRESS:

\_\_\_\_\_

I confirm that I am the **BENEFICIAL** owner of \_\_\_\_\_ common shares of the Issuer.

I confirm that I am the **REGISTERED** owner of \_\_\_\_\_ common shares of the Issuer.

Method of Communication: \_\_\_\_ Fax \_\_\_\_ E-mail Notification \* \_\_\_\_ Mail (Postal)

\*If you have selected E-mail notification as your method of communication, you must also complete a "Consent to Electronic Delivery of Documents" form on the reverse.

SIGNATURE OF  
SHAREHOLDER:

\_\_\_\_\_  
DATE: \_\_\_\_\_

## CONSENT TO ELECTRONIC DELIVERY OF DOCUMENTS

1. I acknowledge that access to both Internet e-mail and the World Wide Web is required in order to access documents electronically. I may receive by e-mail notification of the availability of a document in electronic format. The notification e-mail may or may not contain the actual document. If not, the notification e-mail will contain a web address (or hyperlink) where the document can be found. By entering this address into my web browser, I can view, download and print the document from my computer.
2. I acknowledge documents distributed electronically may be distributed in Adobe's Portable Document Format (PDF). The Adobe Acrobat Reader software is required to view documents in PDF format. The Reader software is available free of charge from Adobe's web site at [www.adobe.com](http://www.adobe.com). The Reader software must be correctly installed on my system before I will be able to view documents in PDF format.
3. I acknowledge that I may receive at no cost from the deliverer(s) a paper copy of any documents delivered electronically if I contact the deliverer by regular mail (Suite 615, 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3).
4. For the above named issuer(s) the documents will be maintained for a minimum of 6 months and a maximum of 12 months from the date of posting to the web site. Specific cancellation dates will be noted on the documents themselves.
5. I understand that I will be provided with a paper copy of any document intended to be delivered electronically, if electronic delivery fails.
6. I understand that my consent may be removed or changed, including any change in electronic mail address to which documents are delivered at any time by notifying the deliverer of such revised or revoked consent by regular mail (Suite 615, 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3).
7. I understand that I am not required to consent to electronic delivery.

I have read and understand this "Consent to Electronic Delivery of Documents" form and consent to the electronic delivery of the documents listed above that the deliverer elects to deliver to me electronically, all in accordance with my instructions above.

DATED this \_\_\_\_ day of \_\_\_\_\_, 2005.

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Postal Address)

\_\_\_\_\_  
SIGNATURE OF SHAREHOLDER