

**PLAZACORP RETAIL PROPERTIES LTD.
MANAGEMENT INFORMATION CIRCULAR
FOR THE ANNUAL MEETING OF
SHAREHOLDERS TO BE HELD
ON MAY 23, 2007**

Shareholders who do not hold their common shares in their own name as registered shareholders, should read the information under the heading “Advice to Beneficial Shareholders” for an explanation of their rights.

This Management Information Circular is furnished in connection with the solicitation of proxies by the management of Plazacorp Retail Properties Ltd. (the “Corporation”) for use at the Annual Meeting of holders of common shares (“Common Shares”) of the Corporation (the “Meeting”) to be held in the Petitcodiac Room of the Crowne Plaza Lord Beaverbrook Hotel, 659 Queen Street, Fredericton, New Brunswick on Wednesday, May 23, 2007, at 10:00am (local time) and any adjournment thereof. The information contained herein is as of April 5, 2007 unless otherwise stated.

SOLICITATION OF PROXIES

The solicitation of proxies will be primarily by mail but proxies may also be solicited personally or by telephone by regular employees of the Corporation without special compensation or by such agents as the Corporation may appoint. The cost of solicitation will be borne by the Corporation. The Corporation may also pay brokers or nominees holding Common Shares in their names or in the names of their principals for their reasonable expenses in sending solicitation materials to their principals.

To be effective, proxies in relation to the Meeting must be received by CIBC Mellon Trust Company, Corporate Trust Department, 600 The Dome Tower, 333 - 7th Avenue S.W., Calgary, Alberta T2P 2Z1 no later than 48 hours before the Meeting or any adjournment thereof.

RECORD DATE

The Corporation will prepare a list of Shareholders of record at the close of business on April 9, 2007 (the “Record Date”). A holder of Common Shares of the Corporation (“Shareholder”) named on that list will be entitled to vote the Common Shares then registered in such holder’s name, except to the extent that (a) the holder has transferred the ownership of any of his Common Shares after that date, and (b) the transferee of those Common Shares produces a properly endorsed share certificate, or otherwise establishes that he owns the Common Shares, and demands not later than the close of business, ten (10) days before the Meeting, that his name be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote his Common Shares at the Meeting.

Holders of Common Shares are entitled to one vote at the meeting for each Common Share held, except as otherwise provided herein.

APPOINTMENT AND REVOCATION OF PROXIES

A Shareholder has the right to appoint a person (who need not be a Plazacorp Shareholder), other than persons designated in the form of proxy accompanying this Circular, as nominee to attend at and act for and on behalf of such Shareholder at the Meeting, as the case may be, and may exercise such right by inserting the name of such person in the blank space provided on the form of proxy applicable to that meeting. If a Shareholder appoints a person designated in the form of proxy as nominee and does not direct the said nominee to vote in favour of or against, or to vote or withhold from voting on, as the case may be, any matter or matters with respect to which an opportunity was given to specify how the Common Shares registered in the name of such Shareholder may be voted, the proxy shall be voted in favour of such matter or matters.

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is completed and delivered to CIBC Mellon Trust Company, Corporate Trust Department, 600 The Dome Tower, 333 - 7th Avenue S.W., Calgary, Alberta T2P 2Z1 no later than 48 hours before the Meeting or any adjournment thereof.

Revocation of Proxies

Proxies given by Shareholders for use at the Meeting may be revoked at any time prior to their use. Subject to compliance with the requirements described in the following paragraph, the giving of a proxy will not affect the right of a Shareholder to attend and vote in person at the relevant meeting.

In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the security holder or his attorney duly authorized in writing, or, if the security holder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized and deposited either at the offices of CIBC Mellon Trust Company, Corporate Trust Department at the aforesaid address, at any time up to and including 4:30 p.m. on the last business day preceding the day of such meeting, or any adjournment thereof, at which the proxy is to be used, or, with the Chairman at the relevant meeting on the day of such meeting or any adjournment thereof, and upon any such deposit, the proxy is revoked.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold their Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to in this Circular as "Beneficial Shareholders") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If the Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those shares will not be registered in the Shareholder's own name on the records of the Corporation. Such Common Shares will more likely be registered in the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of shares are registered in the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for the broker's clients. Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

Applicable regulatory policy requires brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. In certain cases, the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is identical to the Proxy provided to Registered Shareholders, however, its purpose is limited to instructing the Registered Shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

Beneficial Shareholders fall into two categories - those who object to their identity being made known to the issuers of securities which they own ("Objecting Beneficial Owners", or "OBOs") and those who do not object to their identity being made known to the issuers of the securities they own ("Non-Objecting Beneficial Owners", or "NOBOs"). Subject to the provisions of National Instrument 54-101- Communication with Beneficial Owners of Securities of Reporting Issuers ("NI 54-101") issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly to such NOBOs.

The Corporation's beneficial shareholders can expect to be contacted by their brokers or their broker's agents as set out above.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.

All references to Shareholders in this Circular and the accompanying form of Proxy and Notice of Meeting are to Shareholders of record unless specifically stated otherwise. Where documents are stated to be available for review or inspection, such items will be made available upon request to registered Shareholders who produce proof of their identity.

VOTING OF PROXIES

The persons named in the enclosed form of proxy have been selected by the directors of the Corporation and have indicated their willingness to represent as proxy the Shareholder who appointed them. Each Shareholder may instruct his proxy how to vote his Common Shares by completing the blanks on the proxy form.

Shares represented by properly executed proxy forms in favour of the person designated on the enclosed form will be voted for, against or withheld from voting (as the case may be), in accordance with the instructions given on the proxy forms. In the absence of such instructions, such Common Shares will be voted "FOR" the election or re-election as Directors of those nominees of Management listed in the Circular, "FOR" the re-appointment of KPMG LLP Chartered Accountants as auditors of the Corporation, and "FOR" the ratification of the Corporation's Stock Option Plan.

The enclosed proxy form confers discretionary authority upon the persons named therein with respect to amendments and variations to matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. As at April 5, 2007, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation has authorized share capital consisting of an unlimited number of Common Shares without nominal or par value, of which 43,277,208 Common Shares are issued and outstanding and 1,288,220 Common Shares are reserved for the issuance on the exercise of directors', management, employees' and agent's stock options as of April 5, 2007. In addition, the Corporation is authorized to issue an unlimited number of preferred shares, none of which are currently issued.

The following table lists those persons and companies who own of record or are known to the Corporation to own beneficially, directly or indirectly, more than 10% of the issued and outstanding Common Shares of the Corporation as at April 5, 2007.

Name	Number of Shares owned	Percentage of Total Shares Outstanding
Earl Brewer	5,557,303	12.84%(1)
Michael Zakuta	8,521,976	19.69% (2)
Richard Hamm	6,398,294	14.78% (3)

(1) Earl Brewer, Chairman of the Corporation, owns 5,557,303 Common Shares (12.84%) either directly or indirectly through his controlling or proportionate share interest in other registered Shareholders of the Corporation, including Berak Investments Ltd. Berak Investments Ltd. holds 4,834,050 Common Shares or 11.17%.

(2) Michael Zakuta, President and Chief Executive Officer of the Corporation, owns or controls beneficially 8,521,976 (19.69%) Common Shares either directly or indirectly through his controlling or proportionate share interest in other registered Shareholders of the Corporation, including Les Immeubles Plaza Z-Corp Inc. Les Immeubles Plaza Z-Corp Inc. holds 6,052,251 Common Shares or 13.98%.

(3) Richard Hamm, former President and Chief Executive Officer of the Corporation, owns 6,398,294 Common Shares (14.78%) either directly or indirectly through his controlling or proportionate share interest in other registered Shareholders of the Corporation.

MATTERS TO BE ACTED UPON AT THE MEETING

1. Election of Directors:

Action is to be taken at the meeting with respect to the election of directors. The Board of Directors presently consists of seven (7) members. These directors will hold office until the end of the Meeting or until a successor is elected or appointed. It is proposed that at the Meeting the Shareholders of the Corporation that seven (7) directors be re-elected to hold office until the next annual meeting or until their successors are elected or appointed.

It is the intention of the management designees, if named as proxy, to vote for the re-election of the following persons to the Board of Directors unless otherwise directed. If for any reason any of the proposed nominees does not stand for election or is unable to serve as such, the management designees, if named as proxy, reserve the right to vote for any other nominee in their sole discretion unless the Shareholder has specified in his or her proxy that his or her Common Shares are to be withheld from voting on the election of directors.

Under cumulative voting, applicable to the Corporation as provided in the *Business Corporations Act* (New Brunswick) (the “NB BCA”), each holder of Common Shares entitled to vote for the election of Directors may cast a number of votes equal to the number of votes attached to the Common Shares held by that Shareholder multiplied by the number of Directors to be elected (up to seven), and the Shareholder may cast all votes in favour of one candidate or distribute them among the candidates in any manner.

Where a Shareholder has voted for more than one candidate without specifying the distribution of votes among candidates, the Shareholder will be deemed to have divided the votes equally among the candidates for whom the Shareholder voted.

On any ballot that may be called for the election of Directors, the persons named in the enclosed form of proxy intend to cast the votes to which the Common Shares represented by such proxy are entitled equally among all the proposed nominees whose names are set forth below, unless the Shareholder who has given the proxy has directed that the Common Shares be withheld from voting in the election of Directors. If a Shareholder desires to distribute votes otherwise than equally among the nominees for whom the Shareholder has directed persons in the enclosed form of proxy to vote, the Shareholder must do so personally at the Meeting or by another acceptable form of proxy.

If there are only seven nominees, management intends to request the Shareholders to pass a resolution permitting all the nominees whose names are set forth in the table below to be elected by a single resolution. In such event, the persons named in the enclosed form of proxy intend to rely on the discretionary authority granted to vote for such a resolution.

Unless the Shareholder specifies in the enclosed form of proxy that the Common Shares represented by the proxy are to be withheld from voting in the election of Directors, the person named in the form of proxy shall vote the Common Shares represented by the proxy in favour of the election or re-election of the persons whose names are set forth below.

The following information relating to the nominees as directors is based partly on the Corporation’s records and partly on information received by the Corporation from the nominees, and sets forth the name and municipal address of each of the persons proposed to be nominated for election as a director, their current principal occupation, all other positions and offices in the Corporation held by him or her, the year in which they were first elected a director and the number of Common Shares of the Corporation that they have advised are beneficially owned, directly or indirectly, or over which they exercise control or direction.

Directors	Position Presently Held	Principal Occupation	Director Since	Common Shares Beneficially Owned or controlled as April 5, 2007
Earl A. Brewer, Fredericton, New Brunswick	Chairman and Director	Chairman, Plazacorp Retail Properties Ltd. and Plaza Atlantic Limited, Chairman of Greenarm Management Ltd., and Secretary and Principal of Greenarm Corporation.	Incorporation	5,557,303 (12.84%) (3)
Richard Hamm, Toronto, Ontario	Former President and CEO and Director	Former President and Chief Executive Officer of Plazacorp Retail Properties Ltd, Principal of Stepp Three Holdings Ltd. and Partner in Bluewater/Chescott Investment Management Ltd.	Incorporation	6,398,294 (14.78%) (4)

Michael A. Zakuta, Beaconsfield, Quebec	President & CEO and Director	President and Chief Executive Officer of Plazacorp Retail Properties Ltd. and Plaza Atlantic Limited. Real estate developer and entrepreneur since 1986 through various private companies of which he is a principal shareholder and officer.	Incorporation	8,521,976 (19.69%) (5)
Stephen Johnson, Toronto, Ontario (1) (2)	Director	President and CEO of Canadian Real Estate Investment Trust.	Incorporation	296,875 (<1%)
Edouard F. Babineau, Charlottetown, Prince Edward Island (1)(2)	Director	President and CEO of Babineau Holdings Ltd.	April 21, 2004	429,933 (1%) (6)
Barbara Trenholm, FCA Fredericton, New Brunswick (1) (2)	Director	Professor at the University of New Brunswick Faculty of Administration. Board member of Atomic Energy of Canada. Member of the Institute of Corporate Directors.	March 1, 2005	21,060 (<1%) (7)
Denis Losier, Moncton, New Brunswick	Director	President and Chief Executive Officer of Assumption Mutual Life Insurance Company of Moncton. (September 1, 1994 to Present) Chairman of Assumptions Life's subsidiaries and Louisbourg Investments. Board member of Canadian National, NAV Canada, Enbridge Gas NB.	April 5, 2007	0 (0%)

Notes:

- (1) Member of the Audit Committee, being an independent director and considered to be financially literate
- (2) Member of the Corporate Governance Committee
- (3) Earl Brewer, Chairman of the Corporation, owns 5,557,303 Common Shares (12.84%) either directly or indirectly through his controlling or proportionate share interest in other registered Shareholders of the Corporation, including Berak Investments Ltd. Berak Investments Ltd. holds 4,834,050 Common Shares or 11.17%. Earl Brewer also owns or controls an investment in various series of Plazacorp Convertible Debentures which may be convertible to 34,500 Common Shares at any time.
- (4) Richard Hamm, former President and Chief Executive Officer of the Corporation, owns 6,398,294 Common Shares (14.78%) either directly or indirectly through his controlling or proportionate share interest in other registered Shareholders of the Corporation.
- (5) Michael Zakuta, President and Chief Executive Officer of the Corporation, owns or controls beneficially 8,521,976 Common Shares (19.69%) either directly or indirectly through his controlling or proportionate share interest in other registered Shareholders of the Corporation, including Les Immeubles Plaza Z-Corp Inc. Les Immeubles Plaza Z-Corp Inc. holds 6,052,251 Common Shares or 13.98%. Michael Zakuta also owns or controls an investment in various series of Plazacorp Convertible Debentures which may be convertible to 137,500 Common Shares at any time.
- (6) Edouard Babineau owns or controls an investment in various series of Plazacorp Convertible Debentures which may be convertible to 50,000 Common Shares at any time.
- (7) Barbara Trenholm owns or controls an investment in various series of Plazacorp Convertible Debentures which may be convertible to 25,000 Common Shares at any time.

2. Appointment of Auditors:

The Board of Directors and the management of the Corporation propose that the firm of KPMG LLP Chartered Accountants be re-appointed as auditors of the Corporation to hold office until the next annual meeting of Shareholders, at a remuneration to be fixed by the Audit Committee of the Board of Directors of the Corporation. KPMG LLP Chartered Accountants have been the auditors of the Corporation since their appointment at the annual shareholder's meeting held on April 21, 2004.

The Corporation is relying upon the exemption under Section 6.1 of National Instrument 52-110 in respect of auditor-related disclosures. The Corporation has not relied upon exemptions under Section 2.4 or Part 8 of the Instrument.

The Corporation's Audit Committee Charter can be found on the Corporation's website at

www.plaza.ca or on SEDAR at www.sedar.com.

The Board of Directors has adopted all recommendations of the Audit Committee on the appointment and compensation of the external auditor.

Audit Committee Pre-Approval Policy

The Corporation and its subsidiaries will not engage its auditors for any prohibited service as defined by regulation. The Audit Committee will consider the pre-approval of permitted services to be performed by the external auditor in each of the following broad categories:

A. *Audit Services*

The Audit Committee will pre-approve all Audit Services provided by the auditor through their recommendation of the firm as shareholders' auditors at the Corporation's annual meeting and through the Audit Committee's review of auditor's annual Audit Plan.

B. *Pre-Approval of Audit Related, Tax and Other Non-Audit Services*

Periodically, the Audit Committee updates a list of Pre-Approved Services and pre-approves services that are recurring or otherwise reasonably expected to be provided. The Audit Committee will be subsequently informed quarterly of the services on the attached list for which the auditor has been actually engaged. Any additional requests for pre-approval will be addressed on a case-by-case specific engagement basis as described below.

The Corporation's employee requiring a service will submit the request to the Chief Financial Officer. The request for service includes a description of the service, the estimated fee, a statement that the service is not a Prohibited Service and the reason the auditor is being engaged.

For services, where the aggregate fees are estimated to be less than or equal to \$10,000, recommendations, in respect of each engagement, will be submitted by the Chief Financial Officer to the Chairperson of the Audit Committee for consideration and approval. The full Audit Committee will subsequently be informed of the service, at its next meeting. The engagement may commence upon approval of the Chairperson. For services, where the aggregate fees are estimated to be greater than \$10,000, recommendations, in respect of each engagement, will be submitted by the Chief Financial Officer to the full Audit Committee for consideration and approval, generally at its next meeting or at a special meeting called for the purpose of approving such services. The engagement may commence upon approval of the full Committee.

Auditor Fees – Fiscal Year Ending December 31, 2006 and October 31, 2005

The fees expensed by the Corporation by KPMG LLP are as follows:

	2006 (14 months)	2005 (12 months)
Fees billed for audit services	\$212,052	\$151,002
Fees billed for audit related services (reviews of subsidiary corporations and joint-ventures)	23,368	23,295
Fees billed for non-audit services (accounting policy reviews and transaction assistance)	<u>13,100</u>	<u>4,700</u>
TOTAL	\$248,520	\$178,997

Unless the Shareholder specifies in the enclosed form of proxy that the Common Shares represented by such proxy are to be withheld from voting for the appointment of auditors, the persons named in the enclosed form of proxy shall vote the Common Shares represented by the proxy in favour of the reappointment of KPMG LLP Chartered Accountants as auditors of the Corporation to hold office until the close of the annual meeting of Shareholders next following the Meeting and to authorize the Audit Committee of the Board of Directors to fix the auditors' remuneration.

3. Approval of the Stock Option Plan:

The Corporation received formal approval by its Shareholders of its revised Stock Option Plan at the Corporation's most recent Annual Meeting in 2006. Because the Plan is a "rolling" stock option plan, the Corporation is required to seek approval of the Plan on an annual basis from its Shareholders in accordance with the requirements of the TSX Venture Exchange, Policy 4.4, para. 2.9(b).

Description of the Plan

The principal features and terms of the Plan are as follows:

- (1) The Plan is a "rolling" stock option plan. This means that the aggregate number of Common Shares which may be subject to option at any one time may not exceed 10% of the issued shares of the Corporation as of that date. This also means that, if options that are outstanding under the Plan are exercised, additional options can be granted so long as the total, with the new options, does not exceed 10% of the issued Common Shares of the Corporation on that date. Given the nature of a "rolling" stock option plan, the Corporation is required to seek Shareholder approval of the Plan at each annual shareholders' meeting;
- (2) When the options are exercised, their exercise price may not be less than the discounted market price (as defined under the Policies of the TSX Venture Exchange);
- (3) Options may not be granted to any one optionee which would exceed 5% of the issued Common Shares of the Corporation in any 12 month period;
- (4) No more than 2% of the issued Common Shares of the Corporation may be optioned at any one time to consultants or investor relations agents of the Corporation;
- (5) Options may not be granted for a term exceeding 5 years if the Corporation is a Tier 2 issuer and 10 years if the Corporation is a Tier 1 issuer (the Corporation is currently a

- Tier 2 issuer);
- (6) Options granted under the Plan may not be assigned by the optionees;
 - (7) If the optionholder ceases to be a director, officer, employee or consultant of the Corporation or any of its subsidiaries or affiliates or of a company providing management services to the Corporation, the option granted to the optionholder may be exercised only within 90 days next succeeding the date the optionholder ceased to be a director, officer, employee or consultant, to the extent that the optionholder was entitled to exercise it at the date of such cessation. If the person was engaged in investor relations activities, the options will expire 30 days after such person ceases to be employed to provide investor relations services;
 - (8) In the event of death of an optionholder, the options previously granted to the optionholder shall be exercisable by the person or persons to whom the optionholder's rights under the option shall pass by the optionholder's will or laws of descent at any time up to and including 12 months following the death of the optionholder or the expiry of the option, whichever occurs first;
 - (9) In the event of the sale of all or substantially all of the property and assets of the Corporation prior to the expiry time of an option, such option may be exercised at any time up to and including 30 days following completion of the date of such sale or prior to the expiry of the option. In the event the Corporation's Shareholders receive a "take-over" bid, such that if successful the offeror would as a result of such take-over bid beneficially own more than 50% of the outstanding Common Shares of the Corporation, the optionholder would be entitled to an acceleration right to exercise their options, not otherwise vested, for the sole purpose of accepting such bid, up to the date of the successful bid at which time the acceleration right would cease.

Given that the Plan is of a "rolling" nature, the 10% cap on available stock options is continually changing. As of April 5, 2007, the total possible number of available stock options under the Plan shall not exceed 4,327,721 options, of which 1,288,220 options are currently outstanding.

A copy of the Plan can be obtained from the Corporation upon request.

Approvals Required

At the Meeting, Shareholders will be requested to approve a resolution approving the maximum number of available stock options currently available under the Plan, being 4,327,721 options. The form of this resolution is attached as Appendix "A" to this Information Circular. Approval of this resolution requires the affirmative vote of a majority of the Shareholders present or represented by proxy at the Meeting. **Unless the Shareholder s pecified in the enclosed form of proxy that the persons named in the form of proxy are to vote against this resolution, the persons named in the form of proxy shall vote the Share represented by the proxy in favour of the resolution.**

EXECUTIVE REMUNERATION

1. Compensation of Executive Officers

There has been no compensation paid to executive officers of the Corporation in this fiscal year other than as specifically outlined below (also see “Stock Options Granted”, “Management Agreement” and “Directors Fees”).

The following table provides a summary of compensation earned for the last three (3) fiscal years by the Corporation’s Chairman, President and Chief Executive Officer, former President and Chief Executive Officer, Chief Financial Officer, and Secretary and Corporate Counsel.

Name and Principal Positions	Year (1)	Annual Compensation			Long Term Compensation Awards		
		Salary (\$)	Bonus (\$)	Other Annual Compensation	Securities Granted Under Options Granted (#)	Restricted Shares or Restricted Share Units (\$)	All Other Compensation (\$)
Earl Brewer Chairman (1)(2)(4)	2006	87,952	184,416	-	-	-	-
	2005	63,056	-	-	-	-	-
	2004	64,968	-	-	-	-	-
Michael Zakuta President and Chief Executive Officer(1)(2)(3)	2006	174,486	184,416	-	-	-	-
	2005	115,749	-	-	-	-	-
	2004	64,968	-	-	-	-	-
Richard Hamm Former President & Chief Executive Officer (1)	2006	-	-	-	-	-	-
	2005	50,000 (6)	-	-	-	-	-
	2004	100,000	-	-	-	-	-
Peter Sheehan Chief Financial Officer(1)(2)(5)	2006	156,966	41,678	-	-	-	-
	2005	103,922	37,834	-	125,000	-	-
	2004	87,165	11,261	-	-	-	-
James Petrie Secretary & Corporate Counsel(1)(2)(5)	2006	122,353	37,990	-	-	-	-
	2005	75,547	12,611	-	125,000	-	-
	2004	42,337	-	-	-	-	-

- (1) The year ended December 31, 2006 represents 14 months pursuant to a change in year end by the Corporation
- (2) Messrs Zakuta, Brewer, Sheehan and Petrie are executive officers of Plazacorp Retail Properties and are paid by Plaza Atlantic Ltd., the property manager for the Corporation for their duties as officers of Plazacorp Retail Properties Ltd. The compensation above, excluding stock option compensation, represents an allocation of amounts paid to each named executive officer from Plaza Atlantic based on revenue earned by Plaza Atlantic Ltd from Plazacorp Retail Properties as a percentage of the total revenue earned by Plaza Atlantic Limited.
- (3) In addition to allocated amounts from Plaza Atlantic Limited, Michael Zakuta received \$51,000 directly from Plazacorp in 2005 for his duties as Chief Executive Officer. On November 1, 2005, this direct compensation ceased freely and voluntarily by Michael Zakuta by agreement with the Plazacorp Board of Directors.
- (4) Earl Brewer, Chairman receives no direct compensation from Plazacorp Retail Properties Ltd.
- (5) During 2005 Messrs Sheehan and Petrie were each granted stock options to purchase 125,000 common shares at \$1.72 per share, the market price on the date of grant.
- (6) Richard Hamm resigned as President and Chief Executive Officer effective April 20, 2005

2. Management Agreement

The Corporation has entered into a Management Agreement with Plaza Atlantic Limited, a corporation owned directly and indirectly by Earl Brewer (Director and Chairman of Plazacorp Retail Properties Ltd.), Paul Leger (former Director of Plazacorp Retail Properties Ltd.) and Michael Zakuta (Director and President & Chief Executive Officer of Plazacorp Retail Properties Ltd.), whereby Plaza Atlantic Limited has been retained to provide property management and other property related services including leasing and marketing, acquisitions, financing, development and dispositions for the Corporation. During the fiscal year ended December 31, 2006 \$4,943,636 in fees at competitive market rates were billed by Plaza Atlantic Limited. Plaza Atlantic Limited subcontracts some of its duties under the Management Agreement between the Corporation and Plaza Atlantic Limited with Les Immeubles Plaza Z-Corp Inc., a company controlled by Michael Zakuta. Details of the fees structure under the Management Agreement can be found in the Corporation's Consolidated Financial Statements for the 14 months ended December 31, 2006 and the Management Discussion and Analysis which are filed under SEDAR at www.sedar.com.

4. Stock Options Granted

The Corporation has a Stock Option Plan (the 'Plan') whereby the Board of Directors may allocate non-transferable options to purchase Common Shares to directors, officers, employees and consultants of the Corporation and its subsidiaries or affiliates. The aggregate number of Common Shares to be issued upon exercise of options granted under the Plan shall not exceed the maximum number of Common Shares permitted to be issued under the rules of any stock exchange on which the Common Shares are then listed or other regulatory body having jurisdiction. The Plan provides that the exercise price of the Common Shares covered by each option shall be determined by the Board of Directors and shall not be less than the price permitted by any stock exchange on which the Common Shares are then listed or by any regulatory body having jurisdiction.

Under the Plan, the options are non-transferable and, if not exercised, will expire one year following the date the optionee ceases to be a director or hold an office of the Corporation or an employee of the Corporation or its affiliates by reason of death, or 90 days after ceasing to be a director, officer or employee of the Corporation or its affiliates for any reason other than death.

On February 3, 2005, the Board of Directors granted 1,585,000 stock options to certain directors and officers and employees of the Corporation and its subsidiaries or affiliates pursuant to the Plan (the "Series 3 Options"). On April 15, 2005, the Board granted a further 30,000 stock options to a director, Barbara Trenholm (also included in the "Series 3 Options"). The Series 3 Options vest in even tranches over the first, second and third anniversaries of the grant date. None of these options were granted to related directors namely Earl Brewer, Richard Hamm and Michael Zakuta.

On April 12, 2006, the Board of Directors granted 100,000 stock options to certain employees of the Corporation and its subsidiaries or affiliates pursuant to the Plan (the "Series 4 Options"). The Series 4 Options vest in even tranches over the first, second and third anniversaries of the grant date. None of these options were granted to a director or officer of Plazacorp.

As at April 5, 2007, no options have been granted by the Corporation since April 12, 2006.

Any options granted previous to February 3, 2005 have either been exercised or have expired.

The following table details the options that are outstanding as at the end of December 31, 2006. :

Plan Category	Number of securities to be issued upon the exercise of outstanding options (#)	Weighted-average exercise price of outstanding options. (\$ per share (1))	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (# (2))
Equity compensation plans approved by security holders.	1,450,752	\$1.79	2,757,911

(1) Calculated with 1,330,752 options outstanding with exercise price of \$1.72 and expiry date of February 2, 2010 and 20,000 options outstanding with exercise price of \$1.85 and expiry date of April 14, 2010 and 100,000 options outstanding with exercise price of \$2.75 and expiry date of April 11, 2011.

(2) Based on number of shares outstanding as at December 31, 2006 of 42,086,628

The following table sets out information with respect to all options of the Corporation exercised by the directors and executive officers during the most recently completed financial year of the Corporation and all options held and outstanding by the directors and executive officers on December 31, 2006.

Name	Securities Acquired on Exercise(#)	Aggregate Value Realized	Unexercised Options at Financial Year End		Value of Unexercised in the Money Options at Financial Year End.	
			Exercisable/Unexercisable (#)		Exercisable/Unexercisable (\$ (1))	
Edouard Babineau	25,000	75,750	-	50,000	-	146,500
Earl Brewer	-	-	-	-	-	-
Richard Hamm	-	-	-	-	-	-
Stephen Johnson	-	-	25,000	50,000	73,250	146,500
Willard L'Heureux	75,000	72,750	-	-	-	-
Barbara Trenholm	10,000	9,000	-	20,000	-	56,000
Michael Zakuta	-	-	-	-	-	-
Peter Sheehan	-	-	41,667	83,333	122,083	244,167
Jamie Petrie	18,650	18,434	23,017	83,333	67,439	244,167

(1) Calculated using a closing share price of \$4.65 as at December 31, 2006

4. Retirement Plans

The Corporation has no retirement plans, pension plans or other forms of funded or unfunded retirement compensation and none are proposed at this time.

5. Compensation of Directors and Directors and Officers Liability Insurance

The Corporation has a current policy of paying its independent directors the following compensation:

- (a) \$7,000 per year for annual director's fees.
- (b) \$500 for attendance at each in-person Board or Committee meeting
- (c) \$250 for participation in each conference call relating to Board or Committee meetings
- (d) Any independent director who acts as the Chair of the Audit Committee or the Chair of the Corporate Governance Committee receives an additional \$3,000 per year
- (e) The Corporation may also grant stock options for independent directors where it is deemed in the best interest of the Corporation
- (f) The Corporation also pays for all reasonable expenses for all directors relating to Board or Committee meetings.

The following table represents the compensation paid to certain directors during the last fiscal year for participation at Directors' meetings. The related directors, namely Earl Brewer, Richard Hamm and Michael Zakuta, did not receive any such compensation.

	Compensation paid during the 14 months ended December 31, 2006 (3)
Stephen Johnson	\$11,000
Edouard F. Babineau (1)	\$13,000
Willard J. L'Heureux (4)	\$5,500
Barbara Trenholm (2)	\$15,500

(1) Includes \$1,500 fees paid for Chairing Audit Committee

(2) Includes \$3,000 fees paid for Chairing Audit Committee

(3) Excludes employer portion CPP

(4) Willard J. L'Heureux resigned from the Board effective April 12, 2006

The Corporation has entered into a directors and officers liability insurance policy for the benefit of the directors and officers of the Corporation and its subsidiaries. The annual limit for claims under the policy is \$2,000,000, subject to a per claim deductible of \$50,000. The annual premium paid by the Corporation under the policy is \$19,855 and the current coverage under the policy continues in effect until December 31, 2007.

6. Employment Contracts and Termination of Employment

On February 10th, 2006 the Corporation entered into a formal employment agreement with Michael Zakuta to serve as President and Chief Executive Officer commencing April 20, 2005. Under the terms of the employment contract Michael Zakuta has freely and voluntarily agreed to provide his services without salary, bonuses, benefits or any other form of compensation. Under the agreement Plazacorp recognizes that Michael Zakuta is a part-owner and President of Plaza Atlantic Limited and its subcontractor, Les Immeubles Plaza Z-Corp both of which provide management services to Plazacorp. The compensation received by Michael Zakuta in these capacities is disclosed in the table under Compensation of Executive Officers.

Other than the agreement with Michael Zakuta described above, there were no other formal

employment agreements signed at the end of fiscal year with any other Named Executive Officer.

There is no compensatory plan, contract or arrangement where a Named Executive Officer (including the employment agreement with Michael Zakuta described above), was entitled to receive more than \$100,000 from the Corporation or its subsidiaries, including periodic payments or instalments, in the event of:

- a) resignation, retirement or any other termination of the Named Executive Officer's employment with the Corporation or any of its subsidiaries
- b) a change in control of the Corporation or any of its subsidiaries; or
- c) a change in the Named Executive Officer's responsibilities following a change in control.

7. Indebtedness of Directors and Executive Officers

No proposed nominee, director, executive officer or any of their respective associates or affiliates is or has been since incorporation indebted to the Corporation, nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Corporation or any of its subsidiaries.

OTHER MATTERS COMING BEFORE THE MEETING

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting; the Common Shares represented by proxy solicited hereby will be voted on such matters in accordance with the best judgment of the person voting such proxy.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

The Corporation has entered into a Management Agreement with Plaza Atlantic Limited, a corporation owned directly and indirectly by Earl Brewer (Director and Chairman of the Corporation), Paul Leger (Former Director of the Corporation) and Michael Zakuta (Director and President and Chief Financial Officer of the Corporation), whereby Plaza Atlantic Limited has been retained to provide property management and other property related services including leasing and marketing, acquisitions, financing, development and dispositions for the Corporation. During the 14 months ended December 31, 2006, \$4,943,636 in fees at competitive market rates were billed by Plaza Atlantic Limited. Plaza Atlantic Limited subcontracts some of its duties under the Management Agreement between the Corporation and Plaza Atlantic Limited with Les Immeubles Plaza Z-Corp Inc., a company controlled by Michael Zakuta. Details of the fees structure under the Management Agreement can be found in the Corporation's Consolidated Financial Statements for the year ended December 31, 2006 and the Management Discussion and Analysis which are filed under SEDAR at www.sedar.com.

CORPORATE GOVERNANCE FORM 58-101F1

Plazacorp’s Board of Directors recognizes that its investors and other stakeholders significantly value effective corporate governance and that good governance contributes to effective and efficient decision making. The Board intends to ensure that its corporate governance practices are reviewed annually to ensure that they are appropriate and in keeping with current practices.

Board of Directors

The Corporation’s Board presently consists of seven (7) directors of whom the Board considers four (4) to be independent directors.

Independence

Proposed Directors	Independence Status
Edouard Babineau	Independent
Earl Brewer	Non – independent
Richard Hamm	Non – independent
Stephen Johnson	Independent
Denis Losier	Independent
Barbara Trenholm	Independent
Michael Zakuta	Non – independent

Earl Brewer is considered to be a non-independent director because he holds an executive officer position as Chairman of the Board.

Michael Zakuta is considered to be a non-independent director because he holds an executive officer position of President and Chief Executive Officer

Richard Hamm is considered to be a non-independent director because he held within the last three years an executive officer position as President and Chief Executive Officer.

The remaining proposed directors are considered to be independent as they or their immediate family members:

- a) are not employees or executive officers of the Corporation
- b) are not employed by the Corporation’s external auditor
- c) have no significant business or other relationship with the Corporation or its affiliates
- d) do not receive remuneration from the Corporation in excess of the directors’ fees.

Other Public Entity Directorships

Stephen Johnson is presently a Trustee of The Canadian Real Estate Investment Trust.
Denis Losier is presently a Director for Canadian National, NAV Canada, and Enbridge Gas NB

Board Meetings and Attendance Records

The following summarizes the attendance of each director at the Board and Committee meetings held during the year.

	Board of Directors Meetings	Audit Committee Meetings	Corporate Governance Committee Meetings
Edouard F. Babineau	4 of 4	5 of 5	N/A
Earl Brewer (2)	4 of 4	5 of 5	N/A
Richard Hamm	4 of 4	N/A	2 of 2
Stephen Johnson	2 of 4	4 of 5	2 of 2
Willard J. L'Heureux (1)	1 of 4	2 of 5	N/A
Denis Losier (3)	N/A	N/A	N/A
Barbara Trenholm	4 of 4	5 of 5	2 of 2
Michael Zakuta (2)	4 of 4	5 of 5	N/A

(1) Willard J. L'Heureux resigned from the Board effective April 12, 2006

(2) Earl Brewer and Michael Zakuta attended the Audit Committee meetings in ex-officio capacity.

(3) Denis Losier was appointed to the Board of Directors on April 5, 2007

Chairman of the Board

The Chairman of the Board is Earl Brewer. Mr. Brewer is not an independent director. The Chair of the Corporate Governance Committee, Edouard Babineau, is a director who is considered to be independent and acts as the lead independent director.

Meetings of Independent Directors

In the past, independent directors of the Corporation did not hold meetings separate from the non-independent directors. Since all of the Corporation's independent directors are members of the Corporate Governance Committee, beginning on April 5, 2007, each Corporate Governance Committee meeting will hold *in camera* sessions attended by all independent directors in order to facilitate a candid discussion without participation from management.

Board Mandate

The Board adopted its Board Mandate as part of its Corporate Governance Committee Charter on February 10, 2006 and updated it on April 5, 2007 separating it into its own document. The Board Mandate is available on SEDAR at www.sedar.com or the Corporation's web site www.plaza.ca. A copy may also be obtained upon request from the Corporate Secretary.

Position Descriptions

Within the employment agreement with Michael Zakuta, the Corporation has developed a written position description for the Chief Executive Officer.

Position descriptions for the Chairman of the Board and each Committee Chair were approved by the Board of Directors on April 5, 2007 and are available on SEDAR at www.sedar.com or may be obtained upon request from the Corporate Secretary.

Orientation and Continuing Education

The Corporate Governance Committee maintains the responsibility for Orientation and Continuing Education for its new and existing Board members.

Upon appointment to the Board of Directors, new directors meet with the Corporation's CEO, CFO and Corporate Counsel to discuss the various aspects of the Corporation's business. In

addition, the directors are given a tour of selected assets by the Corporation's operating executives. The directors also meet with the Corporation's auditors if the new director is joining the Audit Committee.

The Board of Directors is committed to four (4) in-person meetings per year, one to be held in each fiscal quarter. At least one of those meetings is typically held in a location which allows the Board to tour one or more of the Corporation's significant new assets.

Because the Corporation is a real estate development company, the Board is provided, on a quarterly basis, with a list of descriptions of all purchases and financings related to the business and occurring within the previous quarter. The CEO also informally keeps the Board members advised of any significant business deals being transacted between Board meetings.

Beginning in 2007, annually Board members will be provided with a director's binder which includes a copy of the most current management information circular, annual report, Board Mandate, Code of Business Conduct and Ethics, Committee Charters, the Disclosure Policy and copies of minutes of the last four (4) Board and committee meetings, information on properties currently owned and any other general information about the Corporation.

Prior to each Board meeting, a formal package is distributed including an agenda and supporting documents that is used to educate and inform the directors of matters to be acted upon at the meeting.

The Board shall be regularly educated in new developments in corporate governance matters by the Corporate Governance Committee, the Corporation's auditors and the Corporate Counsel.

Ethical Business Conduct

The Board of Directors has adopted a written code of Business Conduct and Ethics on February 10, 2006 for the Corporation's directors, officers and employees. This Code was updated by the Board of Directors on April 5, 2007 and a copy of this Code is available on SEDAR at www.sedar.com and on the Corporation's web site at www.plaza.ca or may be obtained upon request for the Corporate Secretary.

Monitoring compliance with this Code is the responsibility of the Corporate Governance Committee.

Conflicts of Interest

Directors are governed by the conflict of interest position in the Code of Business Conduct and Ethics when considering material contracts or transactions, or proposed material contracts or transactions in which he/she has a material interest.

Nomination of Directors

The Corporate Governance Committee, which is comprised entirely of independent directors, acts as the nominating committee for the Corporation and receives nominations from members of the Corporation's executive and other directors on the Board to fill any vacancy that is anticipated or has arisen on the Board. When a vacancy occurs, the Chairman of the Board and the CEO will develop a list of potential candidates, meet with those candidates and present the list of potential candidates to the Corporate Governance Committee.

The Corporate Governance Committee will review the proposed names and weigh their skill sets, expertise and background against the current and future needs of the Corporation based on its on-going assessment of the Board and its Committees.

The Corporate Governance Committee will present the final candidate(s) to the Board for consideration and, if appropriate, nomination for election by Shareholders at the next Annual Meeting.

Compensation

The Corporate Governance Committee, which is comprised entirely of independent directors, acts as the compensation committee for the Corporation. The Corporate Governance Committee sets the parameters for the directors' compensation, and that (if any) of the Chief Executive Officer to ensure that their compensation is appropriate and adequately reflects the responsibilities of a directorship or executive office as the case may be. The parameters are reviewed annually to ensure that they are appropriate in the circumstances.

The Chief Executive Officer has presently agreed to provide his services to the Corporation without remuneration. The Corporate Governance Committee has prepared an individual employment contract which spells out the roles and responsibilities of the CEO and has been entered into with the Chief Executive Officer. The Corporate Governance Committee reviews the performance for the CEO as well as his roles and responsibilities on an annual basis commencing in 2007.

The Chairman of the Board is an unpaid position

The directors' compensation package consists of a combination of director's fees, meeting attendance fees, conference call attendance fees, fees for acting as a Chair of the Audit Committee and fees for acting as the Chair of the Corporate Governance Committee and stock options as appropriate. For a complete list of the Compensation, please refer to the Compensation of Directors' section of this information circular.

The Corporate Governance Committee is responsible for examining succession planning for the Corporation's primary executives at regular intervals (no less than every two years), including reviewing the Corporation's policies on appointing, training and monitoring senior management.

The responsibility to determine the compensation of other officers and employees of the Corporation and its affiliates rests with the CEO and the Chairman of the Board.

Other Board Committees

The Board believes that the business of the Board of Directors is best served by having two (2) committees: The Audit Committee and the Corporate Governance Committee.

The Corporation has established an Audit Committee for purposes of fulfilling their oversight responsibility to the shareholders, potential shareholders, the investment community and others relating to i) the integrity of the Corporation's financial statements ii) the financial reporting process iii) the systems of internal accounting and financial controls, iv) the appointment and communication with the independent auditors and v) the Corporation's compliance with legal and

regulatory requirements. For further information on the Audit Committee's mandate please refer to the Audit Committee Charter.

The Corporation has established a Corporation Governance Committee in order to fulfill its responsibility to maximize the Corporation's performance and shareholder value. The purpose of the Committee is to develop, define, evaluate and implement the process and structure used to supervise the business and affairs of the Corporation. This provides the accountability of the Board of Directors and management to the Corporation's shareholders and other stakeholders. For further information on the Corporate Governance Committee's mandate, please refer to the Corporate Governance Committee Charter.

The Corporation believes in delegating investing and financing authority to certain executive officers under the following parameters:

(1) The Board has delegated the authority to the Chairman of the Board and the Chief Executive Officer to purchase properties and enter into financing arrangements for the Corporation's existing and new properties and to pass related resolutions thereto, provided the transactions meet the following criteria:

- a) Any purchase of property must earn a minimum sixteen percent (16%) levered yield on capital invested for the Corporation
- b) The value of any purchase must not exceed five percent (5%) of the Corporation's asset base based on its preceding published financial statements; and,
- c) The value of any financing must not exceed five percent (5%) of the Corporation's asset base based on its preceding published financial statements

(2) Any purchase or financing not meeting the above criteria, any sale of existing property of the Corporation or any transaction involving a related party, must continue to be approved by the full Board of Directors and passed by resolution.

The Charters for the Audit Committee and the Corporate Governance Committee can be found on www.sedar.com and on the Corporation's web site at www.plaza.ca, or may be obtained upon written request to the Corporation's secretary.

Assessments

The Corporation believes that the Board and its committees should be assessed on at least an annual basis to ensure they are performing effectively.

The Corporate Governance Committee develops and reviews with the Board the appropriate skills and characteristics required of Board members, taking into consideration the Board's short-term and long-term needs and succession plans. The Committee intends to develop a long-term plan for the Board's composition that takes into consideration the characteristics of independence, age, skills, experience and availability of services to the Corporation of its members, as well as the opportunities, risks and strategic direction of the Corporation.

Beginning in 2007, each Board member shall perform an assessment questionnaire of the effectiveness and contribution of the Board and any committee during the previous year, in both his/her role as a director and as a committee member or chair. These forms will be reviewed annually by the Corporate Governance Committee and if necessary, the Corporate Governance

Committee will bring forward to the Board any further action or recommendation resulting from the assessments.

One of the responsibilities of the Board is to ensure regular attendance by all directors at Board and Committee meetings (where applicable) and that all directors arrive well-informed and have had a reasonable opportunity for advance review of any materials to be discussed at such meetings.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found on the Corporation's web site at www.plaza.ca or on SEDAR at www.sedar.com including the Corporation's Consolidated Financial Statements for the year ended December 31, 2006 and the Corporation's Management Discussion and Analysis. These documents will be mailed to the Corporation's Shareholders on April 17, 2007. If there is any Shareholder who did not receive such documents and wishes to do so, they may obtain them by accessing the web sites listed above or upon request from the Secretary of the Corporation.

APPROVAL

The contents, mailing and delivery of this Information Circular have been approved by the directors of the Corporation.

DATED at Fredericton, New Brunswick, this 5th day of April, 2007.

By Order of the Board of Directors:



Earl Brewer
Chairman



Michael Zakuta
President and Chief Executive Officer

Appendix “A”
Proposed Shareholders Resolution

The undersigned, being all the shareholders of **PLAZACORP RETAIL PROPERTIES LTD.** (the “Corporation”), pursuant to Section 95 of the *Business Corporations Act*, by their signatures, hereby pass the following resolutions:

APPROVAL OF “ROLLING” STOCK OPTION PLAN

Whereas:

The Corporation created a Stock Option Plan (the “Plan”) in 1999. Pursuant to the Plan, the Board of Directors may allocate non-transferable options to purchase Common Shares to directors, officers, employees and consultants of the Corporation and its subsidiaries or affiliates;

The Corporation received formal approval by its Shareholders of certain revisions to the Plan at the Corporation’s Annual and Special Meeting in 2005, largely aimed at updating the Plan to meet current TSX Venture Exchange requirements and guidelines;

Because the Plan is a “rolling” stock option plan, the Corporation is required to seek approval of the Plan on an annual basis from its Shareholders in accordance with the requirements of the TSX Venture Exchange, Policy 4.4, para. 2.9(b); such approval was last obtained at the Corporation’s Annual Meeting in 2006.

Given that the Plan is of a “rolling” nature, the 10% cap on available stock options is continually changing. As of April 5, 2007, the total possible number of available stock options under the Plan can not exceed 4,327,721 options, of which 1,288,220 options are currently outstanding;

NOW THEREFORE BE IT RESOLVED:

1. The Plan is hereby ratified and approved as of the date hereof.
2. Any two officers or directors of the Corporation be and they are hereby authorized for and in the name of the Corporation to execute and deliver under the corporate seal or otherwise all such documents and to do all such other acts and things as may be necessary or desirable to give effect to this resolution.