



**NOTICE OF ADJOURNMENT OF 2009 ANNUAL AND SPECIAL MEETING OF STOCKHOLDERS  
ORIGINALLY HELD ON DECEMBER 1, 2009 TO BE ADJOURNED TO DECEMBER 29, 2009**

To Our Stockholders:

Notice is given that the 2009 Annual and Special Meeting (the “Original Meeting”) of the stockholders of Stockhouse Inc., a Colorado corporation (the “Company”), was held at the Company’s offices at 500-750 West Pender Street, Vancouver, British Columbia, V6C 2T7 on December 1, 2009, at 1:00 p.m. (local time), and has been adjourned to provide sufficient notice to stockholders of the following additional proposal brought forward at the Meeting:

1. to consider and vote on a proposal to amend the Company’s Articles of Incorporation to change the name of the Company to “Stockgroup Information Systems Inc.” or such other name as determined by the Board of Directors in its discretion and make other changes necessary to facilitate the foregoing actions.

The Original Meeting has been adjourned to December 29, 2009 at the Company’s offices at 500-750 West Pender Street, Vancouver, British Columbia, V6C 2T7 at 1:00 p.m. (local time) (the “Adjourned Meeting”).

Only stockholders of record at the close of business on October 30, 2009 are entitled to notice of, and to vote at, the Adjourned Meeting.

Stockholders unable to attend the Adjourned Meeting in person are requested to read the enclosed supplemental management information circular and then complete and deposit the proxy in accordance with its instructions. Unregistered stockholders must deliver their completed proxies in accordance with the instructions given by their financial institution or other intermediary that forwarded the proxy to them.

To be effective, the enclosed proxy must be received by the Company c/o Computershare Investor Services, Proxy Department, 100 University Avenue, 9th Floor, Toronto, ON M5J 2Y1 Attention: Proxy Department, fax number 1-866-249-7775 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Adjourned Meeting or any further adjournment thereof.

**BY ORDER OF THE BOARD OF DIRECTORS  
OF STOCKHOUSE INC.**

*“Marcus New”*

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Marcus New  
President and Chief Executive Officer  
Vancouver, B.C.  
December 2, 2009

**THE BOARD OF DIRECTORS OF STOCKHOUSE INC. UNANIMOUSLY RECOMMEND THAT  
STOCKHOLDERS CONSENT TO/VOTE FOR THE NAME CHANGE PROPOSAL AS SET OUT IN THE  
SUPPLEMENTAL MANAGEMENT INFORMATION CIRCULAR.**



500 – 750 West Pender Street  
Vancouver, British Columbia V6C 2T7

**SUPPLEMENTAL MANAGEMENT INFORMATION CIRCULAR FOR THE  
ADJOURNED ANNUAL AND SPECIAL MEETING OF STOCKHOLDERS  
OF STOCKHOUSE INC.**

**TO BE HELD ON DECEMBER 29, 2009**

*The following supplemental management information circular dated December 2, 2009 (the "Supplemental Circular") is qualified by the original Schedule 14A Proxy Statement dated October 14, 2009 (the "Original Circular"). Stockholders are encouraged to read this Supplemental Circular and the Original Circular carefully and in their entirety.*

The accompanying Form of Proxy is solicited on behalf of the Board of Directors (the "Board") of Stockhouse Inc. ("we", "us", "our", the "Corporation", the "Company" or "Stockhouse"), to be used at the adjourned annual and special meeting of stockholders of the Company (the "Adjourned Meeting") to be held at our offices on the 5th Floor at 750 West Pender Street, Vancouver, British Columbia, V6C 2T7 on December 29, 2009, at 1:00 p.m. local time and any adjournment thereof, for the purposes set forth in the accompanying Notice of Meeting.

**Adjournment of Annual and Special Meeting held December 1, 2009**

The 2009 Annual and Special Meeting (the "Original Meeting") of the stockholders of Stockhouse Inc., a Colorado corporation (the "Company"), was held at the Company's offices at 500-750 West Pender Street, Vancouver, British Columbia, V6C 2T7 on December 1, 2009, at 1:00 p.m. (local time). All business originally scheduled for the Original Meeting and as set out in the Original Circular has been conducted and duly passed. The Original Meeting has been adjourned to provide sufficient notice to stockholders of an additional proposal brought forward at the Original Meeting to amend the Company's Articles of Incorporation to change the name of the Company to "Stockgroup Information Systems Inc." or such other name as determined by the Board of Directors in its discretion and make other changes necessary to facilitate the foregoing actions. The Original Meeting has been adjourned to December 29, 2009 at the Company's offices at 500-750 West Pender Street, Vancouver, British Columbia, V6C 2T7 at 1:00 p.m. (local time) (the "Adjourned Meeting").

This Supplemental Circular, accompanying Form of Proxy, and Notice of Meeting, are expected to be first mailed to stockholders on or about December 3, 2009. The Board is soliciting your proxy to give all stockholders of record the opportunity to vote on matters that will be presented at the Adjourned Meeting. This Supplemental Circular provides you with information on these matters to assist you in voting your shares.

We will bear the expense of this solicitation. In addition to solicitation by use of the mail, certain of our directors, officers and regular employees may solicit the return of proxies by telephone, facsimile or other means. Requests will also be made of brokerage houses and custodians, nominees or fiduciaries to forward proxy material at our expense to the beneficial owners of stock held of record by such persons. Our transfer agent, Computershare Investor Services, Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 has agreed to assist us in the tabulation of proxies and the counting of votes at our annual meeting.

All of a stockholder's common shares registered in the same name will be represented by one proxy.

We do not expect that any matters other than those referred to in this Supplemental Circular and the Notice of Adjourned Meeting will be brought before the Adjourned Meeting. The grant of a proxy also will confer discretionary authority on the persons named as proxy appointees to vote in accordance with their best judgment on matters incidental to the conduct of the Adjourned Meeting.

#### **WHAT IS A PROXY?**

A proxy is your legal designation of another person (the "Proxy") to vote on your behalf. By completing and returning the enclosed Form of Proxy, you are giving the Proxy the authority to vote your shares in the manner you indicate on your Form of Proxy.

#### **WHO PAYS FOR THIS PROXY SOLICITATION?**

The Company will bear the entire costs of solicitation, including the preparation, assembly, printing, and mailing of this Proxy Statement, the proxy card, and any additional solicitation materials furnished to the stockholders. Copies of solicitation materials will be furnished to brokerage houses, fiduciaries and custodians holding shares in their names that are beneficially owned by others so that they may forward the solicitation material to such beneficial owners.

#### **WHY DID I RECEIVE MORE THAN ONE FORM OF PROXY?**

You will receive multiple Forms of Proxy if you hold your shares in different ways (e.g., joint tenancy, trusts, custodial accounts) or in multiple accounts. If your shares are held by a broker (i.e., in "street name"), you will receive your Form of Proxy or other voting information from your broker, and you will return your Form of Proxy to your broker. You should vote on and sign each Form of Proxy you receive.

#### **WHO CAN VOTE?**

Only shareholders of record as of the close of business on October 30, 2009 are entitled to receive notice of, attend and vote at our annual meeting. As of October 14, 2009, there are 43,935,922 common shares in the capital of our Company issued and outstanding. We have no other voting securities outstanding. Each shareholder of record on October 30, 2009 is entitled to one vote for each common share held.

**This Supplemental Circular amends and supplements the Original Circular. Except as otherwise set forth in this Supplemental Circular, the information contained in the Original Circular continues to be applicable in all respects and this Supplemental Circular should be read in conjunction with the Original Circular, the provisions of which (as hereby supplemented) are incorporated herein by reference (except as amended herein).**

**YOUR VOTE IS IMPORTANT. ACCORDINGLY, YOU ARE ASKED TO MARK, DATE, SIGN AND RETURN THE ACCOMPANYING FORM OF PROXY WHETHER OR NOT YOU PLAN TO ATTEND OUR ANNUAL MEETING. IF YOU PLAN TO ATTEND OUR ANNUAL MEETING TO VOTE IN PERSON AND YOUR SHARES ARE REGISTERED WITH OUR TRANSFER AGENT (COMPUTERSHARE TRUST COMPANY OF CANADA) IN THE NAME OF A BROKER OR BANK, YOU MUST SECURE A PROXY FROM THE BROKER OR BANK ASSIGNING VOTING RIGHTS TO YOU FOR YOUR COMMON SHARES.**

#### **What are the Board's recommendations on how I should vote my shares?**

The Board recommends that you vote your shares as follows:

- **FOR** the approval of amendments to the Company's Articles of Incorporation to change the name of the Company to Stockgroup Information Systems Inc. or such other name as determined by the Board of Directors in its discretion and make other changes necessary to facilitate the foregoing actions.

**What are my choices when voting?**

- You may cast your vote in favour of or against the proposal, or you may elect to abstain from voting your shares.

**How would my shares be voted if I do not specify how they should be voted?**

- If you do not specify how your shares should be voted they will be voted **FOR** the approval of amendments to the Company's Articles of Incorporation to change the name of the Company to Stockgroup Information Systems Inc. or such other name as determined by the Board of Directors in its discretion and make other changes necessary to facilitate the foregoing actions.

**REVOCACTION OF PROXIES**

As a registered shareholder, you may revoke your proxy at any time prior to the start of our annual meeting in three ways:

1. by delivering a written notice of revocation to the Secretary of the Company;
2. by submitting a duly executed proxy bearing a later date; or
3. by attending our annual meeting and expressing the desire to vote your common shares in person (attendance at our annual meeting will not in and of itself revoke a proxy).

If you are a beneficial shareholder and not a registered shareholder, and you have not been given a legal proxy by your broker or other registered shareholder, in order to revoke any proxy you may have given to them you will need to contact such broker or registered shareholder in order to revoke any instructions you previously gave them. You should also refer to the prior section entitled "Advice to Beneficial Holders of Common Shares."

## **PROPOSAL: TO AMEND THE ARTICLES OF INCORPORATION OF STOCKHOUSE INC. TO CHANGE THE NAME OF THE COMPANY**

In November, 2009 the Company announced the closing of an asset purchase agreement to sell its media business assets and related trademarks to an investor group. As part of the transaction the Company sold all service marks, brand and trade name rights to the name “Stockhouse” to the purchaser. As a result, the Company has agreed to change its name in connection with such sale. The Board believes that it is in the best interest of the Company to change its name from “Stockhouse Inc.” to “Stockgroup Information Systems Inc.”, or such other name as chosen by the Board of Directors in its discretion. This requires an amendment to the Company’s Articles of Incorporation. Our Board of Directors believes that the new name, Stockgroup Information Systems Inc., will continue to accurately reflect our current business activities, operations and business focus.

If approved by the shareholders, the name change will be effected, if at all, only upon a determination by the Board that the name change is in the best interest of the Company at that time. The contemplated change of name is subject to certain regulatory approvals, including but not limited to approval by the regulatory body responsible for registering the Company in its jurisdiction of incorporation and stock exchange approval.

Changing the name of the Company will not have any effect on the rights of existing shareholders. The proposed name change will not affect the validity or transferability of currently outstanding stock certificates, and shareholders will not be requested to surrender for exchange any stock certificates they hold.

### **Recommendation of the Board of Directors**

THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE “FOR” THE AMENDMENT OF THE COMPANY’S ARTICLES OF INCORPORATION TO CHANGE THE NAME OF THE COMPANY.

**IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY. THEREFORE, SHAREHOLDERS ARE URGED TO VOTE, DATE, SIGN AND RETURN THE ENCLOSED PROXY.**

By Order of the Board of Directors:

*“Joseph Lee”*

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Joseph Lee, Chief Financial Officer  
Corporate Secretary

**DATED: DECEMBER 2, 2009**