CHORUS MOTORS plc

INFORMATION CIRCULAR
Fiscal Year 2002

1. SOLICITATION OF PROXIES

This information circular is furnished in connection with the solicitation of proxies by the Management of CHORUS MOTORS plc ("Company") for use at its Annual Meeting of Members to be held 23 July 2002 in Gibraltar with the Record Date of the meeting being 3 June 2002, for the purposes set forth in the accompanying Notice of Meeting. It is expected that the solicitation will be by mail, fax, e-mail, Website, telephone or in person by Officers and Directors of the Company. The cost of solicitation will be borne by the Company. The information contained here is given as of 31 March 2002, unless otherwise indicated. All dollar figures set forth are expressed in United States Dollars. All accounting is done in Gibraltar GAAP (Generally Accepted Accounting Principles).

2. QUORUM AND VOTING:

The share capital of the Company consists solely of 10,000,000 common shares with par value of $0.01 per share, of which 5,972,989 shares were outstanding at the close of business 31 March 2002.

Each holder of a common share of record as of the Record Date for the meeting is entitled to attend the meeting and to cast one vote for each share. Proxies are being accepted by hand delivery, mail, and by fax. Any resolution to be voted upon at the meeting must be approved by a majority of the votes cast, unless the Company's Memorandum of Association or Articles of Association stipulate a number or proportion of the votes cast in excess of a majority. The meeting will proceed as long as there is a quorum at the meeting place, with the voted proxies.

3. REVOCATION OF PROXIES:

Each shareholder has the power to revoke a proxy at any time as long as it has not been exercised. In addition to revocation in any other manner permitted by law, a member giving a proxy pursuant to this solicitation who wishes to revoke the proxy instrument may do so in writing to the address listed, or by fax to +350-59059. This must be executed by the member or by his attorney authorized in writing, or, if the member is a Corporation, under its Corporate seal or by an officer or attorney thereof duly authorized, and deposited at any office of the Company, or by fax to +350-59059 at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof at which the proxy is to be used, or with the Chairman of such meeting on the day of the meeting, or adjournment thereof.

4. PRINCIPAL HOLDERS OF VOTING SHARES:

To the knowledge of the Directors and Officers of the Company there is no person who beneficially owns or exercises control or direction over shares carrying more than ten percent of the votes attached to shares of the Company as of 6 August 2001 except:

5,200,000 shares held by Borealis Technical Limited (which is a 99% owned subsidiary of Borealis Exploration Limited), which is 87% of the outstanding shares of the Company.

5. ELECTION OF DIRECTORS:

Present Directors and their remaining terms are:	**Term**
Rodney T. Cox, Ph.D.	up for election
Benjamin J. Cox, B.A.	up for election
Peter Vanderwicken, A.B.	up for election
Iris Oren Cox, B.A.	1 year
Isaiah W. Cox, A.B.	1 year
Nechama Cohen Cox, Ph.D.	1 year
Wayne S. Marshall, Ph.D.	2 years
John Klys	2 years
Joseph J. Cox, B.A.	2 years
Rebecca D. Cox	2 years

The enclosed instrument of proxy will be voted for the following proposed nominees (or for a substitute nominee in the event of contingencies not known at present) who will serve for a period of 1, 2 or 3 years, or their successors if they are elected or appointed in accordance with the Memorandum of Association and Articles of Association of the Company**.** Respective reported share totals are as 31 March 2002.

RODNEY T. COX became Chief Executive Officer on 18 March 1999. He became a Director and Chairman of the Board of the Company on 21 December 1999. Dr. Cox is a member the Executive, Audit and Compensation Committees. He is a Director and member of the Compensation, Audit and Executive Committees for all companies and CEO and Chairman for all companies in the Borealis Family of Companies. He is a Director of Thales Resources, Inc. and was a Partner in The Parmenides Group until February 2000 when he gifted his holding to the other Partner, Chana B. Cox, who then gifted The Parmenides Group to the Jeremiah Toyam Cox Foundation Limited. Rodney T. Cox is a Member and Member of the Council of the Hart Cox Foundation, Jeremiah Toyam Cox Foundation Limited, VSBM Foundation Limited and the Benjamin J. Cox Foundation Limited among other foundations based in Gibraltar. Rodney T. Cox beneficially owns directly or indirectly 42,165 shares of Chorus Motors plc.

BENJAMIN J. COX was appointed a Director of Borealis Exploration Limited on 6 September 2000. He became the President of Roche Bay plc on 24 June 1998. He has worked with the Borealis Family of Companies since 1992 in various capacities. He is the Founder and a director of the LinuxFund.org, a charity devoted to advancing Linux and other open source software, where he was Chief Penguin from March 1999 to February 2002. From June to November 2000 he was also Vice President of Business Development of New Sphere Inc. He is currently a Member and a Member of the Council in the Hart Cox Foundation Limited, the Jeremiah Toyam Cox Foundation Limited and the Benjamin J. Cox Foundation Limited, among other foundations based in Gibraltar. Benjamin J. Cox beneficially owns directly 2,100 shares of the Company.

PETER VANDERWICKEN BECAME a Director of the Company on 6 September 2000. Mr. Vanderwicken is a Director of Borealis Exploration Limited, Cool Chips plc, Power Chips plc, Photon Power plc and Roche Bay plc. Mr. Vanderwicken is Chairman of the Audit Committee of Chorus Motors plc. Mr. Vanderwicken is president of Plumstead Group, Inc., a publishing and consulting firm, and since 1992 publisher of its Financial Digest, a newsletter for corporate financial executives. He owns 8,586 shares of Chorus Motors plc.

THE PRESENT POSITION AND OFFICE WITH THE COMPANY IF APPLICABLE, AND THE PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT OF THE INCUMBENT DIRECTORS AND OFFICERS ARE AS FOLLOWS. UNLESS OTHERWISE STATED, SUCH OCCUPATION OR EMPLOYMENT HAS CONTINUED FOR MORE THAN THE LAST FIVE YEARS.

IRIS OREN COX became a Director of the Company on 24 July 2001 at which time she also became a Director of Roche Bay plc, Power Chips plc, Cool Chips plc, Chorus Motors plc and Photon Power plc. She has worked with Intellectual Property for the Borealis Family of Companies since 1997. She is a member of the Foundation and a Member of the Council for the Cox Hart Foundation Limited, the Jeremiah Toyam Cox Foundation Limited, and for the Benjamin J. Cox Foundation Limited, among other foundations based in Gibraltar. She owns 2,305 shares of Chorus Motors plc.

ISAIAH W. COX became a Director of the Company on 21 December 1999. Mr. Cox became President, Chief Operating Officer, a member of the Executive Committee and Compensation Committee on 18 March 1999. He is now President, Chief Operating Officer, a member of the Executive Committee and Compensation Committee and a Director for all companies in the Borealis Family of Companies, except Roche Bay plc where he is a Director and a member of the Executive Committee. He is also President of Thales Resources, Inc. He a Member and Member of the Council of the Hart Cox Foundation, and the Jeremiah Toyam Cox Foundation Limited among other Foundations. Isaiah W. Cox beneficially owns directly or indirectly 32,960 shares of Chorus Motors plc.

NECHAMA COHEN COX became a Director of the Company on 1 August 2001. From June 1991 she has been working in the Borealis Family of Companies. From July 1993 to January 1998 she was the Patent Manager for Borealis Technical. Since February 1998 Dr. Cox has been the Regional Manager for the European activities of Borealis Technical Limited, Cool Chips plc, Power Chips plc and Chorus Motors plc. She also founded the Mishkan School as well being a Founding Governor of the Noam Primary School in 1999. She is a member and a Member of the Council of the Hart Cox Foundation Limited, and the Jeremiah Toyam Cox Foundation Limited, among other Foundations based in Gibraltar. Nechama Cohen Cox beneficially owns directly or indirectly 5,775 shares of Chorus Motors plc.

WAYNE S. MARSHALL became a Director of the Company on 21 December 1999. Dr. Marshall was Professor of Business Administration at Long Island University until his retirement on 31 August 1994. He is Chairman of the Executive and Compensation Committees of the Company, Chairman of the Executive and Compensation Committees of all the Borealis Family of Companies, and a member of the Audit Committee of Chorus Motors plc, Cool Chips plc, and Power Chips plc. He is a Member and a Member of the Council of the VSBM Foundation Limited, the Hart Cox Foundation Limited and the Jeremiah Toyam Cox Foundation Limited. Wayne S. Marshall beneficially owns directly or indirectly 25,582 shares of Chorus Motors plc.

JOHN KLYS became a director 21 December 1999. Mr. Klys has been a business consultant for more than 5 years. John Klys beneficially owns directly or indirectly 21,000 shares of Chorus Motors plc.

JOSEPH J. COX became a Director of the Company on 1 August 2001. Mr. Cox was an independent technical contractor from June 1993 until March 1999. He was a Product Manager at PinPoint Corporation from March 1999 to September 2000. From November 2000 to June 2002 Mr. Cox was with Sabirx, Inc. where he worked in the field of international taxation. Mr. Cox has worked in several capacities with the Company since 1994. At present, he is a technical contractor for the Borealis Family of Companies. He is a Member of the Council of the Hart Cox Foundation, Jeremiah Toyam Cox Foundation Limited and the Benjamin J. Cox Foundation Limited, among other Foundations based in Gibraltar. He beneficially owns directly or indirectly 2,697 shares of Chorus Motors plc.

REBECCA D. COX became a director 27 December 2002. She has been an audiological scientist from January 2001 until the present. Rebecca Cox has worked with Australian Hearing (January 2001 - January 2002) as well as the UK's National Health Service (May 2002 - present). At present, she is an audiological scientist for the UK's National Health Service. She beneficially owns directly or indirectly no shares of the company.

BDO Fidecs Management Limited became Corporate Secretary of all the companies in the Borealis Family of Companies on 21 May 2001.

6. APPOINTMENT OF AUDITORS:

Unless otherwise specified therein, it is presently intended to vote the accompanying proxy instrument to appoint Moore Stephens, Chartered Accountants, Gibraltar, as auditors of the Company, to hold office until the next annual meeting of shareholders, and to authorize the Directors to fix their remuneration.

7. INSURANCE:

The Company has liability insurance for its various office and laboratory facilities worldwide. The Company indemnifies all its Officers and Directors against any legal actions or threatened legal actions that are in any way related to their relationship to the Borealis Family of Companies. The indemnification includes paying all legal bills and all costs of any kind relating to any such claims.

8. INTEREST OF LARGE SHAREHOLDERS IN MATERIAL TRANSACTIONS WITH THE COMPANY:

Borealis Exploration Limited collects a nominal annual retainer fee for managing the business of Chorus Motors plc, but pays all of Chorus Motors plc expenses. All funds raised by the sale of Chorus Motors plc shares go to Borealis Exploration Limited, where they become an account payable to Chorus Motors plc.

9. MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

The Board of Directors is proposing to the Members several changes to the Company's Memorandum of Association and Articles of Association. The current Memorandum and Articles, with the proposed changes highlighted, can be found on the Company's Website. Please carefully review these suggested changes for the Memorandum and Articles of your Company. The most significant changes authorize the Borealis Companies to trade in their own shares and in shares of other companies in the Borealis Family of Companies, and to pay fees of up to 14% for funds being raised. The Companies in the Family have always aggressively traded shares, and this change will make the trading easier. The Companies are willing to pay finders' fees and commissions for valuable services rendered. All fees paid to date have not been material except those to Shiloh Limited International, Inc., which is the fee-paying affiliate for finders. Shiloh is now owned by The Parmenides Group which is itself owned by The Jeremiah Toyam Cox Foundation Limited, of which certain Officers and Directors of Borealis are members and members of the Council. There is no ownership of the Foundation as the ultimate ownership belongs to charity upon dissolution of the Foundation.

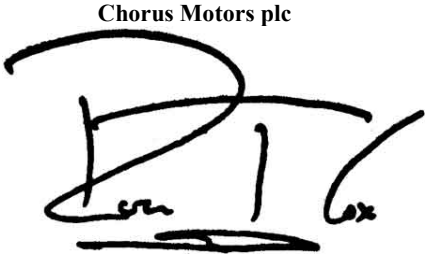
10. GENERAL:

The Management knows of no matter to come before the Annual Meeting other than the matters referred to in the Notice of the Meeting. If any matters that are not now known to the Management should properly come before the meeting, the accompanying proxy instrument will be voted on such matters in accordance with the best judgment of the person or persons voting it.

The contents and sending of this information have been approved by the Directors of the Company.

Dated 23 June 2002

Chorus Motors plc



Rodney T. Cox, Ph.D.
CEO/Chairman of the Board

Isaiah W. Cox, A.B.
President/COO