

COMPEL CAPITAL INC.

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS**

and

MANAGEMENT INFORMATION CIRCULAR

for the

Annual General And Special Meeting of Shareholders

to be held on

March 15, 2021

February 8, 2021

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COMPEL CAPITAL INC.
(the "**Company**")
77 King St. W, Suite 3000
Toronto, Ontario, M5K 1G8

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the "**Meeting**") of shareholders of the Company will be held at the offices of Fogler, Rubinoff LLP located at 77 King St. West, Suite 3000, M5K 1G8, on March 15, 2021 at 10:00a.m. (Toronto time), for the following purposes:

1. To elect directors of the Company for the ensuing year;
2. To appoint RSM Canada LLP as the auditor of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration;
3. To consider and, if deemed advisable, to pass, with or without variation, a special resolution approving a consolidation of the Company's issued and outstanding common shares at such consolidation ratio to be determined by the directors of the Company up to one (1) new share for 15 old shares, all as more fully described in the section of the Circular entitled "*Particulars of Matters to be Acted Upon – Approval of Share Consolidation*";
4. To consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing a change of name of the Company to "ScreenPro Security Ltd." or such other name as the board of directors of the Company may choose, acting in the best interests of the Company, all as more fully described in the section of the Circular entitled "*Particulars of Matters to be Acted Upon – Approval of Name Change*"; and
5. To consider any permitted amendment to, or variation of, any matter identified in this Notice of Annual General Meeting (the "**Notice**") and to transact such other business as may properly come before the Meeting or any adjournment thereof. Management is not currently aware of any other matters that could come before the Meeting.

Accompanying this Notice are: (1) the management information circular (the "**Information Circular**"); and (2) a form of proxy, which includes a supplemental mailing list request form for use by shareholders who wish to receive the Company's financial statements. The Information Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this Notice.

Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-Registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Information Circular to ensure that their Common Shares will be voted at the Meeting. If you hold your Common Shares in a brokerage account, you are a Non-Registered Shareholder.

DATED February 8, 2021.

BY ORDER OF THE BOARD

/s/ "Myra Bongard"

Myra Bongard
President & Chief Executive Officer

COMPEL CAPITAL INC.
(the "Company")
77 King St. W, Suite 3000
Toronto, Ontario, M5K 1G8
Telephone: 416-402-2428

MANAGEMENT INFORMATION CIRCULAR
as at February 8, 2021

This Management Information Circular (the "Information Circular") is furnished in connection with the solicitation of proxies by the management ("Management") of the Company for use at the annual general and special meeting (the "Meeting") of the holders (the "Shareholders") of common shares (the "Common Shares") to be held on March 15, 2021 at the time and place and for the purposes set forth in the accompanying notice of the Meeting (the "Notice").

In this Information Circular, references to the "Company", "we" and "our" refer to Compel Capital Inc. "Common Shares" means common shares without par value in the capital of the Company, and references to "Intermediaries" refer to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

Management is furnishing this Information Circular in connection with the solicitation of proxies to be used at the Meeting so that the directors of the Company may be elected and auditors may be appointed.

The solicitation of proxies will be primarily by mail, but proxies may also be solicited personally or by telephone by directors, officers and employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the "Proxy") are officers of the Company. **If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a Shareholder, to attend and act for you and on your behalf at the Meeting or at any adjournment thereof. You may do so either by inserting the name of that other person in the blank space provided in the Proxy (and striking out the names now designated) or by completing and delivering another suitable form of proxy.** For instructions regarding the delivery of instruments of proxy, see below under the heading "Registered Shareholders."

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy FOR the approval of such matter. Management is not currently aware of any other matter that could come before the Meeting. However, if any amendment or variation to any matter identified in the accompanying Notice or any other matter, which are not now known to Management, should properly come before the meeting or any adjournment thereof, the Common Shares represented by properly executed proxies in favour of the person(s) designated by Management in the enclosed Proxy will be voted on any such matter pursuant to such discretionary authority.

Registered Shareholders

A registered shareholder ("**Registered Shareholder**") may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed Proxy and returning it to the Company's transfer agent, Computershare Trust Company of Canada (the "**Transfer Agent**") as follows: by phone (toll free) at 1-866-732-VOTE (8683); by internet at www.investorvote.com; or by mail or hand delivery to 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1. To be effective, the Proxy must be received by not less than forty-eight (48) hours, excluding Saturdays, Sundays and statutory holidays in the Province of Ontario, before the time set for the holding of the Meeting or any adjournment(s) thereof (the "**Proxy Deadline**").

Non-Registered Shareholders

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. However, in many cases, Shareholders of the Company are non-registered Shareholders ("**Non-Registered Shareholder**"), because the Common Shares they own are not registered in their names, but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. More particularly, a person is a Non-Registered Shareholder in respect of Common Shares which are held on behalf of that person, but which are registered either: (a) in the name of an intermediary that the Non-Registered Shareholder deals with in respect of the Common Shares (intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the intermediary is a participant. Non-Registered Shareholders do not appear on the list of Shareholders of the Company maintained by the Transfer Agent.

In accordance with the requirements as set out in National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 51-101**"), the Company has distributed copies of the Notice, this Information Circular, the Proxy and the supplemental mailing list return card (collectively, the "**Meeting Materials**") to the clearing agencies and intermediaries for onward distribution to Non-Registered Shareholders who have advised their intermediaries that they object to such intermediaries providing their ownership information to the Company ("**Objecting Beneficial Owners**"). The Company shall bear the cost of distributing the Meeting Materials to Objecting Beneficial Owners through intermediaries.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries will frequently use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, any Non-Registered Shareholder who has not waived the right to receive Meeting Materials will either:

- (a) be given the Proxy which has already been signed by the intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed. Because the intermediary has already signed the Proxy, it is not required to be signed by the Non-Registered Shareholder when submitting it. If the Non-Registered Shareholder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on their behalf), the Non-Registered Shareholder must complete the Proxy and deposit it with the Company's Transfer Agent, as provided above. If a Non-Registered Shareholder wishes to attend and vote at the Meeting in person (or have

another person attend and vote on their behalf), the Non-Registered Shareholder must strike out the names of the persons named in the Proxy and insert the Non-Registered Shareholder's (or such other person's) name in the blank space provided; or

- (b) (more typically) be given a voting instruction form ("VIF") which is not signed by the intermediary, and which, when properly completed and signed by the Non-Registered Shareholder and returned to the intermediary or its service company, will constitute voting instructions which the intermediary must follow. Typically, the VIF will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the VIF will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar-code and other information. In order for the proxy to validly constitute a VIF, the Non-Registered Shareholder must remove the label from the instructions and affix it to the proxy, properly complete and sign the proxy and return it to the intermediary or its service company in accordance with the instructions of the intermediary or its service company. If the Non-Registered Shareholder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the VIF must be completed, signed and returned in accordance with the directions on the form. If a Non-Registered Shareholder wishes to attend and vote at the Meeting in person (or have another person attend and vote on their behalf), the Non-Registered Shareholder must complete, sign and return the VIF in accordance with the directions provided and a form of proxy giving the right to attend and vote will be forwarded to the Non-Registered Shareholder.

In either case, the purpose of this procedure is to permit Non-Registered Shareholders to direct the votes attached to the Common Shares which they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Shareholder should strike out the names of the Management proxyholders named in the form and insert the Non-Registered Shareholder's name in the blank space provided on the form. **In either case, Non-Registered Shareholders should carefully follow the instructions of their intermediaries, including those regarding when and where the proxy or proxies authorization forms are to be delivered.**

Revocation of Proxies

Only Registered Shareholders have the right to revoke proxies. Any Non-Registered Shareholder who wishes to change its vote must arrange for its intermediary to revoke its proxy on its behalf.

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a proxy may revoke it by:

- (a) executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder's authorized attorney in writing, or, if the Registered Shareholder is a Company, under its corporate seal by an officer or attorney duly authorized, and by delivering the Proxy bearing a later date to the Transfer Agent or at the address of the Company at 77 King St. W, Suite 3000, Ontario, M5K 1G8, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the Registered Shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

RECORD DATE AND QUORUM

In accordance with the provisions of the *Business Corporations Act* (Ontario) ("**OBCA**"), the board of directors of the Company (the "**Board**") will prepare a list of all persons who are Registered Shareholders, together with the number of Common Shares registered in the name of each Registered Shareholder, as of the close of business on February 8, 2021 (the "**Record Date**"). Each Registered Shareholder whose name appears on the list on the Record Date is entitled to: (1) notice of the Meeting; and (2) one vote for each Common Share registered in such Registered Shareholder's name as it appears on that list or, provided a completed and executed Proxy shall have been delivered to the Company, to attend the Meeting in person and vote thereat, or vote by proxy the Common Shares held by them.

A quorum will be present at the Meeting if there is at least two individuals present in person, each of whom is either a shareholder entitled to attend and vote at the Meeting or the proxyholder of such a shareholder appointed by means of a valid proxy.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of the Company consists of an unlimited number of Common Shares. As of the date of this Information Circular, 48,982,084 Common Shares were issued and outstanding, each Common Share carrying one vote in respect of each matter to be voted upon at a meeting of Shareholders.

To the knowledge of the Company, only the following corporation, owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company:

Name and Municipality of Residence	Number of Common Shares	Percentage of Outstanding Common Shares
935476 Ontario Limited Toronto, Ontario	23,133,400	47.2%
Jodi Saltsman Toronto, Ontario	23,721,400	48.4%

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees (each a "**Nominee**") for election as directors or appointment of the Company's auditor than there are vacancies to fill, those Nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of Nominees for election or appointment is equal to the number of vacancies to be filled, all such Nominees will be declared elected or appointed by acclamation.

CURRENCY

In this Information Circular, unless otherwise indicated, all references to "CDN\$" or "\$" refer to Canadian dollars.

STATEMENT OF CORPORATE GOVERNANCE

Corporate Governance

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of Management that are appointed by the Board and charged with the day-to-day management of the Company. The Canadian Securities Administrators have published National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101"), National Policy 58-201 – *Corporate Governance Guidelines* ("NP 58-201") and National Instrument 52-110 – *Audit Committees* ("NI 52-110"). These set out a series of guidelines and requirements for effective corporate governance (collectively, the "**Guidelines**"). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. NI 58-101 requires reporting issuers to disclose on an annual basis their approach to corporate governance with reference to the Guidelines. Set out below is a description of the Company's approach to corporate governance in relation to the Guidelines.

Board of Directors

The Board is currently composed of four (4) directors: Myra Bongard, President and Chief Executive Officer; Andrew Lindzon, Chief Financial Officer; Michael Frank; and, David Posner. The appointment of these new directors will be confirmed at the Meeting. Michael Frank and David Posner are "independent" as defined by NI 52-110, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the Company. "Material relationship" is defined as a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a director's independent judgment. Myra Bongard and Andrew Lindzon are not independent by virtue of being executive officers of the Company.

Directorships

The following table sets forth the directors of the Company that currently hold directorships in other reporting issuers:

Name of Director	Other Issuer
Michael Frank	<ul style="list-style-type: none">• Revive Therapeutics Ltd. (CSE)
Myra Bongard	<ul style="list-style-type: none">• PetroCorp Group Inc. (NEX)• Pacific Orient Capital Inc. (NEX)
Andrew Lindzon	<ul style="list-style-type: none">• Hudson River Minerals Ltd.• Dominion Water Reserves Corp. (CSE)• Revive Therapeutics Ltd. (CSE)

Orientation and Continuing Education

While the Company currently has no formal orientation and education program for new Board members, sufficient information (such as recent financial statements, proxy solicitation materials, various other operating and budget reports and board and committee mandates) is provided to new Board members to ensure that they are familiar with the Company's business and the procedures of the Board. In addition, directors are encouraged to visit and meet with management on a regular basis. The Company also encourages continuing education of its directors and officers where appropriate in order to ensure that they have the necessary skills and knowledge to meet their respective obligations to the Company.

Ethical Business Conduct

Ethical business behaviour is of great importance to the Board and Management. The Company intends on instituting policies on insider trading in the near future and also plans to adopt a code of business ethics for all directors, officers, staff and personnel.

In addition, as some of the directors of the Company also serve as directors and officers of other companies, the Board must comply with the conflict of interest provisions of the *Business Corporations Act* (Ontario), as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Each director is required to declare the nature and extent of his interest and is not entitled to vote at meetings which involve such conflict.

Nomination of Directors

The Board performs the functions of a nominating committee with responsibility for the appointment and assessment of directors. The Board believes that this is a practical approach at this stage of the Company's development.

While there are no specific criteria for Board membership, the Company attempts to attract and maintain directors with business knowledge, such as accounting and finance, which assists in guiding Management. As such, nominations tend to be the result of recruitment efforts by Management and discussions among the directors prior to the consideration of the Board as a whole.

Compensation

The Company does not currently compensate Management or members of the Board.

Assessments

The Company's Board monitors the adequacy of information given to directors, communication between the Board and Management, and the strategic direction and processes of the Board and its committees.

Audit Committee Disclosure

The audit committee of the Company (the "**Audit Committee**") is responsible for the Company's financial reporting process and the quality of its financial reporting. In addition to its other duties, the Audit Committee reviews all financial statements, annual and interim, intended for circulation among Shareholders and reports upon these to the Board. In addition, the Board may refer to the Audit Committee other matters and questions relating to the financial position of the Company. In performing its duties, the Audit Committee maintains effective working relationships with the Board, Management and the external auditors and monitors the independence of those auditors.

Audit Committee's Charter

A copy of the charter of the Audit Committee is annexed hereto as Schedule "A".

Composition of the Audit Committee

The following are the members of the Audit Committee:

Name	Independent/ Not Independent ⁽¹⁾	Financial literacy ⁽¹⁾
David Posner	Independent	Financially literate
Michael Frank	Independent	Financially literate

Andrew Lindzon	Not Independent ⁽²⁾	Financially literate
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Notes:

- (1) Terms have their respective meanings ascribed in NI 52-110.
- (2) Andrew Lindzon is the Chief Financial Officer of the Company and is therefore a non-independent member of the Audit Committee.

Reliance on Certain Exemptions

The Company is classified as a Venture Issuer, and accordingly, is exempt from the requirements of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of NI 52-110.

External Audit Service Fees

Aggregate fees from the Auditor for the fiscal year ended December 31, 2019 and December 31, 2018 were as follows:

	Fiscal Year Ended December 31, 2019	Fiscal Year Ended December 31, 2018
Audit Fees ⁽¹⁾	\$	\$
Audit-related Fees ⁽²⁾	nil	nil
Tax Fees ⁽³⁾	nil	nil
All Other Fees ⁽⁴⁾	nil	nil
Total	\$	\$

Notes:

- (1) "Audit fees" include fees rendered by the Company's external auditor for professional services necessary to perform the annual audit and any quarterly reviews of the Company's financial statements. This includes fees for the review of tax provisions and for accounting consultations on matters reflected in the financial statements.
- (2) "Audit-related fees" include fees for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and that are not included in the "Audit Fees" category.
- (3) "Tax fees" include fees for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning.
- (4) "All other fees" include fees for products and services provided by the Company's external auditor, other than services reported under the table heading "Audit Fees", "Audit-Related Fees" or "Tax Fees".

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Summary

The following table provides a summary of total compensation earned during each of the twelve (12) month periods ended December 31, 2019, December 31, 2018 and December 31, 2017, respectively, by the Corporation's Named Executive Officers for services rendered during such period.

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Myra Bongard	2019	Nil	Nil	Nil	N/A	N/A	N/A	N/A	Nil
	2018	Nil	Nil	Nil	N/A	N/A	N/A	N/A	Nil

CEO ⁽⁴⁾									
Andrew Lindzon CFO ⁽⁵⁾	2019 2018	Nil Nil	Nil Nil	Nil Nil	N/A N/A	N/A N/A	N/A N/A	N/A N/A	Nil Nil
Robert Saltsman CEO ⁽²⁾	2017	18,000 ⁽¹⁾	Nil	Nil	N/A	N/A	N/A	N/A	18,000 ⁽¹⁾
Martin C. Bernholtz CFO ⁽³⁾	2017	18,000 ⁽¹⁾	Nil Nil Nil	Nil Nil Nil	N/A N/A N/A	N/A N/A N/A	N/A N/A N/A	N/A N/A N/A	18,000 ⁽¹⁾ 18,000 ⁽¹⁾ Nil ⁽⁴⁾

- (1) Represents management fees which have been accrued but not paid.
(2) Robert Saltsman resigned as CEO and a director on February 9, 2018.
(3) Martin C. Bernholtz resigned as CFO and a director on February 9, 2018.
(4) Myra Bongard was appointed CEO and a director on February 9, 2018.
(5) Andrew Lindzon was appointed CFO and a director on February 9, 2018.

Stock Options Granted, Exercised and Held

To the knowledge of Management, at the present time, the Company does not have a stock option plan and no stock options are currently outstanding.

Compensation of Directors

Individual Director Compensation

For the past three fiscal years, to the knowledge of Management, no director compensation has been provided by the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

To the knowledge of Management, no directors, proposed Nominees for election as directors, executive officers or their respective associates or affiliates, or other Management are indebted to the Company as of the date hereof or were indebted to the Company at any time during the fiscal year ended December 31, 2017.

DIRECTORS' AND OFFICERS' INSURANCE

The Company does not carry directors' or officers' liability insurance for the directors and officers of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Management is not aware of any material interest, direct or indirect, of any informed person of the Company, or any associate or affiliate of any such informed person, in any transaction since the commencement of the Company's fiscal year ended December 31, 2017, or in any proposed transaction, that has materially affected or would materially affect the Company or any of its subsidiaries.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

The directors and Management have an interest in the resolutions concerning the election of directors. Otherwise no director or member of Management or any associate of the foregoing has any substantial interest, direct or indirect, by way of beneficial ownership of Common Shares or otherwise in the matters to be acted upon at the Meeting, except for any interest arising from the ownership of Common Shares of the Company where the Shareholder will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of Common Shares in the capital of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless a director's office is earlier vacated in accordance with the provisions of the OBCA, each director elected will hold office until the conclusion of the next annual general meeting of the Company.

The Board is currently composed four (4) directors: Myra Bongard, Andrew Lindzon, David Posner and Michael Frank. It is proposed that all four of these directors will be nominated at the meeting.

In the absence of a contrary instruction, the person(s) designated by Management in the enclosed Proxy intend(s) to vote FOR the election as directors of the proposed Nominees whose names are set forth below, each of whom has been a director since the date indicated below opposite the proposed Nominee's name. Management does not contemplate that any of the proposed Nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the Common Shares represented by properly executed proxies given in favour of such Nominee(s) may be voted by the person(s) designated by Management in the enclosed Proxy, in their discretion, in favour of another Nominee.

The following table sets forth information with respect to each Nominee, including the number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, by such person or the person's associates or affiliates as at the Record Date. The information as to Common Shares beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Company, has been furnished by the respective proposed Nominees individually, and such information does not include Common Shares issuable upon the exercise of options, warrants or other convertible securities of the Company.

Name of Nominee, Current Position with the Company, and Province/State and Country of Residence	Occupation, Business or Employment	Director Since	Number and Percentage of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly⁽¹⁾
Myra Bongard President & Chief Executive Officer	Sales Representative at Right at Home Realty	February 2018	Nil
Andrew Lindzon Chief Financial Officer Toronto, Ontario	President of Ashlin Technology Solutions Inc.	February 2018	Nil
Michael Frank Toronto, Ontario	President of Mifran Consulting	August 2007	Nil
David Posner Toronto, Ontario	Chairman, Nutritional High International Inc.	April 2018	Nil

Notes:

- (1) Information in the table above is derived from the Company's review of insider reports filed with System for Electronic Disclosure by Insiders (SEDI) and from information furnished by the respective director Nominees.

Set forth below is a description of the principal occupation of each of the director Nominees during the past five years:

Myra Bongard has been a Sales Representative at Right At Home Realty since October 2009. Ms. Bongard has over 18 years of experience in real estate sales. Ms. Bongard served as a Sales Representative at Keller Williams from December 2006 to September 2009 and at Century 21 Heritage from January 1985 to November 2005. Ms. Bongard serves as a director of Pacific Orient Capital Inc. and Aspen Manufacturing Industries Inc. She served as a director of Berkshire Griffin Inc. since June 2007 and Ribbon Capital since December 2006. Ms. Bongard has been a director of PetroCorp Group Inc. since August 2013. Ms. Bongard obtained her Real Estate, Sales Representative Diploma from Seneca College in 1985.

Andrew Lindzon has been the President of Ashlin Technology Solutions Inc. ("**Ashlin**") since 1985. Ashlin is a Canadian technology solutions provider to Canadian businesses with a subsidiary in the United States which provides the same services to American businesses. Mr. Lindzon is also a director of RYM Capital Corp., Hudson River Minerals Ltd., and PetroCorp. Group Inc. Mr. Lindzon obtained his LLB from York University in 1984.

Michael Frank brings over 30 years of experience in the high technology sector in operations, business development, mergers / acquisitions, and raising funding in the capital markets. Mr. Frank is President of Mifran Consulting, focusing on strategic planning and business development for emerging companies. From 2007 to 2011, he was the Chief Executive Officer of Sprylogics International Corporation., a software company focused on semantic and local search and also served as a consultant until March 2014. Additionally, Mr. Frank was Executive Vice President of Hutchison Avenue Software, one of the first real-time online stock quote platforms, where he was instrumental in the sale of the company to Intuit Corporation. Mr. Frank also served as Vice President of Business Development at BrandEra.com, a Nasdaq-listed online marketplace for the advertising community.

Early in his career, Mr. Frank was a Principal with Woods Gordon (Ernst Young) , where he managed a variety of projects and consulting assignments across key vertical markets. As Vice President of Strategic Alliances at Medcomsoft Inc., he developed and managed all strategic partnerships to accelerate market penetration in the healthcare industry. Mr. Frank also has held senior sales/marketing roles at Data General and NCR. Michael is a graduate of McGill University.

David Posner currently serves as the Chairman of the board of Nutritional High, a director of Capricorn Business Acquisitions Inc. and of Aura Health Corp. (a private company involved in the development and acquisition of marijuana health clinics in the U.S.). Between July 2014 and July 2016, Mr. Posner was the President and Chief Executive Officer of NHII. Between 2012 and 2014, Mr. Posner served as the Acquisitions Manager for Stonegate Properties Inc., where he managed real estate properties and brokered deals in Canada and Oklahoma. He was a Managing Director of Sales and Acquisitions for Maria Chiquita Development Company from 2005 to 2012. From 2004 to 2007 he was a partner in a private investment group involved in the acquisition, re-zoning and re-positioning for sale of land holdings in Costa Rica and Panama. Mr. Posner holds a Bachelor of Arts degree from York University.

Appointment of Auditor

Management recommends the re-appointment of RSM Canada LLP ("**RSM**"), as the auditor of the Company to hold office until the close of the next annual general meeting of the Shareholders.

In the absence of a contrary instruction or if no choice is specified in the Proxy with respect to the following matter, the person(s) designated by Management of the Company in the enclosed Proxy intend(s) to vote FOR the appointment of RSM as the auditor of the Company to hold office until the next annual general meeting of Shareholders or until a successor is appointed and to authorize the Board to fix the remuneration of the auditor.

Approval of Share Consolidation

Management proposes that the Shareholders approve a special resolution providing for the consolidation (the "**Consolidation**") of the Company's issued and outstanding Common Shares at a consolidation ratio of up to one (1) new share for 15 old shares, to be determined by the Board in its sole discretion.

Effect of Consolidation

If approved and implemented, the Consolidation will occur simultaneously for all of the Company's issued and outstanding Common Shares. The implementation of the Consolidation would not affect the total Shareholders' equity of the Company or any components of Shareholders' equity as reflected on the Company's financial statements except to change the number of issued and outstanding Common Shares to reflect the Consolidation.

Letters of Transmittal

Upon the Consolidation becoming effective, letters of transmittal will be sent by mail to all registered holders of Common Shares then issued and outstanding for use in transmitting their share certificates to the Company's registrar and transfer agent, Computershare Investor Services Inc., in exchange for new certificates representing the number of Common Shares to which such Shareholder is entitled as a result of such Consolidation. Upon return of a properly completed letter of transmittal, together with certificates evidencing the Common Shares, a certificate for the appropriate number of new consolidated Common Shares will be issued at no charge. Shareholders whose Common Shares are registered in the name of an Intermediary should contact such Intermediary to deposit their Common Shares in exchange for a new certificate representing the post-consolidation Common Shares to which such Shareholder is entitled. Such Intermediary may have its own procedures for processing the Consolidation.

Implementation

The Consolidation resolution (the "**Consolidation Resolution**"), as set out below, provides that the Board is authorized, in its sole discretion, to determine not to proceed with the proposed Consolidation without further approval of the Shareholders of the Company. The Board is authorized to revoke the Consolidation Resolution in its sole discretion without further approval of the Shareholders of the Company at any time prior to implementation of the Consolidation.

Shareholder Approval

In order to effect the Consolidation, the Company will file articles of amendment pursuant to the OBCA (as defined herein) to amend its current articles (the "**Articles of Amendment**"). Such Articles of Amendment shall only be filed upon the Board deciding, in its sole discretion, to proceed with the Consolidation. The Consolidation will become effective on the date shown in the certificate of amendment issued pursuant to the OBCA.

In accordance with both the OBCA, the Consolidation Resolution must be approved by not less than two-thirds (2/3) of the votes cast by the Shareholders represented at the Meeting in person or by proxy.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to pass, with or without variation, the Consolidation Resolution, as follows:

BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. the board (the "**Board of Directors**") of directors of Compel Capital Inc. (the "**Corporation**") is authorized to take such actions as are necessary to consolidate (the "**Consolidation**") all of the issued and outstanding common shares (the "**Common Shares**") at such a consolidation ratio of up to one (1) new share for 15 old shares, to be determined by the Board of Directors in its sole discretion;

2. the Board of Directors be and is hereby authorized in its sole direction to fix the ratio to be used in the Consolidation;
3. in the event that the Consolidation would otherwise result in the issuance of a fractional Common Share, no fractional Common Share shall be issued and such fraction will be rounded down to the nearest whole number;
4. the Board of Directors, in its sole discretion, may act upon this resolution to effect the Consolidation, or, if deemed appropriate and without any further approval from the shareholders of the Corporation, may choose not to act upon this special resolution notwithstanding shareholder approval of the Consolidation, and it is authorized to revoke this special resolution in its sole discretion at any time prior to effecting the Consolidation;
5. any director or officer of the Corporation is authorized to cancel (or cause to be cancelled) any certificates evidencing the existing Common Shares and to issue (or cause to be issued) certificates representing the new Common Shares to the holders thereof;
6. any one director or officer of the Corporation is authorized to do all acts and to execute and deliver all documents or instruments desirable to give effect to the foregoing, including, without limitation, articles of amendment in the form required pursuant to the *Business Corporations Act* (Ontario), if applicable; and
7. the directors of the Corporation may, in their discretion, without further approval of or notice to the shareholders of the Corporation decide not to proceed with the Consolidation and otherwise revoke this special resolution at any time prior to the Consolidation being given effect.

The Board unanimously recommends that the shareholders vote FOR the Consolidation Resolution. It is intended that the Common Shares represented by proxies in favour of management nominees will be voted in favour of the Consolidation Resolution in the absence of direction to the contrary from the shareholder appointing them.

Effective Date

The Consolidation Resolution will be effective on the date on which Articles of Amendment are filed and certified by the Ministry, on which the directors of the Company determine to carry out the Consolidation.

If the Consolidation Resolution is approved, no further action on the part of the Shareholders will be required in order for the Board to implement the Consolidation.

Approval of Name Change

The Board proposes to change the name of the Company to "ScreenPro Security Ltd.", or such other similar name as may be determined by the Board (the "**Name Change**").

At the Meeting, the Shareholders will be asked to consider and, if thought appropriate, to pass, with or without variation, a special resolution authorizing the Name Change (the "**Name Change Resolution**"), as follows:

BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. the change of name of Compel Capital Inc. (the "**Corporation**") to "ScreenPro Security Ltd.", or such other name as the Board of Directors of the Corporation may choose, acting in the best interests of the Corporation is hereby approved;

2. any director or officer is hereby authorized to send to the Director appointed under the *Business Corporations Act* (Ontario), Articles of Amendment of the Corporation in the prescribed form, and any one or more directors are hereby authorized to prepare, execute and file Articles of Amendment in the prescribed form in order to give effect to this special resolution, and to execute and deliver all such other deeds, documents and other writings and perform such other acts as may be necessary or desirable to give effect to this special resolution; and
3. notwithstanding approval of the shareholders of the Corporation as herein provided, the Board of Directors of the Corporation may, in its sole discretion, abandon the name change and any or all of the actions authorized by this special resolution at any time prior to completion thereof in the sole discretion of the Board of Directors of the Corporation without further approval of the shareholders.

The Name Change Resolution must be approved by special resolution in order to become effective. To pass, a special resolution requires the affirmative vote of not less than two-thirds (2/3) of the votes cast by the holders of Common Shares present at the Meeting in person or by proxy.

The Board unanimously recommends that the shareholders vote FOR the Name Change Resolution. It is intended that the Common Shares represented by proxies in favour of management nominees will be voted in favour of the Name Change Resolution in the absence of direction to the contrary from the shareholder appointing them.

Orders, Penalties and Bankruptcies

Other than as disclosed below, to the knowledge of the Company, as of the date hereof, no Nominee:

- (a) is, or has been, within 10 years before the date hereof, a director, CEO or CFO of any company (including the Company) that:
 - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, CEO or CFO, or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO;
- (b) is, or has been, within 10 years before the date hereof, a director or executive officer of any company (including the Company) that, while such Nominee was acting in that capacity, or within a year of such Nominee 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
- (c) has, within 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such Nominee.

For the purposes of the above section, the term "**order**" means:

- (d) a cease trade order, including a management cease trade order;
- (e) an order similar to a cease trade order; or
- (f) an order that denied the relevant company access to any exemption under securities legislation,

that was in effect for a period of more than 30 consecutive days.

The Ontario Securities Commission issued a cease trade order, dated May 5, 2017, against the Company for failure to file its audited financial statements for the year ended December 31, 2016, related management's discussion and analysis and certification of the foregoing filings as required by National Instrument 52-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings* ("**NI 52-109**"). Michael Frank was a director of the Company when the cease trade order was issued.

The Ontario Securities Commission issued a management cease trade order, dated June 2, 2009, against Michael Frank in his capacity as a director and Chief Executive Officer of Spylogics International Corp. ("**Spylogics**") for a failure to file Spylogics' audited annual financial statements for the year ended January 31, 2009 and related management's discussion and analysis. On January 20, 2010, the filing defaults were remedied, thereby lifting the cease trade order.

The Ontario Securities Commission issued a cease trade order, dated May 5, 2017, against Hudson River Minerals Ltd. ("**Hudson**") for a failure to file Hudson's audited annual financial statements for the year ended December 31, 2016, related management's discussion and analysis and certification of the foregoing filings as required by NI 52-109. The Alberta Securities Commission issued a reciprocal cease trade order against Hudson as a result of failing to file these items. Andrew Lindzon was the Chief Executive Officer of Hudson during this time. Hudson has not rectified its default as of the date hereof.

The Ontario Securities Commission issued a cease trade order, dated December 2, 2016, against RYM Capital Corp. ("**RYM**") for a failure to file RYM's audited annual financial statements for the year ended July 31, 2016, related management's discussion and analysis, and certification of the foregoing filings as required by NI 52-109. The Alberta Securities Commission issued a reciprocal cease trade order against RYM as a result of failing to file these items. Andrew Lindzon was the Chief Executive Officer of RYM during this time. As of the date hereof, RYM has not rectified its default but is applying to lift the cease trade orders.

The Ontario Securities Commission issued a cease trade order, dated February 12, 2014, against Pacific Orient Capital Inc. ("**Pacific**") for a failure to file Pacific's audited annual financial statements for the year ended September 30, 2013, related management's discussion and analysis, and certification of the foregoing filings as required by NI 52-109. The British Columbia Securities Commission issued a cease trade order, dated February 12, 2014, against Pacific for a failure to file a comparative financial statement for its financial year ended September 30, 2013 and related management's discussion and analysis. The Alberta Securities Commission issued a cease trade order, dated May 27, 2014, against Pacific for a failure to file Pacific's audited annual financial statements for the year ended September 30, 2013 and related management's discussion and analysis, interim unaudited financial statements for the period ended December 31, 2013 and related management's discussion and analysis, and certification of the foregoing filings as required by NI 52-109. Myra Bongard was a director of Pacific when the foregoing cease trade orders were issued against Pacific. As of the date hereof, Pacific has not rectified its defaults in connection with the cease trade orders.

To the knowledge of the Company, as of the date hereof, no Nominee has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body,

that would likely be considered important to a reasonable Shareholder in deciding to vote for a proposed director.

Indication of Officers and Directors

All of the directors and executive officers of the Company have indicated that they intend to vote their Common Shares in favour of each of the above resolutions. In addition, unless authority to do so is indicated otherwise, the

persons named in the enclosed Proxy intend to vote the Common Shares represented by such proxies in favour of each of the above resolutions.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors of the Company also holding positions as directors or officers of other companies. Some of the directors of the Company have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Company are involved with companies in direct competition with the Company. Conflicts, if any, are currently subject to the procedures and remedies provided under the OBCA. Currently, any directors who are in a position of conflict abstain from voting on any matters, which may relate in any way to the matter in conflict.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company at 77 King St. W., Suite 3000, Ontario, M5K 1G8, 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 the fiscal year ended December 31, 2019 and subsequent interim periods, which are filed on SEDAR.

OTHER MATTERS

Management is not aware of any other matter to come before the Meeting other than as set forth in the Notice. 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.

The contents of this Information Circular and its distribution to Shareholders have been approved by the Board.

DATED February 8, 2021

BY ORDER OF THE BOARD

/s/ "Myra Bongard"

Myra Bongard
President & Chief Executive Officer

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

COMPEL CAPITAL INC. (the "Company")

PURPOSE OF AUDIT COMMITTEE

The Audit Committee shall assist the board of directors (the "**Board**") of the Company in fulfilling its oversight responsibilities in the following principal areas: (i) accounting policies and practices, (ii) the financial reporting process, (iii) financial statements provided by the Company to the public, (iv) the systems of internal accounting and financial controls, (v) the qualifications, independence, appointment and oversight of the work of the external auditors, (vi) the qualifications and performance of the internal auditors, and (vii) compliance with applicable legal and regulatory requirements.

In addition to the responsibilities specifically enumerated in this Charter, the Board may refer to the Audit Committee such matters and questions relating to the financial position of the Company and its affiliates as the Board may from time to time see fit.

MEMBERSHIP

The Audit Committee shall consist of at least three directors appointed by the Board. The appointment of members shall occur annually and members are subject to removal or replacement at any time by the Board. The members shall be selected based upon the following, in accordance with applicable laws, rules and regulations:

- a. Independence - Each member shall be independent in accordance with applicable legal and regulatory requirements and in such regard shall have no direct or indirect material relationship with the Company which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.
- b. Financially Literate - Each member shall be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the Audit Committee. For these purposes, an individual is financially literate if he or she has 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 reasonably be expected to be raised by the Company's financial statements.
- c. Commitment - In addition to being a member of the Audit Committee and of any audit committee of any affiliate of the Company, if a member of the Audit Committee is also on the audit committee of more than two additional public companies, the Board, or the Nominating and Corporate Governance Committee, shall determine that such simultaneous service does not impair the ability of such member to serve effectively on the Company's Audit Committee.

CHAIR AND SECRETARY

The Chair of the Audit Committee shall be selected by the Board. If the Chair is not present, the members of the Audit Committee may designate a Chair for the meeting by majority vote of the members present. The Secretary of the Company shall be the Secretary of the Audit Committee, provided that if the Secretary is not present, the Chair of the meeting may appoint a secretary for the meeting with the consent of the Audit Committee members who are present. A member of the Committee may be designated as the liaison member to report on the deliberations of the Audit Committees of affiliated companies.

MEETINGS

The times and locations of meetings of the Audit Committee and the calling of and procedures at such meetings, shall be determined from time to time by the Audit Committee, in consultation with management when necessary, provided that there shall be a minimum of four meetings per year. The Audit Committee shall have sufficient notice in order to prepare for each meeting. Notice of every meeting shall be given to the external and internal auditors of the Company, and meetings shall be convened whenever requested by the external auditors or any member of the Audit Committee in accordance with applicable law.

MEETING AGENDAS

Agendas for meetings of the Audit Committee shall be developed by the Chair of the Committee in consultation with management and the corporate secretary, and shall be circulated to Audit Committee members prior to Committee meetings.

RESOURCES AND AUTHORITY

The Audit Committee shall have the resources and the authority to discharge its responsibilities, including the authority to engage, at the expense of the Company, outside consultants, independent legal counsel and other advisors and experts as it determines necessary to carry out its duties, without seeking approval of the Board or management.

The Audit Committee shall have the authority to conduct any investigation necessary and appropriate to fulfilling its responsibilities, and has direct access to and the authority to communicate directly with the external auditors, internal auditors, the general counsel of the Company and other officers and employees of the Company.

The members of the Audit Committee shall have the right for the purpose of performing their duties to inspect all the books and records of the Company and its subsidiaries and to discuss such accounts and records and any matters relating to the financial position, risk management and internal controls of the Company with the officers and external and internal auditors of the Company and its subsidiaries. Any member of the Audit Committee may require the external or internal auditors to attend any or every meeting of the Audit Committee.

RESPONSIBILITIES

The Company's management is responsible for preparing the Company's financial statements and the external auditors are responsible for auditing those financial statements. The Committee is responsible for overseeing the conduct of those activities by the Company's management and external auditors, and overseeing the activities of the internal auditors. The Company's external auditors are accountable to the Audit Committee, as representatives of the Company's shareholders.

It is recognized that members of the Audit Committee are not full-time employees of the Company and do not represent themselves to be accountants or auditors by profession or experts in the fields of accounting or auditing or the preparation of financial statements. It is not the duty or responsibility of the Audit Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures. Each member of the Audit Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from whom it receives information, and (ii) the accuracy of the financial and other information provided to the Audit Committee by such persons or organizations absent actual knowledge to the contrary.

The specific responsibilities of the Audit Committee shall include those listed below. The enumerated responsibilities are not meant to restrict the Audit Committee from examining any matters related to its purpose.

1. **Financial Reporting Process and Financial Statements**

- a. in consultation with the external auditors and the internal auditors, review the integrity of the Company's financial reporting process, both internal and external, and any major issues as to the adequacy of the internal controls and any special audit steps adopted in light of material control deficiencies;
- b. review all material transactions and material contracts entered into by the Company (and any subsidiary) with any insider or related party of the Company, other than officer or employee compensation arrangements approved or recommended by the Compensation Committee or director remuneration approved or recommended by the Nominating and Corporate Governance Committee;
- c. review and discuss with management and the external auditors the Company's annual audited consolidated financial statements and its interim unaudited consolidated financial statements, and discuss with the external auditors the matters required to be discussed by generally accepted auditing standards in Canada and the United States, as may be modified or supplemented, and for such purpose, receive and review an annual report by the external auditors describing: (i) all critical accounting policies and practices used by the Company, (ii) all material alternative accounting treatments of financial information within generally accepted accounting principles that have been discussed with management of the Company, including the ramifications of the use such alternative treatments and disclosures and the treatment preferred by the external auditors, and (iii) other material written communications between the external auditors and management, and discuss such annual report with the external auditors;
- d. following completion of the annual audit, review with each of management, the external auditors and the internal auditors any significant issues, concerns or difficulties encountered during the course of the audit;
- e. resolve disagreements between management and the external auditors regarding financial reporting;
- f. review the interim quarterly and annual financial statements and annual and interim press releases prior to the release of earnings information;
- g. review and be satisfied that adequate procedures are in place for the review of the public disclosure of financial information by the Company extracted or derived from the Company's financial statements, other than the disclosure referred to in (f), and periodically assess the adequacy of those procedures; and
- h. meet separately, periodically, with management, with the internal auditors and with the external auditors.

2. **External auditors**

- a. require the external auditors to report directly to the Audit Committee;
- b. be directly responsible for the selection, nomination, compensation, retention, termination and oversight of the work of the Company's external auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and in such regard recommend to the Board the external auditors to be nominated for approval by the shareholders;
- c. pre-approve all audit engagements and the provision by the external auditors of all non-audit services, including fees and terms for all audit engagements and non-audit engagements, and in

such regard the Audit Committee may establish the types of non-audit services the external auditors shall be prohibited from providing and shall establish the types of audit, audit-related and non-audit services for which the Audit Committee will retain the external auditors. The Audit Committee may delegate to one or more of its members the authority to pre-approve non-audit services, provided that any such delegated pre-approval shall be exercised in accordance with the types of particular non-audit services authorized by the Audit Committee to be provided by the external auditor and the exercise of such delegated pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting following such pre-approval;

- d. review and approve the Company's policies for the hiring of partners and employees and former partners and employees of the external auditors;
- e. consider, assess and report to the Board with regard to the independence and performance of the external auditors; and
- f. request and review a report by the external auditors, to be submitted at least annually, regarding the auditing firm's internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issues.

3. Accounting Systems and Internal Controls

- a. oversee management's design and implementation of and reporting on internal controls. Receive and review reports from management, the internal auditors and the external auditors with regard to the reliability and effective operation of the Company's accounting system and internal controls; and
- b. review the activities, organization and qualifications of the internal auditors and discuss with the external auditors the responsibilities, budget and staffing of the internal audit function.

4. Legal and Regulatory Requirements

- a. receive and review timely analysis by management of significant issues relating to public disclosure and reporting;
- b. review, prior to finalization, periodic public disclosure documents containing financial information, including the Management's Discussion and Analysis and Annual Information Form;
- c. prepare the report of the Audit Committee required to be included in the Company's periodic filings;
- d. review with the Company's General Counsel legal compliance matters, significant litigation and other legal matters that could have a significant impact on the Company's financial statements; and
- e. assist the Board in the oversight of compliance with legal and regulatory requirements.

5. Additional Responsibilities

- a. discuss policies with respect to risk assessment and risk management;
- b. establish procedures and policies for the following

- i. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and
 - ii. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- c. prepare and review with the Board an annual performance evaluation of the Audit Committee;
- d. review earnings guidance provided to analysts and rating agencies;
- e. report regularly to the Board, including with regard to matters such as the quality or integrity of the Company's financial statements, compliance with legal or regulatory requirements, the performance of the internal audit function, and the performance and independence of the external auditors; and
- f. review and reassess the adequacy of the Audit Committee's Charter on an annual basis.