



**MANAGEMENT INFORMATION CIRCULAR**  
(as at August 24, 2017 except as otherwise indicated)

This Information Circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management of RewardStream Solutions Inc. (the “**Company**”) for use at the annual general meeting (the “**Meeting**”) of its shareholders to be held on **Thursday, September 28, 2017** at the time and place and for the purposes set forth in the accompanying Notice of the Meeting.

In this Circular, references to “the Company”, “we” and “our” refer to RewardStream Solutions Inc. “**common shares**” means common shares without par value in the capital of the Company. “**Beneficial Shareholders**” means shareholders who do not hold common shares in their own name and “**intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

**GENERAL PROXY INFORMATION**

**Solicitation of Proxies**

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company at nominal cost. The Company will bear all costs of this solicitation.

**Appointment of Proxyholders**

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors 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. YOU MAY DO SO EITHER BY INSERTING THE NAME OF THAT OTHER PERSON IN THE BLANK SPACE PROVIDED IN THE PROXY OR BY COMPLETING AND DELIVERING ANOTHER SUITABLE FORM OF PROXY.** If your common shares are held in physical form (ie. paper form) and are registered in your name, then you are a registered shareholder (“**Registered Shareholder**”). However, if, like most shareholders, you keep your common shares in a brokerage account, then you are a Beneficial Shareholder. The manner for voting is different for Registered Shareholders and Beneficial Shareholders. The instructions below should be read carefully by all 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, other than the appointment of an auditor and the election of directors,
- (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, the persons named in the Proxy will vote the common shares represented by the Proxy for the approval of such matter.**

**Registered Shareholders**

Registered Shareholders 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:

- (a) completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by mail or by hand to the 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1;
- (b) using a touch-tone phone to transmit voting choices to the following toll-free number 1-866-732-8683. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy form for the holder's account number and the Proxy control number; or
- (c) using the Internet through the website of the Company's transfer agent at [www.investorvote.com](http://www.investorvote.com). Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy form for the holder's account number and the Proxy control number.

In all cases, the Proxy must be received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

### **Beneficial Shareholders**

The following information is of significant importance to shareholders who do not hold common shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of common shares).

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions.

If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those common shares will not be registered in the shareholder's name on the records of the Company. Such common shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such common shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

There are two kinds of beneficial owners - those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for "**Objecting Beneficial Owners**") and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**" for "**Non-Objecting Beneficial Owners**").

Pursuant to National Instrument 54-101 of the Canadian Securities Administrators, the Company is sending proxy-related materials directly to NOBOs, which materials will include a scannable Voting Instruction Form (a "**VIF**"). These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and Internet voting as described on the VIF itself which contain complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

Management of the Company does not intend to pay for intermediaries to forward to OBOs under National Instrument 54-101 the proxy-related materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary*, and, in the case of an OBO, the OBO will not receive the materials unless the OBO's intermediary assumes the cost of delivery.

Every intermediary that mails proxy-related materials to Beneficial Shareholders has its own mailing procedures and provides its own return instructions to clients. Beneficial Shareholders should follow the instructions of their intermediary carefully to ensure that their common shares are voted at the Meeting.

Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in the United States and in Canada. Broadridge mails a voting instruction form (the “**Broadridge VIF**”) which will be similar to the Proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. The Broadridge VIF will appoint the same persons as the Company’s Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company), other than the persons designated in the Broadridge VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the Broadridge VIF. The completed Broadridge VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. **If you receive a Broadridge VIF, you cannot use it to vote common shares directly at the Meeting – the Broadridge VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the common shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your common shares in that capacity. **If you wish to attend at the Meeting and indirectly vote your common shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.**

Alternatively, you can request in writing that your broker send you a legal Proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your common shares.

#### **Revocation of Proxies**

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a Proxy may revoke it by 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 shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the Proxy bearing a later date to Computershare at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or to the address of the registered office of the Company at Suite 201 - 440 Cambie Street, Vancouver, British Columbia, V6B 2N5, 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.

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

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as may be set out herein.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The board of directors (the “**Board**”) of the Company has fixed August 24, 2017 as the record date (the “**Record Date**”) for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of Proxy in the manner and subject to the provisions described above will be entitled to vote or to have their common shares voted at the Meeting.

As at the Record Date, there were 49,831,246 common shares issued and outstanding, each carrying the right to one vote.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of

one or more corporate shareholders will have one vote, and on a poll every shareholder present in person or represented by a Proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each Common Share registered in that shareholder's name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at Computershare and will be available at the Meeting.

To the knowledge of the directors and executive officers of the Company, as of the date of this Circular, no person beneficially owns, directly or indirectly, or exercises control or direction over, 10% or more of the issued and outstanding common shares of the Company.

### SETTING NUMBER OF DIRECTORS

The Board presently consists of five (5) directors and it is intended to determine the number of directors at five (5). Shareholders will therefore be asked to approve an ordinary resolution that determines the number of directors to be elected at five (5).

### ELECTION OF DIRECTORS

The term of office of each of the current directors expires at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia), each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following table sets out the names of management's nominees for election as a director (a "proposed director"), the province and country in which he is ordinarily resident, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of common shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date.

<b>Name of Nominee, Province and Country of Ordinary Residence and Positions Held with the Company</b>	<b>Occupation, Business or Employment<sup>(1)</sup></b>	<b>Director Since</b>	<b>Common Shares Beneficially Owned or Controlled<sup>(1)</sup></b>
<b>Robert Goehring</b> British Columbia, Canada <i>CEO, President and Director</i>	CEO of the Company since July 2014, Chief Marketing Officer of Tio Networks, Inc. from April 2012 to July 2014.	July 1, 2014	2,565,907
<b>Ralph Turfus<sup>(2)</sup></b> British Columbia, Canada <i>Director and Chairman of the Board</i>	Special Partner of Yaletown Venture Partners since June 2009. Director of various private technology and software companies.	March 6, 2012	486,615
<b>Rana Vig<sup>(2)</sup></b> British Columbia, Canada <i>Director</i>	CEO and President of Musgrove Minerals Corp. (which amalgamated with the Company on July 28, 2016) July 2011 to July 28, 2016; Chairman of the Board Continental Precious Minerals Inc. November 2013 to August 2015; CEO Continental Precious Minerals Inc. November 2013 to February 2016.	July 12, 2011 <sup>(3)</sup>	351,374 <sup>(4)</sup>
<b>Martin Bernholtz, CA<sup>(2)</sup></b> British Columbia, Canada <i>Director</i>	VP, Finance, Kerbel Group Inc.	April 16, 2012 <sup>(3)</sup>	384,000 <sup>(5)</sup>
<b>Juan Vegarra</b> Bellevue, WA, USA <i>Director</i>	Chairman and CEO Vusay Technologies Inc. August 2015 to present; Chairman and CEO Vena Resources Inc. March 2004 to January 2016.	March 2, 2017	400,000

(1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is

not within the knowledge of the management of the Company and has been furnished by the respective nominees and from insider reports available at www.sedi.ca. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years.

- (2) Member of the Company's Audit Committee.
- (3) Pertains to Musgrove Minerals which amalgamated with the Company on July 28, 2016.
- (4) Of these 351,374 common shares held by Mr. Vig, 151,222 common shares are held directly by Mr. Vig, 152 common shares are held in trust and 200,000 common shares are held by R2A2 Holdings Inc., a company owned and operated by Mr. Vig.
- (5) Of these 384,000 common shares held by Mr. Bernholtz, 280,000 common shares are held directly by Mr. Bernholtz and 104,000 common shares are held by Accretive Capital Corp., a company owned and operated by Mr. Bernholtz.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

### **CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES**

Ralph Turfus was a director of Endurance Wind Power that became bankrupt less than one year following his resignation as a director of that company.

Except as disclosed above, no director or proposed director of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

### **Individual Bankruptcies**

No director or proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

### **Penalties or Sanctions**

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

## **EXECUTIVE COMPENSATION**

### **Named Executive Officers**

During the financial year ended September 30, 2016, the Company had six Named Executive Officers ("NEO"), being: (i) Robert Goehring, President and Chief Executive Officer ("CEO") and President of the Company, (ii) Charles Abel, Chief Financial Officer ("CFO") and Corporate Secretary of the Company, (iii) Neil Parker, VP Marketing and Product, (iv) Devin Redlich, VP Operations, (v) Murray Hemphill, VP Sales and (vi) Kevin Campbell, Senior Software Architect.

“NEO” means: (a) each CEO, (b) each CFO, (c) each of the three most highly compensated executive officers of the company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and each individual who would be a NEO under (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

## **COMPENSATION DISCUSSION AND ANALYSIS**

### **Compensation Discussion and Analysis**

#### **Objectives**

It is the objective of the Company’s compensation program to attract and retain highly qualified executives and to link compensation to performance and shareholder value. The Board’s goal is to ensure that the NEOs compensation is sufficiently competitive to achieve this objective. The Board considers a number of factors in order to determine the NEOs compensation, including the Company’s contractual obligations, the individual’s performance and other qualitative aspects of the individual’s performance and achievements, the amount of time and effort the individual will devote to the Company and the Company’s financial resources.

#### **Elements of the Compensation Program**

The Company’s compensation program is comprised of: (a) a base salary or management fee arrangement and benefits; (b) a short-term incentive program in the form of bonuses; and (c) long-term incentives in the form of incentive stock options. Each component of the Company’s compensation program is addressed below.

#### **Base Salaries or Management Fee Arrangements and Benefits**

Base salary is the principal component of the Company’s executive compensation program, and the base salary for each executive officer is based on the position held and the related responsibilities and functions performed by the executive. Individual and corporate performance is also taken into account in determining base salary levels for executives.

#### **Short-Term Incentives**

Bonuses are paid to NEOs based on individual, team and Company performance and the NEOs position in the Company. Any bonus awards are at the sole discretion of the Board.

#### **Long Term Incentives and the Company’s Stock Option Plan**

The Company grants to NEOs stock options as a long-term incentive. The Board determines the number of options to be granted to each NEO based on the level of responsibility and experience required for the position, and the NEOs potential future contributions to the Company. The Board sets the number of options so as to attract and retain qualified and talented employees. The Board also takes into account the Company’s contractual obligations and the award history for all participants in the Company’s stock option plan. Stock option awards to the NEOs are not based on any specific formula.

The recipients of incentive stock options and the terms of the stock options granted are determined from time to time by the Board. The exercise price of the stock options granted is generally determined by the market price at the time of grant.

The Company does not grant share-based awards.

The Company’s NEOs and directors are not permitted to purchase financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

## SUMMARY COMPENSATION TABLE

Set out below is a summary of compensation paid or accrued during the Company's three most recently completed financial years to the Company's NEOs.

### Summary Compensation Table

Name and principal position	Year	Salary (\$) <sup>(1)</sup>	Share-based awards (\$)	Option-based awards (\$) <sup>(2)</sup>	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$) <sup>(3)</sup>	Total compensation (\$)
					Annual incentive plans (\$) <sup>(1)</sup>	Long-term incentive plans (\$)			
<b>Rob Goehring</b> CEO <sup>(4)</sup>	2016	185,000	Nil	62,754	Nil	Nil	Nil	4,172	251,926
	2015	185,000	Nil	32,704	50,000	Nil	Nil	3,460	271,164
	2014	46,250	Nil	8,153	6,598	Nil	Nil	825	61,826
<b>Charles Abel</b> CFO <sup>(5)</sup>	2016	97,903	Nil	2,750	10,000	Nil	Nil	Nil	110,653
	2015	11,278	Nil	Nil	Nil	Nil	Nil	Nil	11,278
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Murray Hemphill</b> VP Sales <sup>(6)</sup>	2016	125,000	Nil	20,310	Nil	Nil	Nil	2,781	148,091
	2015	125,000	Nil	8,275	10,000	Nil	Nil	2,204	145,479
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Kevin Campbell</b> Senior Software Architect <sup>(7)</sup>	2016	90,000	Nil	1,650	Nil	Nil	Nil	4,172	95,822
	2015	90,000	Nil	486	6,000	Nil	Nil	3,399	99,885
	2014	73,333	Nil	921	1,750	Nil	Nil	2,673	78,677
<b>Devin Redlich</b> VP Operations <sup>(8)</sup>	2016	137,059	Nil	2,750	Nil	Nil	Nil	5,493	145,302
	2015	16,125	Nil	Nil	Nil	Nil	Nil	736	16,861
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Neil Parker</b> VP Product Management and Marketing <sup>(9)</sup>	2016	137,000	Nil	2,750	Nil	Nil	Nil	4,432	144,182
	2015	10,928	Nil	Nil	Nil	Nil	Nil	3,833	14,761
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

- (1) The amounts in this column were considered earned in the year reported.
- (2) The fair value of Option Based Awards was determined using the Black-Scholes method. The assumptions used in this method are disclosed in the financial statements for the periods ending September 30, 2016, 2015 and 2014. The amounts attributed to each year are based on the amount of options vested in that year multiplied by the fair value of the options granted.
- (3) Amounts in this column include, commissions, company paid health care insurance premiums, payments for untaken vacation days and severance payments. For the most recently completed fiscal year, these amounts consisted entirely of company paid health care insurance premiums.
- (4) Mr. Goehring has served as CEO of the Company since July 1, 2014.
- (5) Mr. Abel has served as CFO of the Company since July 20, 2015.
- (6) Mr. Hemphill has served as VP Sales of the Company since September 25, 2014.
- (7) Mr. Campbell has served as Senior Software Architect of the Company since August 1, 2014.
- (8) Mr. Redlich has served as VP Operations of the Company since July 6, 2015.
- (9) Mr. Parker has served as VP Product Management and Marketing of the Company since August 26, 2015.

## INCENTIVE PLAN AWARDS

### Outstanding Share-Based Awards and Option-Based Awards

The Company does not have any share-based awards held by a NEO. The following table sets forth the outstanding option-based awards held by the NEOs of the Company at the end of the most recently completed financial year:

#### Outstanding Option-Based Awards

Name and Principal Position	Number of Securities underlying unexercised options	Option exercise price (\$)	Option Expiration Date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)
<b>Rob Goehring</b> CEO	500,000	0.30	September 7, 2019	-
<b>Charles Abel</b> CFO	250,000	0.30	September 7, 2019	-
<b>Murray Hemphill</b> VP Sales	250,000	0.30	September 7, 2019	-
<b>Devin Redlich</b> VP Operations	250,000	0.30	September 7, 2019	-
<b>Neil Parker</b> VP Product Management and Marketing	250,000	0.30	September 7, 2019	-
<b>Kevin Campbell</b> Senior Software Architect	150,000	0.30	September 7, 2019	-

- (1) “In-the-Money Options” means the excess of the market value of the Company’s shares on September 30, 2016 over the exercise price of the options. The market price for the Company’s common shares on September 29, 2016 (the last trading day of the Company’s financial year-end) was \$0.285.

### Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed financial year by each NEO:

#### Value Vested or Earned for Incentive Plan Awards During the Most Recently Completed Financial Year

Name and Principal Position	Option-based awards - Value vested during the year (\$) <sup>(1)</sup>	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
<b>Rob Goehring</b> CEO	Nil	NA	Nil
<b>Charles Abel</b> CFO	Nil	NA	10,000
<b>Murray Hemphill</b> VP Sales	Nil	NA	Nil
<b>Devin Redlich</b> VP Operations	Nil	NA	Nil
<b>Neil Parker</b> VP Product Management and Marketing	Nil	NA	Nil
<b>Kevin Campbell</b> Senior Software Architect	Nil	NA	Nil

- (1) This value is determined by calculating the difference between the market price of the underlying common shares on the vesting date and the exercise price of the options on the vesting date.



## Narrative Discussion

See “Particulars of Matters to be Acted Upon - Stock Option Plan”.

### PENSION BENEFITS

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

### TERMINATION AND CHANGE OF CONTROL BENEFITS

Other than as set out below, the Company has not entered into any contract, agreement, plan or arrangement that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company, or a change in a NEOs responsibilities.

The Company may terminate its employment agreement with Mr. Goehring by providing Mr. Goehring with six months notice. The Company may terminate its employment agreement with Mr. Abel by providing Mr. Abel with four months notice.

### DIRECTOR COMPENSATION

Other than compensation paid to the NEOs, and except as noted below, no compensation was paid to directors in their capacity as directors of the Company or its subsidiaries, in their capacity as members of a committee of the Board or of a committee of the board of directors of its subsidiaries, or as consultants or experts, during the Company’s most recently completed financial year.

Set out below is a summary of compensation paid or accrued during the Company’s most recently completed financial year to the Company’s directors, other than the NEOs previously disclosed:

**Director Compensation Table**

Name of Director	Fees earned (\$)	Share- based awards (\$)	Option-based awards <sup>(1)</sup> (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Ralph Turfus	Nil	NA	44,880	Nil	Nil	Nil	44,880
Rana Vig	Nil	NA	44,880	Nil	Nil	Nil	44,880
Martin Bernholtz	Nil	NA	33,000	Nil	Nil	Nil	33,000
Juan Vegarra <sup>(2)</sup>	Nil	NA	NA	Nil	Nil	Nil	NA
Norman Brewster <sup>(3)</sup>	Nil	NA	11,000	Nil	Nil	Nil	11,000

(1) The fair value of Option Based Awards was determined using the Black-Scholes method. The assumptions used in this method are disclosed in the financial statements for the periods ending September 30, 2016.

(2) Mr. Vegarra was appointed as a director after year end September 30, 2016.

(3) Mr. Brewster resigned from the Board after year end September 30, 2016.

The Directors of the Company agreed to not take any compensation during the fiscal year 2016.

## INCENTIVE PLAN AWARDS

### Outstanding Option-Based Awards and Share-Based Awards

The Company does not have any share-based awards held by a director. The following table sets forth details of all awards granted to directors of the Company which are outstanding at the end of the most recently completed financial year.

#### Outstanding Option-Based Awards

Name of Director	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>
Ralph Turfus	340,000	0.30	September 7, 2019	-
Rana Vig	340,000	0.30	September 7, 2019	-
Martin Bernholtz	250,000	0.30	September 7, 2019	-
Juan Vegarra <sup>(2)</sup>	340,000	0.13	April 28, 2020	NA
Norman Brewster <sup>(3)</sup>	83,333	0.30	September 7, 2019	-

(1) “In-the-Money Options” means the excess of the market value of the Company’s shares on September 30, 2016 over the exercise price of the options. The market price for the Company’s common shares on September 29, 2016 (the last trading day of the Company’s financial year-end) was \$0.285.

(2) Mr. Vegarra was appointed as a director after year end September 30, 2016.

(3) Mr. Brewster resigned from the Board after year end September 30, 2016.

### Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed financial year by each director:

#### Value Vested or Earned for Incentive Plan Awards During the Most Recently Completed Financial Year

Name of Director	Option-based awards- Value vested during the year (\$) <sup>(1)</sup>	Share-based awards- Value vested during the year (\$)	Non-equity incentive plan compensation- Value earned during the year (\$)
Ralph Turfus	Nil	NA	Nil
Rana Vig	Nil	NA	Nil
Martin Bernholtz	Nil	NA	Nil
Juan Vegarra <sup>(2)</sup>	NA	NA	Nil
Norman Brewster <sup>(3)</sup>	Nil	NA	Nil

(1) This value is determined by calculating the difference between the market price of the underlying common shares on the vesting date and the exercise price of the options on the vesting date.

(2) Mr. Vegarra was appointed as a director after year end September 30, 2016.

(3) Mr. Brewster resigned from the Board after year end September 30, 2016.

## EQUITY COMPENSATION PLAN INFORMATION

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, as at the end of the most recently completed financial year:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
Equity compensation plans approved by the securityholders	3,588,333	\$0.30	277,374
Equity compensation plans not approved by the securityholders	Nil	Nil	Nil
<b>Total</b>	<b>3,588,333</b>	<b>\$0.30</b>	<b>277,374</b>

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

None of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the Board, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the most recently completed financial year of the Company.

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

No director or executive officer of the Company or any proposed nominee of Management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year, in matters to be acted upon at the Meeting, other than the election of directors and the appointment of auditors.

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

None of the persons who were directors or executive officers of the Company or a subsidiary at any time during the Company's last completed financial year, the proposed nominees for election to the Board, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

#### **APPOINTMENT OF AUDITOR**

Management intends to nominate Dale Matheson Carr-Hilton Labonte, LLP, Chartered Accountants, of Vancouver, British Columbia, for re-appointment as auditor of the Company. Forms of proxies given pursuant to this solicitation will, on any poll, be voted as directed and, if there is no direction, for the re- appointment of Dale Matheson Carr-Hilton Labonte, LLP, Chartered Accountants, as the auditor of the Company to hold office for the ensuing year with remuneration to be fixed by the Board.

#### **MANAGEMENT CONTRACTS**

No Management functions of the Company are to any substantial degree performed by a person or company other than the directors or NEOs of the Company.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### Stock Option Plan

#### *New 10% Rolling Plan*

On September 6, 2016, the Board approved a new 10% rolling stock option plan (the “**New Plan**”) to replace the Company’s existing stock option plan (the “**Existing Plan**”), which incorporates, among other things, provisions concerning the new requirements of the Canada Revenue Agency concerning withholding tax payments on exercised options. As a 10% rolling plan the aggregate number of common shares issuable as options under the New Plan may be up to 10% of the Company’s issued and outstanding common shares on the date on which an option is granted, less common shares reserved for issuance on exercise of options then outstanding under the New Plan. The purpose of the New Plan is to advance the interests of the Company by encouraging equity participation in the Company through the acquisition of common shares of the Company. The New Plan is administered by the Board and options are granted at the discretion of the Board to eligible optionees (an “**Optionee**”). If the New Plan is approved by shareholders, all outstanding options under the Existing Plan will be rolled into and deemed granted under the New Plan. As at the date of this Information Circular, there are no outstanding options under the Existing Plan.

#### *Eligible Optionees*

To be eligible to receive a grant of options under the New Plan, regulatory authorities require an Optionee to be either a director, officer, employee, consultant or an employee of a company providing management or other services to the Company or a subsidiary at the time the option is granted.

Options may be granted only to an individual eligible, or to a non-individual that is wholly-owned by individuals eligible, for an option grant. If the option is granted to a non-individual, it will not permit any transfer of its securities, nor issue further securities, to any individual or other entity as long as the option remains in effect.

#### *Restrictions*

The New Plan is subject to the following restrictions:

- (a) The Company must not grant an option to a director, employee, consultant, or consultant company (the “**Service Provider**”) in any 12-month period that exceeds 5% of the outstanding common shares of the Company, unless the Company has obtained approval by a majority of the Disinterested Shareholders (defined below) of the Company;
- (b) The aggregate number of options granted to a Service Provider conducting investor relations activities in any 12 month period must not exceed 2% of the outstanding shares calculated at the date of the grant, without prior regulatory approval;
- (c) The Company must not grant an option to a Consultant in any 12 month period that exceeds 2% of the outstanding shares calculated at the date of the grant of the option;
- (d) The aggregate number of common shares reserved for issuance under options granted to Insiders (defined below) must not exceed 10% of the outstanding shares (in the event that the New Plan is amended to reserve for issuance more than 10% of the outstanding shares) unless the Company has obtained Disinterested Shareholder Approval to do so;
- (e) The number of optioned shares issued to Insiders in any 12 month period must not exceed 10% of the outstanding shares (in the event that the New Plan is amended to reserve for issuance more than 10% of the outstanding shares) unless the Company has obtained Disinterested Shareholder Approval to do so;
- (f) The issuance to any one Optionee within a 12 month period of a number of common shares must not exceed 5% of outstanding shares unless the Company has obtained Disinterested Shareholder Approval to do so;
- (g) The exercise price of an option previously granted to an Insider must not be reduced, unless the Company has obtained Disinterested Shareholder Approval to do so; and

- (h) The Company may implement such procedures and conditions as the Board deems appropriate with respect to withholding and remitting taxes imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law.

### ***Definitions***

“**Disinterested Shareholder Approval**” means the approval by a majority of the votes cast by all shareholders of the Company at the Meeting excluding votes attached to listed common shares beneficially owned by Insiders (defined below) of the Company and Associates (as defined in the British Columbia *Securities Act*) of Insiders.

An “**Insider**” is a director, or senior officer of the Company, a director or senior officer of a company that is an Insider or subsidiary of the Company, or a person that beneficially owns or controls, directly or indirectly, voting common shares carrying more than 10% of the voting rights attached to all outstanding voting common shares of the Company.

### ***Material Terms of the New Plan***

The following is a summary of the material terms of the New Plan:

- (a) persons who are Service Providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the New Plan;
- (b) all options granted under the New Plan expire on a date not later than 10 years after the issuance of such options. However, should the expiry date for an option fall within a trading Blackout Period (as defined in the New Plan, generally meaning circumstances where sensitive negotiations or other like information is not yet public), within 9 business days following the expiration of a Blackout Period;
- (c) for options granted to Service Providers, the Company must ensure that the proposed Optionee is a bona fide Service Provider of the Company or its affiliates;
- (d) an Option granted to any Service Provider will expire within 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option), after the date the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company;
- (e) if an Optionee dies, any vested option held by him or her at the date of death will become exercisable by the Optionee’s lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such option;
- (f) in the case of an Optionee being dismissed from employment or service for cause, such Optionee’s options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same;
- (g) the exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Discounted Market Price (as defined in the New Plan);
- (h) vesting of options shall be at the discretion of the Board, and will generally be subject to: (i) the Service Provider remaining employed by or continuing to provide services to the Company or its affiliates, as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or its affiliates during the vesting period; or (ii) the Service Provider remaining as a Director of the Company or its affiliates during the vesting period;
- (i) in the event of a take over bid being made to the shareholders generally, immediately upon receipt of the notice of the take over bid, the Company shall notify each Optionee currently holding any Options, of the full particulars of the take over bid, and all outstanding options may, notwithstanding the vesting terms contained in the New Plan or any vesting requirements subject to regulatory approval; and
- (j) the Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the New Plan with respect to all New Plan shares in respect of options which have not yet been granted under the New Plan.

The Board has determined that, in order to reasonably protect the rights of participants, as a matter of administration, it is necessary to clarify when amendments to the New Plan may be made by the Board without further shareholder approval. Accordingly, the Board proposes that the New Plan also provide the following:

The Board may, without shareholder approval:

- (i) amend the New Plan to correct typographical, grammatical or clerical errors;
- (ii) change the vesting provisions of an option granted under the New Plan, if applicable;
- (iii) change the termination provision of an option granted under the New Plan if it does not entail an extension beyond the original expiry date of such option;
- (iv) make such amendments to the New Plan as are necessary or desirable to reflect changes to securities laws applicable to the Company;
- (v) make such amendments as may otherwise be permitted by regulatory authorities;
- (vi) if the Company becomes listed or quoted on a stock exchange or stock market senior to the CNSX-V, make such amendments as may be required by the policies of such senior stock exchange or stock market; and
- (vii) amend the New Plan to reduce the benefits that may be granted to Service Providers.

### ***Shareholder Approval***

At the Meeting, Shareholders will be asked to consider and vote on the ordinary resolution to adopt the New Plan, with or without variation, as follows:

#### **“UPON MOTION DULY MADE, IT WAS RESOLVED AS AN ORDINARY RESOLUTION THAT:**

1. the Stock Option Plan, approved by the board of directors of the Company on September 6, 2016, as more particularly described in the Circular of the Company dated for reference August 24, 2017, be ratified and approved;
2. all outstanding options granted previously by the Company be rolled into the Stock Option Plan;
3. to the extent permitted by law, the Company be authorized to abandon all or any part of the Stock Option Plan if the directors of the Company deem it appropriate and in the best interests of the Company to do so; and
4. any one or more of the directors and officers of the Company be authorized to perform all such acts, deeds and things and execute, under seal of the Company or otherwise, all such documents as may be required to give effect to these resolutions.”

**The Board recommends that shareholders vote in favour of the New Plan. Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the approval of the foregoing ordinary resolution.**

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

A copy of the New Plan will be available for inspection at the Meeting.

### **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR**

The Company is required to have an audit committee (the “**Audit Committee**”) comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company.

## **Audit Committee Charter**

The text of the Audit Committee's charter is attached as Schedule "A" to this Circular.

## **Composition of Audit Committee and Independence**

The Company's Audit Committee consists of Ralph Turfus, Rana Vig and Martin Bernholtz.

National Instrument 52-110 - Audit Committees ("**NI 52-110**") provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the Company, which could, in the view of the Company's Board, reasonably interfere with the exercise of the member's independent judgment. Raph Turfus, Martin Bernholtz and Rana Vig are "independent" within the meaning of NI 52-110.

NI 52-110 provides that 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. All of the current Audit Committee members are "financially literate" as that term is defined. The following sets out the Audit Committee members' education and experience that is relevant to the performance of his responsibilities as an audit committee member.

## **Relevant Education and Experience**

**Ralph Turfus** serves as a Special Limited Partner at Yaletown Venture Partners Inc. since June 2009. Mr. Turfus founded Class Software (originally Escom Software) and served as its CEO for 28 years. Mr. Turfus is a hands-on angel investor and executive mentor, and is active in organizations that promote the region's technology industry. He serves as the Chairman of Redlen Technologies Inc. He serves as a Director of Navarik Corp. He serves as Member of the Board of Advisors at Vivity Labs, Inc. In recognition of his business success and industry contributions he was named the B.C. Technology Industry Association's "Person of the Year" in 2006. Mr. Turfus has spent four decades in the ICT sector.

**Rana Vig** is the former CEO of Musgrove Minerals Corp. which amalgamated with the Company. In addition, he was also the CEO and a director of Continental Precious Minerals Inc., a publicly traded corporation listed on the TSX (the "TSX"). He is an entrepreneur with over 28 years of business experience during which time he has been pivotal in launching five business ventures in the private sector. He is the former chair of British Columbia based Open Learning Agency, an active investor, and has served on several public company boards and committees. He is also active in numerous charitable and community organizations acting as chair, director and advisor to many.

**Martin Bernholtz** has 30 years of experience in finance and accounting. He is the CFO the Kerbel Group (since 1987), an integrated real estate developer, property owner and constructor, where he has syndicated over 2,000 condominium units. In addition, during the past 25 years, Mr. Bernholtz has served on several public company and private company boards in the capacity as a director, chairman, audit chair, governance chair, compensation committee chair, and as a member and chair of various special committees. Currently he serves on the board of directors of SelectCore Ltd. (chairman) (TSXV), RewardStream Solutions Inc. (TSXV), Titan Medical Inc. (director and audit chair) (TSXV) and as a trustee of Centurion Apartment REIT. Mr. Bernholtz's experience spans real estate, bio-technology and resources. He earned his Bachelor of Business Administration from York University in 1981 and became a Chartered Accountant (Ontario) in 1983. Several years early in Mr. Bernholtz's career his responsibilities, while in practice, focused on business valuation and litigation support.

## **Audit Committee Oversight**

At no time since the commencement of the Company's most recently completed financial year has the audit committee made any recommendations to the Board to nominate or compensate an external auditor which were not adopted by the Board.

## **Reliance on Certain Exemptions**

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

## Pre-Approval Policies and Procedures

The audit committee is authorized by the Board to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Company. The audit committee is authorized to approve any non-audit services or additional work which the Chairman of the audit committee deems as necessary who will notify the other members of the audit committee of such non-audit or additional work.

## External Auditor Service Fees (By Category)

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

	2016 (\$)	2015 (\$)
Audit fees <sup>(1)</sup>	25,500	33,000
Audit related fees <sup>(2)</sup>	Nil	25,250
Tax fees <sup>(3)</sup>	6,500	7,500
All other fees <sup>(4)</sup>	Nil	Nil
<b>Total:</b>	<b>32,000</b>	<b>65,750</b>

- (1) "Audit fees" include aggregate fees billed by the Company's external auditor in each of the last two fiscal years for audit fees.
- (2) "Audited related fees" include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit fees" above. The services provided include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation. In fiscal 2015, the Company undertook the steps to prepare it for an amalgamation with a public company, requiring significantly more input from its auditors.
- (3) "Tax fees" include the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning. The services provided include tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All other fees" include the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company's external auditor, other than "Audit fees", "Audit related fees" and "Tax fees" above.

## Exemption

The Company has relied upon the exemption provided by section 6.1 of NI 52-110 which exempts venture issuers from the requirement to comply with the restrictions on the composition of its audit committee and the disclosure requirements of its audit committee in an annual information form as prescribed by NI 52-110.

## CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 - Disclosure of Corporate Governance Practices, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the "Guidelines") adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Board and Management consider good corporate governance to be an integral part of the effective and efficient operation of Canadian corporations. The Company's approach to corporate governance is set out below.

## Board of Directors

Management is nominating five (5) individuals to the Board, all of whom are current directors of the Company. Shareholders will be asked to set the number of directors for the ensuing year to five (5).



The Guidelines suggest that the Board of every reporting issuer should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the Company. The “material relationship” is defined as a relationship which could, in the view of the Company’s Board, reasonably interfere with the exercise of a director’s independent judgement. All of the current members of the Board are considered “independent” within the meaning of NI 52-110, except for Robert Goehring, who is the President and CEO of the Company.

The Board has a stewardship responsibility to supervise the management of and oversee the conduct of the business of the Company, provide leadership and direction to Management, evaluate Management, set policies appropriate for the business of the Company and approve corporate strategies and goals. The day-to-day management of the business and affairs of the Company is delegated by the Board to the CEO and the President. The Board will give direction and guidance through the President to Management and will keep Management informed of its evaluation of the senior officers in achieving and complying with goals and policies established by the Board.

The Board recommends nominees to the shareholders for election as directors, and immediately following each annual general meeting appoints an audit committee. The Board establishes and periodically reviews and updates the committee mandates, duties and responsibilities of each committee, elects a chairperson of the Board and establishes his or her duties and responsibilities, appoints the CEO, CFO and President of the Company and establishes the duties and responsibilities of those positions and on the recommendation of both the CEO and the President, appoints the senior officers of the Company and approves the senior management structure of the Company.

The Board exercises its independent supervision over management by its policies that (a) periodic meetings of the Board be held to obtain an update on significant corporate activities and plans; and (b) all material transactions of the Company are subject to prior approval of the Board. The Board shall meet not less than three times during each year and will endeavour to hold at least one meeting in each fiscal quarter. The Board will also meet at any other time at the call of the President, or subject to the Articles of the Company, of any director.

The mandate of the Board, as prescribed by the Business Corporations Act (British Columbia) (the “Act”) is to manage or supervise management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company’s affairs directly and through its committees.

### **Directorships**

The following directors of the Company are directors of other reporting issuers:

#### **Rana Vig**

<b>Reporting Issuer</b>
Jinhua Capital Corporation

#### **Martin Bernholtz**

<b>Reporting Issuer</b>
Continental Precious Metals Inc.
Covalon Technologies Ltd.
Fineqia International Inc.
Imex Systems Inc.
Lingo Media Corporation
RYM Capital Corp.
SelectCore Ltd.

#### **Juan Vegarra**

<b>Reporting Issuer</b>
Azincourt Uranium Inc.

### **Orientation and Continuing Education**

The Board's practice is to recruit for the Board only persons with extensive experience in technology, marketing and/or in public company matters. Prospective new board members are provided a reasonably detailed level of background information, verbal and documentary, on the Company's affairs and plans prior to obtaining their consent to act as a director.

The Board provides training courses to the directors as needed, to ensure that the Board is complying with current legislative and business requirements.

### **Ethical Business Conduct**

To date, the Board has not adopted a formal written Code of Business Conduct and Ethics. However, the current limited size of the Company's operations, and the small number of officers and consultants, allow the Board to monitor, on an ongoing basis, the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

### **Nomination of Directors**

The Board has not adopted a formal process in respect to selecting new nominees to the Board. The Board expects that when the time comes to appoint new directors to the Board that the nominees would be recruited by the current Board, and the recruitment process would involve both formal and informal discussions among Board members and the CEO.

### **Assessments**

The Board annually reviews its own performance and effectiveness as well as the effectiveness and performance of its audit committee. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board monitors the adequacy of information given to directors, communication between Board and Management and the strategic direction and processes of the Board and its audit committee.

The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's corporate governance practices allow the Company to operate efficiently, with checks and balances that control and monitor Management and corporate functions without excessive administration burden.

### **General Matters**

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice of Meeting, but if any other matters do arise, the person named in the Proxy intends to vote on any poll, in accordance with his or her best judgement, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information about the Company is provided in the Company's comparative annual financial statements to September 30, 2016, a copy of which, together with Management's Discussion and Analysis thereon, can be found on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com). Additional financial information concerning the Company may be obtained by any securityholder of the Company free of charge by contacting the Company, at 778-383-1486.

**OTHER MATTERS**

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date hereof.

DATED at Vancouver, British Columbia, the 24<sup>th</sup> day of August, 2017.

**BY ORDER OF THE BOARD**

*“Robert Goehring”*

**Robert Goehring  
President and CEO**

## **SCHEDULE “A”**

### **REWARDSTREAM SOLUTIONS INC. (the “Company”)**

#### **AUDIT COMMITTEE CHARTER**

#### **1. PURPOSE**

1.1 The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. Within this mandate, the Audit Committee’s role is to:

- (a) support the board of directors (the “**Board**”) in meeting its responsibilities to shareholders;
- (b) enhance the independence of the external auditor;
- (c) facilitate effective communications between management and the external auditor and provide a link between the external auditor and the Board;
- (d) increase the credibility and objectivity of the Company’s financial reports and public disclosure.

1.2 The Audit Committee will make recommendations to the Board regarding items relating to financial and regulatory reporting and the system of internal controls following the execution of the Committee’s responsibilities as described herein.

1.3 The Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board from time to time prescribe.

#### **2. MEMBERSHIP**

2.1 Each member of the Audit Committee must be a director of the Company.

2.2 The Audit Committee will consist of at least three members, the majority of whom are neither officers nor employees of the Company or any of its affiliates.

2.3 The members of the Audit Committee will be appointed annually by and will serve at the discretion of the Board.

#### **3. AUTHORITY**

3.1 In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:

- (a) engage, and set and pay the compensation for, independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities;
- (b) communicate directly with management and any internal auditor, and with the external auditor without management involvement;
- (c) approve interim financial statements and interim MD&A on behalf of the Board.

#### **4. DUTIES AND RESPONSIBILITIES**

4.1 The duties and responsibilities of the Audit Committee include:

- (a) recommending to the Board the external auditor to be nominated by the Board;
- (b) recommending to the Board the compensation of the external auditor;
- (c) reviewing the external auditor's audit plan, fee schedule and any related services proposals;
- (d) overseeing the work of the external auditor;
- (e) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board and will enquire if there are any sanctions imposed by the CPAB on the external auditor;
- (f) ensuring that the external auditor meets the rotation requirements for partners and staff on the Company's audits;
- (g) reviewing and discussing with management and the external auditor the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditor's written communications to the Committee and to management;
- (h) reviewing the external auditor's report, audit results and financial statements prior to approval by the Board;
- (i) reporting on and recommending to the Board the annual financial statements and the external auditor's report on those financial statements, prior to Board approval and dissemination of financial statements to shareholders and the public reviewing financial statements, MD&A and annual and interim earnings press releases prior to public disclosure of this information;
- (j) ensuring adequate procedures are in place for review of all public disclosure of financial information by the Company, prior to its dissemination to the public;
- (k) overseeing the adequacy of the Company's system of internal accounting controls and internal audit process obtaining from the external auditor summaries and recommendations for improvement of such internal accounting controls;
- (l) ensuring the integrity of disclosure controls and internal controls over financial reporting;
- (m) resolving disputes between management and the external auditor regarding financial reporting;
- (n) establishing procedures for:
  - (i) the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practices relating thereto; and
  - (ii) the confidential, anonymous submission by employees of the Company or concerns regarding questionable accounting or auditing matters.
- (o) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;
- (p) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;
- (q) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities.

4.2. The Audit Committee will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

## **5. MEETINGS**

- 5.1. The quorum for a meeting of the Audit Committee is a majority of the members of the Committee who are not officers or employees of the Company or of an affiliate of the Company.
- 5.2. The members of the Audit Committee must elect a chair from among their number and may determine their own procedures.
- 5.3. The Audit Committee may establish its own schedule that it will provide to the Board in advance.
- 5.4. The external auditor is entitled to receive reasonable notice of every meeting of the Audit Committee and to attend and be heard thereat.
- 5.5. A member of the Audit Committee or the external auditor may call a meeting of the Audit Committee.
- 5.6. The Audit Committee will meet separately with the President and separately with the CFO of the Company at least annually to review the financial affairs of the Company.
- 5.7. The Audit Committee will meet with the external auditor of the Company at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.
- 5.8. The chair of the Audit Committee must convene a meeting of the Audit Committee at the request of the external auditor, to consider any matter that the auditor believes should be brought to the attention of the Board or the shareholders.

## **6. REPORTS**

- 6.1. The Audit Committee will record its recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board meeting at which those recommendations are presented.

## **7. MINUTES**

- 7.1. The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.