



**REWARDSTREAM SOLUTIONS INC.**

201 – 440 Cambie Street  
Vancouver, BC V6B 2N5

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

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of RewardStream Solutions Inc. (the “**Company**”) will be held at the offices of Jackson and Company located at Suite 800 - 1199 West Hastings Street, Vancouver, British Columbia on **Wednesday, June 6, 2018** at 10:00 a.m. (Vancouver Time) for the following purposes:

1. To fix the number of directors for the ensuing year at four (4);
2. To elect directors for the ensuing year;
3. To appoint Dale Matheson Carr-Hilton Labonte, LLP, Chartered Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
4. To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the company’s 10% rolling stock option plan, as more particularly described in the accompanying management information circular;
5. To consider and, if deemed advisable, to pass, with or without variation, a special resolution approving the sale of all or substantially all of the company’s undertaking pursuant to a reorganization, as more particularly described in the accompanying management information circular; and
6. To transact such other business as may properly be put before the Meeting or any adjournment thereof.

Accompanying this Notice is the management information circular in respect of the Meeting, which includes, among other things, the full text of the above resolutions and detailed information relating to the matters to be addressed at the Meeting. Please advise the Company of any change in your mailing address.

**Registered Shareholders:** Every registered shareholder of common shares at the close of business on the record date is entitled to receive notice of and to attend and vote such common shares at the Meeting. 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 are requested to complete, sign and deliver the enclosed form of proxy c/o Proxy Dept., Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournments thereof. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular accompanying this Notice.

**Non-Registered Shareholders:** Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Non-Registered Shareholders**”). Without specific instructions, intermediaries are prohibited from voting shares for their clients. **If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or agent, to ensure that they are able to provided voting instructions on your behalf. An information circular and a form of proxy accompany this notice.**

DATED at Vancouver, British Columbia, the 4<sup>th</sup> day of May, 2018.

**REWARDSTREAM SOLUTIONS INC.**

*“Robert Goehring”*

Robert Goehring  
President and CEO



**MANAGEMENT INFORMATION CIRCULAR**  
(as at May 1, 2018 except as otherwise indicated)

This management 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 and special meeting (the “**Meeting**”) of its shareholders to be held on **Wednesday, June 6, 2018** 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:

- 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,
- any amendment to or variation of any matter identified therein, and
- 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:

- 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;
- 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
- 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 May 1, 2018 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 17,483,123 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 four (4) directors and it is intended to determine the number of directors at four (4). Shareholders will therefore be asked to approve an ordinary resolution that determines the number of directors to be elected at four (4).

### 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),(2)</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	256,591
<b>Danilen Villanueva<sup>(3,5)</sup></b> British Columbia, Canada <i>Director</i>	Self Employed at Detona Capital Corporation.	November 17, 2017	0
<b>Cameron Paddock<sup>(3,5)</sup></b> British Columbia, Canada <i>Director</i>	Self Employed - Consultant	November 17, 2017	0
<b>Usama Chaudhry, CPA, CGA<sup>(4,5)</sup></b> British Columbia, Canada <i>Director</i>	Senior Tax Associate, Westmark Tax Group	December 13, 2017	0

- (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](http://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) On January 26, 2018, the Company consolidated all of its issued and outstanding shares on the basis of one (1) new common share for every ten (10) old common shares. The share amounts here reflect that change.
- (3) Appointed Director on November 17, 2017.
- (4) Appointed Director on December 13, 2017.
- (5) Member of the Company's Audit Committee.

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

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

No director or proposed director of the Company, or a shareholder holding a sufficient number of securities of the Company to materially affect the control 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 or 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 or a shareholder holding a sufficient number of securities of the Company to materially affect the control 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, or a shareholder holding a sufficient number of securities of the Company to materially affect the control of the Company, 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, 2017, the Company had four Named Executive Officers (“NEO”), being: (i) Robert Goehring, President and Chief Executive Officer (“CEO”) and President of the Company, (ii) Charles Abel, the Company’s former Chief Financial Officer (“CFO”) and Corporate Secretary, (iii) Neil Parker, VP Marketing and Product, and (iv) Devin Redlich, VP Operations. Mr. Abel resigned as CFO of the Company on December 13, 2017.

“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 (\$)			
Rob Goehring CEO <sup>(4)</sup>	2017	185,000	Nil	27,942	Nil	Nil	Nil	3,967	216,909
	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
Charles Abel	2017	120,000	Nil	13,971	Nil	Nil	Nil	Nil	133,971

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
<b>Devin Redlich</b> VP Operations <sup>(6)</sup>	2017	150,000	Nil	13,971	Nil	Nil	Nil	4,790	168,761
	2016	137,059	Nil	2,750	Nil	Nil	Nil	5,493	145,302
	2015	16,125	Nil	Nil	Nil	Nil	Nil	736	16,861
<b>Neil Parker</b> VP Product Management and Marketing <sup>(7)</sup>	2017	150,000	Nil	13,971	Nil	Nil	Nil	3,932	167,903
	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

- (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, 2017, 2016 and 2015. 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 served as CFO of the Company from July 20, 2015 until his resignation on December 13, 2017.
- (6) Mr. Redlich has served as VP Operations of the Company since July 6, 2015.
- (7) 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 <sup>(1)</sup> (\$)	Option Expiration Date	Value of unexercised in-the-money options <sup>(2)</sup> (\$)
<b>Rob Goehring</b> CEO	50,000	3.00	September 7, 2019	-
<b>Charles Abel</b> Former CFO	25,000	3.00	September 7, 2019	-
<b>Neil Parker</b> VP Product Management and Marketing	25,000	3.00	September 7, 2019	-
<b>Devin Redlich</b> VP Operations	25,000	3.00	September 7, 2019	-

- (1) On January 26, 2018, the Company consolidated all of its issued and outstanding shares on the basis of one (1) new common share for every ten (10) old common shares. All outstanding stock options and warrants were adjusted using the same 10:1 ratio. The amounts here reflect that change.
- (2) “In-the-Money Options” means the excess of the market value of the Company’s shares on September 30, 2017 over the exercise price of the options. The market price for the Company’s common shares on September 29, 2017 (the last trading day of the Company’s financial year-end) was \$0.045 (or \$0.45 adjusted for the consolidation of the Company’s shares).

### 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> Former CFO	Nil	NA	Nil
<b>Neil Parker</b> VP Product Management	Nil	NA	Nil
<b>Devin Redlich</b> VP Operations	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.

**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 <sup>(2)</sup>	Nil	NA	Nil	Nil	Nil	Nil	Nil
Rana Vig <sup>(3)</sup>	Nil	NA	Nil	Nil	Nil	Nil	Nil
Martin Bernholtz <sup>(3)</sup>	Nil	NA	Nil	Nil	Nil	Nil	Nil
Juan Vegarra <sup>(3)</sup>	21,777	NA	15,548	Nil	Nil	Nil	37,325

- (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, 2017.
- (2) Mr. Turfus resigned as a director of the Company on December 13, 2017.
- (3) Mr. Vig, Mr. Bernholtz and Mr. Vegarra resigned as directors of the Company on November 17, 2017.

#### 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 <sup>(1)</sup>	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(2)</sup>
Ralph Turfus <sup>(3)</sup>	34,000	3.00	September 7, 2019	-
Rana Vig <sup>(4)</sup>	34,000	3.00	September 7, 2019	-
Martin Bernholtz <sup>(4)</sup>	25,000	3.00	September 7, 2019	-
Juan Vegarra <sup>(4)</sup>	34,000	1.30	April 28, 2020	-

- (1) On January 26, 2018, the Company consolidated all of its issued and outstanding shares on the basis of one (1) new common share for every ten (10) old common shares. All outstanding stock options and warrants were adjusted using the same 10:1 ratio. The amounts here reflect that change.
- (2) "In-the-Money Options" means the excess of the market value of the Company's shares on September 30, 2017 over the exercise price of the options. The market price for the Company's common shares on September 29, 2017 (the last trading day of the Company's financial year-end) was \$0.045 (or \$0.45 adjusted for the consolidation of the Company's shares).
- (3) Mr. Turfus resigned as a director of the Company on December 13, 2017.
- (4) Mr. Vig, Mr. Bernholtz and Mr. Vegarra resigned as directors of the Company on November 17, 2017.

## 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 <sup>(2)</sup>	Nil	NA	Nil
Rana Vig <sup>(3)</sup>	Nil	NA	Nil
Martin Bernholtz <sup>(3)</sup>	Nil	NA	Nil
Juan Vegarra <sup>(3)</sup>	NA	NA	Nil

- (1) “In-the-Money Options” means the excess of the market value of the Company’s shares on September 30, 2017 over the exercise price of the options. The market price for the Company’s common shares on September 29, 2017 (the last trading day of the Company’s financial year-end) was \$0.045 (or \$0.45 adjusted for the consolidation of the Company’s shares).
- (2) Mr. Turfus resigned as a director of the Company on December 13, 2017.
- (3) Mr. Vig, Mr. Bernholtz and Mr. Vegarra resigned as directors of the Company on November 17, 2017.

## 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 September 30, 2017, the end of the most recently completed financial year:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights <sup>(1)</sup> (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by the securityholders	416,333	\$2.70	81,979
Equity compensation plans not approved by the securityholders	Nil	Nil	Nil
<b>Total</b>	<b>416,333</b>	<b>\$2.70</b>	<b>81,979</b>

(1) On January 26, 2018, the Company consolidated all of its issued and outstanding shares on the basis of one (1) new common share for every ten (10) old common shares. All outstanding stock options and warrants were adjusted using the same 10:1 ratio. The amounts here reflect that change.

## 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 renewal of the Stock Option Plan.

## **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**

On September 6, 2016, the Board approved a 10% rolling stock option plan (the "**Stock Option Plan**"). Shareholders of the Company approved and ratified the Stock Option Plan on September 28, 2017. As a 10% rolling plan, the aggregate number of common shares issuable as options under the Stock Option 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 Stock Option Plan. The purpose of the Stock Option 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 Stock Option Plan is administered by the Board and options are granted at the discretion of the Board to eligible optionees (an "**Optionee**"). Under the policies of the TSX Venture Exchange, the Stock Option Plan must be re-approved annually by the shareholders of the Company.

### ***Eligible Optionees***

To be eligible to receive a grant of options under the Stock Option 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 Stock Option 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 Stock Option 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 Stock Option 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.

The following is a summary of the material terms of the Stock Option 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 Stock Option Plan;
- (b) all options granted under the Stock Option 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 Stock Option 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 Stock Option 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 Stock Option 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 Stock Option Plan with respect to all Stock Option Plan shares in respect of options which have not yet been granted under the Stock Option 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 Stock Option Plan may be made by the Board without further shareholder approval. Accordingly, the Board proposes that the Stock Option Plan also provide the following:

The Board may, without shareholder approval:

- (i) amend the Stock Option Plan to correct typographical, grammatical or clerical errors;
- (ii) change the vesting provisions of an option granted under the Stock Option Plan, if applicable;
- (iii) change the termination provision of an option granted under the Stock Option Plan if it does not entail an extension beyond the original expiry date of such option;
- (iv) make such amendments to the Stock Option 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 Stock Option 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 Stock Option Plan, with or without variation, as follows:

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

1. the Stock Option Plan, as more particularly described in the Circular of the Company dated for reference May 1, 2018, be ratified and approved;

2. 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
3. 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 Stock Option 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 Stock Option 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 Usama Chaudhry, Cameron Paddock and Danilen Villanueva.

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. Cameron Paddock and Danilen Villanueva 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**

**Usama Chaudhry** provides executive management services in varying capacities, along with currently sitting on several public company boards. Mr. Chaudhry has provided services, such as financial reporting, company filings, quarterly and annual budgets, and overseeing corporate governance while achieving company objectives and maintaining internal cost controls.

**Cameron Paddock** currently manages a family office and serves as a director on various public and private companies in various sectors including cannabis, technology, and mining. Mr. Paddock has extensive knowledge of business development, leadership, corporate governance, and specializing in mergers and acquisitions. Mr. Paddock has experience overseeing mergers and acquisition, recently advising on an acquisition between a private and publicly traded company.

**Danilen Villanueva** has a degree in business administration and specializes in international business management. She brings experience in corporate management services to both private and public companies. Ms. Villanueva has worked with numerous public companies in a corporate secretarial role.

### 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:

	2017 (\$)	2016 (\$)
Audit fees <sup>(1)</sup>	29,850	25,500
Audit related fees <sup>(2)</sup>	Nil	Nil
Tax fees <sup>(3)</sup>	5,000	6,500
All other fees <sup>(4)</sup>	Nil	Nil
<b>Total:</b>	<b>34,850</b>	<b>32,000</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.



## APPROVAL OF THE REORGANIZATION

### Background to Reorganization

The Company has decided to cease its operations in the referral and reward business with a view to pursuing new business opportunities elsewhere. In order to facilitate the pursuit of new business opportunities, the Company intends to reorganize itself by accepting an offer to purchase all of outstanding shares of the Company's wholly owned subsidiary, RewardStream Solutions NA Inc. ("**RSNA**") by BuyaPowa Ltd. ("**Buyapowa**") (collectively, the "**Reorganization**"). Subject to approval of the Reorganization by the TSX Venture Exchange and by the Company's shareholders, immediately prior to completion of the Reorganization, the Company expects to transfer all of the assets and liabilities of its referral and reward business to its wholly-owned subsidiary RSNA through an asset purchase agreement. The Company and Buyapowa are at arm's length and the Reorganization is not a "related party transaction".

### RSNA Disposition

Pursuant to a purchase and sale agreement dated May 4, 2018 (the "**RSNA Purchase Agreement**") between the Company and BuyaPowa, the Company has agreed to sell, and BuyaPowa has agreed to purchase, all the issued and outstanding shares in the capital of RSNA in consideration for the following:

One-time closing payment of \$150,000 CDN ("**Closing Payment**") payable to an escrow agent and to be held under the terms of the escrow agreement until the completion of the acquisition, whereupon it will, subject to the terms of the escrow agreement, be released to the Company.

Commencing June 1, 2018, monthly payments calculated as follows:

- 15% of MRR Fee\* for the first 11 months
- 10% of MRR Fee\* for the next 12 months
- 8% of MRR Fee\* for the next 12 months
- 5% of MRR Fee\* for the next 12 months
- 1% of MRR Fee\* in perpetuity

*\*MRR Fee includes software license fees for all existing and active RSNA customers that are billable on the version of the RSNA's software platform acquired from the Company per the Asset Purchase Agreement. The MRR Fee does not include service fees associated with customer care/support services and does not apply to customers who use the BuyaPowa software platform.*

All monthly fees are in Canadian dollars. BuyaPowa and the Company agree that all monthly fees payable under the above formula will be applied first against the Closing Payment until such fees equal \$150,000 and thereafter will be payable on the 1st of the month following the end of the month in which the fee is received in cleared funds.

BuyaPowa reserves the right to purchase the future annuity of the balance of these monthly fees for a one-time fee for an amount equal to 1xMRR Fee paid in the previous 12 months.

In order to complete the RSNA Purchase Agreement, the Company has agreed to the following:

- The Company will grant, to RSNA, a non-exclusive, perpetual, irrevocable, worldwide license of the Company's source code and platform in respect of any use of the same and with right to transfer and sub-license the source code (the "**Source Code license**"). The source code rights will include the rights for RSNA to modify the source code for the Company's platform, to create derivative works from the Company's platform and to change the name of the existing Company's platform and product. All updates, modifications, extensions and developments will vest in and belong to BuyaPowa;
- The Company will grant RSNA a non-exclusive, royalty free license to use the Company brand, logo, logomark and trademarks associated with the Company's platform for a period of up to 5 years, subject to the rights of RSNA under the Source Code license to change the name of the existing the Company platform and product;
- The Company agrees to transition all vendors and current obligations of the vendors of the Company that are required to maintain the Company platform and source code to become vendors of RSNA, unless otherwise agreed by the

Company and BuyaPowa;

- The Company will transition all customer contracts to RSNA in an orderly fashion, unless otherwise agreed by the Company and BuyaPowa; and
- RSNA will provide job offers to all required Company personnel. Personnel contracts will, to the extent commercially appropriate, preserve the majority of the existing terms of each employee's contract, including salary, benefits and seniority, subject to full disclosure of the same. Any claims or breaches in existence on a specified date will remain with the Company, and in any event, the Company will retain all liabilities with respect to deferred salary owing to any such personnel for an agreed upon period of time.

Completion of the Reorganization is subject to approval of the TSX Venture Exchange and the Company's shareholders, as well as other customary closing conditions.

### **Protection of Minority Security Holders in Special Transactions**

The Company is a reporting issuer in British Columbia and Alberta and is subject to MI 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101") and related policies of the TSX Venture Exchange. MI 61-101 regulates insider bids, issuer bids, business combinations and related party transactions to ensure equality of treatment among securityholders, generally by requiring enhanced disclosure, minority securityholder approval, and, in certain instances, independent valuations and approvals and oversight of certain transactions by a special committee of independent directors.

MI 61-101 provides that, in certain circumstances, where a "related party" of an issuer is a party to a transaction, such transaction may be considered a "related party transaction" and may be subject to minority approval requirements and formal valuation requirements (as such terms are defined in MI 61-101). Similarly, if a related party receives a "collateral benefit" as a result of a transaction, the transaction may be subject to minority approval requirements and formal valuation requirements.

**The Reorganization does not involve a related party of the Company and no related party of the Company will receive a "collateral benefit" as a result of the Reorganization. Therefore, the Reorganization is not subject to minority approval requirements and formal valuation requirements (as such terms are defined in MI 61- 101).**

### **Requirement for Shareholder Approval**

The Reorganization may constitute a disposition by the Company of all or substantially all of its assets and undertaking. Pursuant to the Company's articles and the Business Corporations Act (British Columbia) (the "BCBCA"), the Reorganization must be approved by the Company's shareholders by special resolution at the Meeting. A special resolution requires the approval of not less than 66<sup>2/3</sup>% of the votes of the Company's common shares present at the Meeting. In addition, the policies of the TSX Venture Exchange require that the Reorganization be approved by a majority of the votes of the Company's common shares present at the Meeting. Accordingly, at the Meeting, shareholders will be asked to pass a special resolution (the "**Reorganization Resolution**"), the full text of which is set forth below, authorizing the Reorganization:

**BE IT HEREBY RESOLVED** as a special resolution of the shareholders RewardStream Solutions Inc. (the "**Company**") that:

1. the Company be and is hereby authorized to sell all of the assets and liabilities of its referral and reward business (the "**Referral Business**") to its wholly-owned subsidiary, RewardStream Solutions NA Inc. ("**RSNA**"), all in accordance with the terms and conditions of the asset purchase agreement dated May 4, 2018 (the "**Asset Purchase Agreement**") between the Company and RSNA;
2. immediately following the completion of the transactions contemplated by the Asset Purchase Agreement, the Company be and is hereby authorized to sell all of the properties, assets and undertakings of the Company's wholly owned subsidiary, RSNA, to BuyaPowa Ltd. ("**Buyapowa**"), all in accordance with the terms and conditions of the purchase and sale agreement dated May 4, 2018 (the "**RSNA Purchase Agreement**") between the Company and BuyaPowa;
3. each of the Asset Purchase Agreement and the RSNA Purchase Agreement and all related transaction agreements, are hereby confirmed, ratified and approved;

4. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the Board of Directors of the Company in their sole discretion may amend or decide not to proceed with the Reorganization or revoke this resolution before it is acted upon without further approval of the shareholders of the Company; and
5. any one officer or director of the Company, be and is hereby authorized on behalf of and in the name of the Company to take all necessary steps and proceedings, to execute, deliver and to file any and all declarations, agreements, documents and other instruments and to do all such other acts and things (whether they are under the corporate seal of the Company, or otherwise), that may be necessary or desirable to give effect to the provisions of this resolution.”

**The Board has determined that the sale of the Company’s Referral Business and the subsequent sale of RSNA are in the best interests of the Company and its shareholders. The Board, therefore, recommends that shareholders vote “FOR” the Reorganization Resolution.**

### **Dissent Rights**

The following description of the right to dissent to which Registered Shareholders are entitled is not a comprehensive statement of the procedures to be followed by a dissenting shareholder who seeks payment of the fair value of such dissenting shareholder’s shares and is qualified in its entirety by the reference to an extract of Division 2 of Part 8 of the BCBCA, which is attached to this Circular as Schedule “B”. A dissenting shareholder who intends to exercise the right to dissent should carefully consider and comply with the provisions of the BCBCA. Failure to adhere to the procedures established therein may result in the loss of all rights thereunder.

Accordingly, each dissenting shareholder who might desire to exercise the dissent right should consult his or her own legal advisor.

Section 238 of the BCBCA provides a dissenting shareholder with the right to dissent from certain resolutions of a corporation which intends to effect extraordinary corporate transactions or fundamental corporate changes. The BCBCA provides Registered Shareholders with the right to dissent from the Reorganization Resolution pursuant to Section 238 of the BCBCA. Any Registered Shareholder who dissents from the Reorganization Resolution in compliance with the BCBCA will be entitled, in the event the transaction contemplated by the RSNA Purchase Agreement becomes effective, to be paid by the Company the fair value of the shares held by such dissenting shareholder determined at the effective time. Section 238 of the BCBCA also provides that a shareholder may only make a claim under that section with respect to all the shares of a class held by the shareholder on behalf of any one beneficial owner and registered in such shareholder’s name. One consequence of this provision is that a holder of shares may only exercise the right to dissent under Section 238 of the BCBCA in respect of the shares which are registered in that holder’s name. Accordingly, a non-registered holder will not be entitled to exercise the right to dissent under Section 238 of the BCBCA directly (unless the shares are reregistered in the non-registered holder’s name).

Non-Registered Shareholders who are beneficial owners of shares registered in the name of a broker, dealer, bank, trust company, nominee or other intermediary who wish to dissent should be aware that they may only do so through the registered owner of such shares. A Registered Shareholder, such as a broker, who holds shares as nominee for beneficial holders, some of whom wish to dissent, must exercise the dissent right on behalf of such beneficial owners with respect to all of the shares held for such beneficial owners. In such case, the demand for dissent should set forth the number of shares covered by it. Registered Shareholders wishing to exercise their right to dissent before the Meeting must deliver a written notice of dissent to the Reorganization Resolution to the Company at 201-440 Cambie Street, Vancouver, British Columbia, Canada, V6B 2N5, Attention: Rob Goehring, Chief Executive Officer and Director, by no later than 4:00 PM (Pacific time) on June 6<sup>th</sup>, 2018 or no later than 4:00 PM (Pacific time) on the date which is two days immediately preceding the date of any adjournment of the Meeting. No Shareholder who has voted in favour of the Reorganization Resolution shall be entitled to dissent with respect to the transaction.

The filing of a notice of dissent does not deprive a Registered Shareholder of the right to vote at the Meeting, however, the BCBCA provides, in effect, that a Registered Shareholder who has submitted a notice of dissent and who votes in favour of the Reorganization Resolution will be deprived of further rights under Division 2 of Part 8 of the BCBCA. The BCBCA does not provide, and the Company will not assume, that a vote against the Reorganization Resolution or an abstention constitutes a notice of dissent, but a Registered Shareholder need not vote its, his or her Shares against the Reorganization Resolution in order to dissent. Similarly, the revocation of a proxy conferring authority on the proxy holder to vote in favour of the Reorganization Resolution does not constitute a notice of dissent.

Shareholder who intends to dissent, other than a proxy that instructs the proxy holder to vote against the Reorganization Resolution, should be validly revoked in order to prevent the proxy holder from voting such shares in favour of the Reorganization Resolution and thereby causing the Registered Shareholder to forfeit its, his or her right to dissent.

Following receipts of approval for the Reorganization Resolution at the Meeting, and following the closing of the transaction contemplated under the RSNA Purchase Agreement, the Company will send a notice of intention to each dissenting shareholder stating that the Company has acted, on the authority of the approved Reorganization Resolution, and advising the dissenting shareholder of the manner in which dissent is to be completed. A dissenting shareholder who intends to proceed with the dissent after receiving the notice of intention must then, within one month after the date of receiving the notice of intention, send to the Company or its transfer agent instructions that the dissenting shareholder requires the Company to purchase all of its shares, together with the certificates representing the shares held by the dissenting shareholder (including a written statement prepared in accordance with Section 244(1)(c) of the BCBCA if the dissent is being exercised by the Registered Shareholder on behalf of a Non-Registered Shareholder). A dissenting shareholder who fails to send certificates representing the shares in respect of which it, he or she dissents forfeits its, his or her right to dissent. After sending a demand for payment, a dissenting shareholder ceases to have any rights as a holder of the shares in respect of which such Shareholder has dissented, other than the right to be paid the fair value of such shares as determined under Section 245 of the BCBCA.

## 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 four (4) individuals to the Board, all of whom are current directors of the Company.

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 BCBCA 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:

#### **Usama Chaudhry**

<b>Reporting Issuer</b>
Bloc Play Entertainment Inc.
Arcturus Ventures Corp.
Cheetah Canyon Resources

#### **Cameron Paddock**

<b>Reporting Issuer</b>
Essex Minerals Inc.
Abattis Bioceticals Corp.

#### **Danilen Villanueva**

<b>Reporting Issuer</b>
Essex Minerals Inc.
1014379 BC Ltd.

### **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, 2017, 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 604-283-1722.

**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 1<sup>st</sup> day of May, 2018.

**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.

## SCHEDULE "B"

### DISSENT RIGHTS UNDER THE BCBCA

## Division 2 — Dissent Proceedings

### Definitions and application

**237** (1) In this Division:

**"dissenter"** means a shareholder who, being entitled to do so, sends written notice of dissent when and as required by section 242;

**"notice shares"** means, in relation to a notice of dissent, the shares in respect of which dissent is being exercised under the notice of dissent;

**"payout value"** means,

- (a) in the case of a dissent in respect of a resolution, the fair value that the notice shares had immediately before the passing of the resolution,
- (b) in the case of a dissent in respect of an arrangement approved by a court order made under section 291 (2) (c) that permits dissent, the fair value that the notice shares had immediately before the passing of the resolution adopting the arrangement,
- (c) in the case of a dissent in respect of a matter approved or authorized by any other court order that permits dissent, the fair value that the notice shares had at the time specified by the court order, or
- (d) in the case of a dissent in respect of a community contribution company, the value of the notice shares set out in the regulations, excluding any appreciation or depreciation in anticipation of the corporate action approved or authorized by the resolution or court order unless exclusion would be inequitable.

(2) This Division applies to any right of dissent exercisable by a shareholder except to the extent that

- (a) the court orders otherwise, or
- (b) in the case of a right of dissent authorized by a resolution referred to in section 238 (1) (g), the court orders otherwise or the resolution provides otherwise.

## Right to dissent

**238** (1) A shareholder of a company, whether or not the shareholder's shares carry the right to vote, is entitled to dissent as follows:

- (a) under section 260, in respect of a resolution to alter the articles
    - (i) to alter restrictions on the powers of the company or on the business the company is permitted to carry on, or
    - (ii) without limiting subparagraph (i), in the case of a community contribution company, to alter any of the company's community purposes within the meaning of section 51.91;
  - (b) under section 272, in respect of a resolution to adopt an amalgamation agreement;
  - (c) under section 287, in respect of a resolution to approve an amalgamation under Division 4 of Part 9;
  - (d) in respect of a resolution to approve an arrangement, the terms of which arrangement permit dissent;
  - (e) under section 301 (5), in respect of a resolution to authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking;
  - (f) under section 309, in respect of a resolution to authorize the continuation of the company into a jurisdiction other than British Columbia;
  - (g) in respect of any other resolution, if dissent is authorized by the resolution;
  - (h) in respect of any court order that permits dissent.
- (2) A shareholder wishing to dissent must
- (a) prepare a separate notice of dissent under section 242 for
    - (i) the shareholder, if the shareholder is dissenting on the shareholder's own behalf, and
    - (ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is dissenting,
  - (b) identify in each notice of dissent, in accordance with section 242 (4), the person on whose behalf dissent is being exercised in that notice of dissent, and
  - (c) dissent with respect to all of the shares, registered in the shareholder's name, of which the person identified under paragraph (b) of this subsection is the beneficial owner.
- (3) Without limiting subsection (2), a person who wishes to have dissent exercised with respect to shares of which the person is the beneficial owner must

- (a) dissent with respect to all of the shares, if any, of which the person is both the registered owner and the beneficial owner, and
- (b) cause each shareholder who is a registered owner of any other shares of which the person is the beneficial owner to dissent with respect to all of those shares.

### **Waiver of right to dissent**

**239** (1) A shareholder may not waive generally a right to dissent but may, in writing, waive the right to dissent with respect to a particular corporate action.

(2) A shareholder wishing to waive a right of dissent with respect to a particular corporate action must

- (a) provide to the company a separate waiver for
  - (i) the shareholder, if the shareholder is providing a waiver on the shareholder's own behalf, and
  - (ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is providing a waiver, and

(b) identify in each waiver the person on whose behalf the waiver is made.

(3) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on the shareholder's own behalf, the shareholder's right to dissent with respect to the particular corporate action terminates in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and this Division ceases to apply to

- (a) the shareholder in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and
- (b) any other shareholders, who are registered owners of shares beneficially owned by the first mentioned shareholder, in respect of the shares that are beneficially owned by the first mentioned shareholder.

(4) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on behalf of a specified person who beneficially owns shares registered in the name of the shareholder, the right of shareholders who are registered owners of shares beneficially owned by that specified person to dissent on behalf of that specified person with respect to the particular corporate action terminates and this Division ceases to apply to those shareholders in respect of the shares that are beneficially owned by that specified person.

## **Notice of resolution**

- 240** (1) If a resolution in respect of which a shareholder is entitled to dissent is to be considered at a meeting of shareholders, the company must, at least the prescribed number of days before the date of the proposed meeting, send to each of its shareholders, whether or not their shares carry the right to vote,
- (a) a copy of the proposed resolution, and
  - (b) a notice of the meeting that specifies the date of the meeting, and contains a statement advising of the right to send a notice of dissent.
- (2) If a resolution in respect of which a shareholder is entitled to dissent is to be passed as a consent resolution of shareholders or as a resolution of directors and the earliest date on which that resolution can be passed is specified in the resolution or in the statement referred to in paragraph (b), the company may, at least 21 days before that specified date, send to each of its shareholders, whether or not their shares carry the right to vote,
- (a) a copy of the proposed resolution, and
  - (b) a statement advising of the right to send a notice of dissent.
- (3) If a resolution in respect of which a shareholder is entitled to dissent was or is to be passed as a resolution of shareholders without the company complying with subsection (1) or (2), or was or is to be passed as a directors' resolution without the company complying with subsection (2), the company must, before or within 14 days after the passing of the resolution, send to each of its shareholders who has not, on behalf of every person who beneficially owns shares registered in the name of the shareholder, consented to the resolution or voted in favour of the resolution, whether or not their shares carry the right to vote,
- (a) a copy of the resolution,
  - (b) a statement advising of the right to send a notice of dissent, and
  - (c) if the resolution has passed, notification of that fact and the date on which it was passed.
- (4) Nothing in subsection (1), (2) or (3) gives a shareholder a right to vote in a meeting at which, or on a resolution on which, the shareholder would not otherwise be entitled to vote.

## **Notice of court orders**

- 241** If a court order provides for a right of dissent, the company must, not later than 14 days after the date on which the company receives a copy of the entered order, send to each shareholder who is entitled to exercise that right of dissent
- (a) a copy of the entered order, and
  - (b) a statement advising of the right to send a notice of dissent.

## Notice of dissent

- 242** (1) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (a), (b), (c), (d), (e) or (f) must,
- (a) if the company has complied with section 240 (1) or (2), send written notice of dissent to the company at least 2 days before the date on which the resolution is to be passed or can be passed, as the case may be,
  - (b) if the company has complied with section 240 (3), send written notice of dissent to the company not more than 14 days after receiving the records referred to in that section, or
  - (c) if the company has not complied with section 240 (1), (2) or (3), send written notice of dissent to the company not more than 14 days after the later of
    - (i) the date on which the shareholder learns that the resolution was passed, and
    - (ii) the date on which the shareholder learns that the shareholder is entitled to dissent.
- (2) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (g) must send written notice of dissent to the company
- (a) on or before the date specified by the resolution or in the statement referred to in section 240 (2) (b) or (3) (b) as the last date by which notice of dissent must be sent, or
  - (b) if the resolution or statement does not specify a date, in accordance with subsection (1) of this section.
- (3) A shareholder intending to dissent under section 238 (1) (h) in respect of a court order that permits dissent must send written notice of dissent to the company
- (a) within the number of days, specified by the court order, after the shareholder receives the records referred to in section 241, or
  - (b) if the court order does not specify the number of days referred to in paragraph (a) of this subsection, within 14 days after the shareholder receives the records referred to in section 241.
- (4) A notice of dissent sent under this section must set out the number, and the class and series, if applicable, of the notice shares, and must set out whichever of the following is applicable:
- (a) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner and the shareholder owns no other shares of the company as beneficial owner, a statement to that effect;

- (b) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner but the shareholder owns other shares of the company as beneficial owner, a statement to that effect and
    - (i) the names of the registered owners of those other shares,
    - (ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and
    - (iii) a statement that notices of dissent are being, or have been, sent in respect of all of those other shares;
  - (c) if dissent is being exercised by the shareholder on behalf of a beneficial owner who is not the dissenting shareholder, a statement to that effect and
    - (i) the name and address of the beneficial owner, and
    - (ii) a statement that the shareholder is dissenting in relation to all of the shares beneficially owned by the beneficial owner that are registered in the shareholder's name.
- (5) The right of a shareholder to dissent on behalf of a beneficial owner of shares, including the shareholder, terminates and this Division ceases to apply to the shareholder in respect of that beneficial owner if subsections (1) to (4) of this section, as those subsections pertain to that beneficial owner, are not complied with.

### **Notice of intention to proceed**

- 243** (1) A company that receives a notice of dissent under section 242 from a dissenter must,
- (a) if the company intends to act on the authority of the resolution or court order in respect of which the notice of dissent was sent, send a notice to the dissenter promptly after the later of
    - (i) the date on which the company forms the intention to proceed, and
    - (ii) the date on which the notice of dissent was received, or
  - (b) if the company has acted on the authority of that resolution or court order, promptly send a notice to the dissenter.
- (2) A notice sent under subsection (1) (a) or (b) of this section must
- (a) be dated not earlier than the date on which the notice is sent,
  - (b) state that the company intends to act, or has acted, as the case may be, on the authority of the resolution or court order, and
  - (c) advise the dissenter of the manner in which dissent is to be completed under section 244.



## **Completion of dissent**

- 244** (1) A dissenter who receives a notice under section 243 must, if the dissenter wishes to proceed with the dissent, send to the company or its transfer agent for the notice shares, within one month after the date of the notice,
- (a) a written statement that the dissenter requires the company to purchase all of the notice shares,
  - (b) the certificates, if any, representing the notice shares, and
  - (c) if section 242 (4) (c) applies, a written statement that complies with subsection (2) of this section.
- (2) The written statement referred to in subsection (1) (c) must
- (a) be signed by the beneficial owner on whose behalf dissent is being exercised, and
  - (b) set out whether or not the beneficial owner is the beneficial owner of other shares of the company and, if so, set out
    - (i) the names of the registered owners of those other shares,
    - (ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and
    - (iii) that dissent is being exercised in respect of all of those other shares.
- (3) After the dissenter has complied with subsection (1),
- (a) the dissenter is deemed to have sold to the company the notice shares, and
  - (b) the company is deemed to have purchased those shares, and must comply with section 245, whether or not it is authorized to do so by, and despite any restriction in, its memorandum or articles.
- (4) Unless the court orders otherwise, if the dissenter fails to comply with subsection (1) of this section in relation to notice shares, the right of the dissenter to dissent with respect to those notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares.
- (5) Unless the court orders otherwise, if a person on whose behalf dissent is being exercised in relation to a particular corporate action fails to ensure that every shareholder who is a registered owner of any of the shares beneficially owned by that person complies with subsection (1) of this section, the right of shareholders who are registered owners of shares beneficially owned by that person to dissent on behalf of that person with respect to that corporate action terminates and this Division, other than section 247, ceases to apply to those shareholders in respect of the shares that are beneficially owned by that person.
- (6) A dissenter who has complied with subsection (1) of this section may not vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, other than under this Division.

## **Payment for notice shares**

**245** (1) A company and a dissenter who has complied with section 244 (1) may agree on the amount of the payout value of the notice shares and, in that event, the company must

- (a) promptly pay that amount to the dissenter, or
  - (b) if subsection (5) of this section applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.
- (2) A dissenter who has not entered into an agreement with the company under subsection (1) or the company may apply to the court and the court may
- (a) determine the payout value of the notice shares of those dissenters who have not entered into an agreement with the company under subsection (1), or order that the payout value of those notice shares be established by arbitration or by reference to the registrar, or a referee, of the court,
  - (b) join in the application each dissenter, other than a dissenter who has entered into an agreement with the company under subsection (1), who has complied with section 244 (1), and
  - (c) make consequential orders and give directions it considers appropriate.
- (3) Promptly after a determination of the payout value for notice shares has been made under subsection (2) (a) of this section, the company must
- (a) pay to each dissenter who has complied with section 244 (1) in relation to those notice shares, other than a dissenter who has entered into an agreement with the company under subsection (1) of this section, the payout value applicable to that dissenter's notice shares, or
  - (b) if subsection (5) applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.
- (4) If a dissenter receives a notice under subsection (1) (b) or (3) (b),
- (a) the dissenter may, within 30 days after receipt, withdraw the dissenter's notice of dissent, in which case the company is deemed to consent to the withdrawal and this Division, other than section 247, ceases to apply to the dissenter with respect to the notice shares, or
  - (b) if the dissenter does not withdraw the notice of dissent in accordance with paragraph (a) of this subsection, the dissenter retains a status as a claimant against the company, to be paid as soon as the company is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the company but in priority to its shareholders.
- (5) A company must not make a payment to a dissenter under this section if there are reasonable grounds for believing that
- (a) the company is insolvent, or

- (b) the payment would render the company insolvent.

### **Loss of right to dissent**

**246** The right of a dissenter to dissent with respect to notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares, if, before payment is made to the dissenter of the full amount of money to which the dissenter is entitled under section 245 in relation to those notice shares, any of the following events occur:

- (a) the corporate action approved or authorized, or to be approved or authorized, by the resolution or court order in respect of which the notice of dissent was sent is abandoned;
- (b) the resolution in respect of which the notice of dissent was sent does not pass;
- (c) the resolution in respect of which the notice of dissent was sent is revoked before the corporate action approved or authorized by that resolution is taken;
- (d) the notice of dissent was sent in respect of a resolution adopting an amalgamation agreement and the amalgamation is abandoned or, by the terms of the agreement, will not proceed;
- (e) the arrangement in respect of which the notice of dissent was sent is abandoned or by its terms will not proceed;
- (f) a court permanently enjoins or sets aside the corporate action approved or authorized by the resolution or court order in respect of which the notice of dissent was sent;
- (g) with respect to the notice shares, the dissenter consents to, or votes in favour of, the resolution in respect of which the notice of dissent was sent;
- (h) the notice of dissent is withdrawn with the written consent of the company;
- (i) the court determines that the dissenter is not entitled to dissent under this Division or that the dissenter is not entitled to dissent with respect to the notice shares under this Division.

### **Shareholders entitled to return of shares and rights**

**247** If, under section 244 (4) or (5), 245 (4) (a) or 246, this Division, other than this section, ceases to apply to a dissenter with respect to notice shares,

- (a) the company must return to the dissenter each of the applicable share certificates, if any, sent under section 244 (1) (b) or, if those share certificates are unavailable, replacements for those share certificates,

- (b) the dissenter regains any ability lost under section 244 (6) to vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, and
- (c) the dissenter must return any money that the company paid to the dissenter in respect of the notice shares under, or in purported compliance with, this Division.