



**DEPLOY TECHNOLOGIES INC.**  
**19011 – 1153 56 Street**  
**Delta, BC V4L 2A2**  
**www.deploy.ca**

## **INFORMATION CIRCULAR**

as at November 8, 2012

This Information Circular is being furnished in connection with the solicitation of proxies by and on behalf of the management of Deploy Technologies Inc. (the "**Company**") to all shareholders of the Company for use at the annual general and special meeting of shareholders of the Company (the "**Meeting**") to be held on Monday, December 10, 2012 at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

In this Information Circular, unless otherwise stated, all references to "**shareholders**" refer to both holders of the Company's subordinate voting shares (the "**Common Shares**") and the Company's Class A Preferred shares (the "**Preferred Shares**"), and all references to "**Shares**" refer to both the Common Shares and Preferred Shares.

### Cautionary Note Regarding Forward Looking Statements

This Information Circular includes "forward-looking statements" within the meaning of applicable securities laws. All statements, other than statements of historical facts, included in this Information Circular that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements. When used in this Information Circular, the words "estimate", "plan", "anticipate", "expect", "intend", "believe" and similar expressions are intended to identify forward-looking statements.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, you should not place undue reliance on forward-looking statements.

The forward-looking statements contained in this Information Circular are expressly qualified in their entirety by this cautionary note. Such forward-looking statements are made as of the date of this Information Circular and, except as required under applicable securities laws, the Company does not undertake any obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise.

## General

In this Information Circular, references to “**Beneficial Shareholders**” means shareholders who do not hold Shares in their own name; and “**Intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that hold Shares on behalf of Beneficial Shareholders. Unless otherwise indicated herein, all references to currency are to United States dollars.

No person has been authorized to give any information or to make any representation in connection with any matter described in this Information Circular other than those contained herein and, if given or made, any such information or representation should be considered not to have been authorized by the Company. This Information Circular does not constitute the solicitation of an offer to purchase any securities or the solicitation of a proxy by any person in any jurisdiction in which such solicitation is not authorized or in which the person making such solicitation is not qualified to do so or to any person to whom it is unlawful to make such solicitation. The information contained in this Information Circular should not be construed as legal, tax or financial advice.

## **PROXY INFORMATION**

### Solicitation of Proxies

The solicitation of proxies will be by mail and the Internet, and the Company will bear all costs of the solicitation. The Company has arranged for Intermediaries to forward the meeting materials to Beneficial Shareholders and the Company may reimburse such Intermediaries for their reasonable fees and disbursements in that regard.

### Appointment of Proxyholder

The individuals designated 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 the individuals designated in the Proxy, who need not be a shareholder of the Company, 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 or company in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

### Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the 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 Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of the Company’s auditor and the election of directors,
- (b) any amendment to or variation of any matter identified in the Notice of Meeting, and
- (c) any other matter that properly comes before the Meeting.

**In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.**

#### Registered Shareholders

If you are a registered shareholder, you may wish to vote by proxy whether or not you attend the Meeting in person. If you submit a Proxy, you must complete, date and sign the Proxy, and then return it by mail to Broadridge Financial Solutions, Inc., Proxy Tabulation, P.O. Box 2800, Stn LCD Malton, Mississauga, ON L5T 2T7, or [www.proxyvote.com](http://www.proxyvote.com), by Thursday, December 6, 2012 at 11:00 a.m. (Pacific time), or, if the Meeting is adjourned or postponed, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the start of such adjourned or postponed meeting at which the Proxy is to be used.

#### Beneficial Shareholders

The following information is of significant importance to Beneficial Shareholders, who 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 Shares).

If Shares are listed in an account statement provided to a shareholder by an Intermediary, then in almost all cases those Shares will not be registered in the shareholder's name on the records of the Company. Such Shares will more likely be registered under the names of the shareholder's Intermediary or an agent of that Intermediary. In the United States, the vast majority of the 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).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every Intermediary has its own mailing procedures and provides its own return instructions to clients. If you are a Beneficial Shareholder you should carefully follow the instructions of your Intermediary in order to ensure that your Shares are voted at the Meeting.

The form of proxy supplied to you by your Intermediary 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. 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 in lieu of the Proxy provided by the Company. The voting instruction form will name the same persons as the Proxy to represent you at the Meeting. You have the right to appoint a person or company other than the individuals designated in the voting instruction form (who need not be a shareholder of the Company), to represent you at the Meeting. To exercise this right, you should insert the name of the desired person or company in the blank space provided in the voting instruction form. The completed voting instruction form must then be returned to Broadridge in accordance with Broadridge's instructions, following which Broadridge will tabulate the results of all instructions received and provide appropriate instructions respecting the voting of Shares to be represented

at the Meeting. If you receive a voting instruction form from Broadridge, you cannot use it to vote your Shares directly at the Meeting – the voting instruction form must be completed and returned to Broadridge well in advance of the Meeting in order to have your Shares voted.

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting 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 Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your 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 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 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:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the 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 Broadridge at any time up to and including the last business day preceding the day of the Meeting or any adjournment or postponement thereof, or to the chair of the Meeting on the day of the Meeting or any adjournment or postponement thereof, or in any other manner provided by law; or
- (b) personally attending the Meeting and voting the registered shareholder's Shares.

If you are a Beneficial Shareholder you should contact your Intermediary and carefully follow the instructions provided by the Intermediary in order to revoke a voting information form or a proxy.

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, any person who has held such a position since the beginning of the last financial year of the Company, any nominee for election as a director of the Company, or any associate or affiliate of the foregoing has any 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 or the appointment of the Company's auditor.

## VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The board of directors of the Company (the “**Board**”) has fixed October 19, 2012 as the record date (the “**Record Date**”) for determining 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 Proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Shares voted at the Meeting.

As of November 8, 2012, there were 22,330,209 Common Shares issued and outstanding. The holders of the Common Shares:

- have one vote per share on the election of each director and other matters submitted to a vote of stockholders;
- do not have cumulative voting rights;
- have equal rights with all holders of the issued and outstanding Common Shares to receive dividends from funds legally available therefore, if any, when, as and if declared from time to time by the Board;
- are entitled to share equally with all holders of the issued and outstanding Common Shares in all of the Company’s assets remaining after the payment of liabilities upon the liquidation, dissolution or winding up of its affairs;
- do not have preemptive, subscription or conversion rights;
- do not have conversion or exchange rights;
- are not subject to redemption, retraction, purchase for cancellation or surrender;
- are not subject to sinking fund or purchase provisions; and
- are not subject to provisions requiring the contribution of additional capital.

As of November 8, 2012, there were also had 2,900,000 Preferred Shares issued and outstanding. The holders of the Preferred Shares:

- have 10 votes per share *in pari passu* with the Common Shares on all matters presented to the holders of the Company’s equity securities for vote or approval;
- have a right to receive dividends when, as and if declared by the Board, *in pari passu* with each Common Share with the amount of such dividend determined by multiplying the dividend per Common Share by 10;
- have a right to receive distributions, whether or not in liquidation, *in pari passu* with each Common Share with the amount of such distribution determined by multiplying the distribution per Common Share by 10; and
- can convert each Preferred Share into 10 Common Shares at the election of the Company or the holder thereof any time after two years from the date of issuance.

No group of shareholders has the right to elect a specified number of directors, and there are no cumulative or similar voting rights attached to the Shares.

The percentage of the aggregate voting rights attached to the Shares that are represented by the Common Shares is 43.4%. **The holders of the Common Shares do not have a right to participate if a takeover bid is made for the Preferred Shares.**

To the knowledge of the directors and executive officers of the Company, the only persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, any voting securities of the Company carrying more than 10% of the voting rights attached to any class of voting securities of the Company as at November 8, 2012 are:

### Common Shares

Name of Shareholder	Number of Common Shares	Percentage of Class
Cede & Co.	6,169,177	27.63
Trepped Enterprises Inc. (1)	5,880,498	26.33
David Eppert	2,994,266 (1)	13.41
Andre Thompson	3,943,905 (2)	17.66

- (1) This company is owned equally by David Eppert, the Company's Chairman, President, Chief Executive Officer and director, and Andre Thompson, the Company's Chief Financial Officer, Vice President of Operations, Secretary and director.
- (2) Includes 2,940,249 shares (or 50% of the total shares) owned by Trepped Enterprises Inc., a company owned equally by Mr. Eppert and Mr. Thompson, 20,000 shares owned by Mr. Eppert's spouse and 34,017 shares owned by Mr. Eppert directly.
- (3) Includes 2,940,249 shares (or 50% of the total shares) owned by Trepped Enterprises Inc., a company owned equally by Mr. Thompson and Mr. Eppert, 1,002,656 shares owned by Pacific Everand Ventures, Ltd., a company jointly owned by Mr. Thompson and his spouse, and 1,000 shares owned by Mr. Thompson directly.

### Preferred Shares

Name of Shareholder	Number of Preferred Shares	Percentage of Class
Trepped Enterprises Inc. (1)	2,700,000	93.10
David Eppert	1,550,000 (1)	53.45
Andre Thompson	1,350,000 (2)	46.55

- (1) This company is owned equally by David Eppert, the Company's Chairman, President, Chief Executive Officer and director, and Andre Thompson, the Company's Chief Financial Officer, Vice President of Operations, Secretary and director.
- (2) Includes 1,350,000 shares (or 50% of the total shares) owned by Trepped Enterprises Inc., a company owned equally by Mr. Eppert and Mr. Thompson, and 200,000 shares owned by Force Options Inc., a company owned by Mr. Eppert.
- (3) Includes 1,350,000 shares (or 50% of the total shares) owned by Trepped Enterprises Inc., a company owned equally by Mr. Thompson and Mr. Eppert.

The above information was supplied to the Company by David Eppert and Andre Thompson and compiled from the insider reports of those individuals available at [www.sedi.ca](http://www.sedi.ca).

## ELECTION OF DIRECTORS

The term of office of each of the Company's current directors will expire at the conclusion of the Meeting. Unless a director's office is earlier vacated in accordance with the provisions of the Nevada Revised Statutes (the "NRS"), 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 and qualified.

The following table sets out the names of management's nominees for election as directors, all positions with the Company 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 equity securities of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at November 8, 2012.

Name of Nominee, Current Position(s) and Province or State and Country of Residence	Occupation, Business or Employment (1)	Period as a Director of the Company	Shares Beneficially Owned or Controlled (1)
Terry Bower (2) <i>Director, Audit Committee Chair</i> British Columbia, Canada	Registered Public Accountant since 2003; Senior Partner of Jenrob & Associates (accounting firm) since 1984	October 13, 2010 – present	50,000 Common Shares (3)
Harold Dunnigan <i>Director</i> California, USA	Retired since 2005	October 23, 2009 – present	136,000 Common Shares (4)
David Eppert (2) <i>Chairman, President, Chief Executive Officer, Director</i> British Columbia, Canada	Chairman, President and Chief Executive Officer of the Company; Computer and network services consultant since 2000	July 18, 2008 – present	2,994,266 Common Shares (5) 1,550,000 Preferred Shares (6)
Harjit Grewal <i>Vice President of Corporate Development, Director</i> British Columbia, Canada	Vice President of Corporate Development of the Company; Founder and President of Grewal & Co. Professional Services Ltd. Since 2003; Partner of Allied Insurance Services Inc. since 1991	February 28, 2011 – present	1,333,862 Common Shares (7)
Kulbir Rehal (2) <i>Director</i> British Columbia, Canada	Partner and Business Manager of Coast Pacific Auto Group (car dealership) from 2006 to 2010; Independent business consultant since 2010	October 13, 2010 – present	219,834 Common Shares (8)
Andre Thompson <i>Chief Financial Officer, Vice President of Operations, Secretary, Director</i> British Columbia, Canada	Chief Financial Officer, Vice President of Operations and Secretary of the Company; Partner and General Manager of Brenson Pacific Technologies Ltd. (computer and technology consulting firm) since 1989	February 2, 2009 – present	3,943,905 Common Shares (9) 1,350,000 Preferred Shares (10)

- (1) The information as to principal occupation, business or employment and shares beneficially owned or controlled by each director nominee has been furnished by each respective nominee.
- (2) Member of the Company's audit committee.
- (3) Includes 50,000 shares owned by 579615 B.C. Ltd., a private company owned by Mr. Bower.
- (4) Includes 100,000 shares owned by Mr. Dunnigan's spouse and 36,000 shares owned by Mr. Dunnigan directly.

- (5) Includes 2,940,249 shares (or 50% of the total shares) owned by Trepped Enterprises Inc., a company owned equally by Mr. Eppert and Mr. Thompson, 20,000 shares owned by Mr. Eppert's spouse and 34,017 shares owned by Mr. Eppert directly.
- (6) Includes 1,350,000 shares (or 50% of the total shares) owned by Trepped Enterprises Inc., a company owned equally by Mr. Eppert and Mr. Thompson, and 200,000 shares owned by Force Options Inc., a company owned by Mr. Eppert.
- (7) Includes 1,198,862 shares owned by Grewal & Co. Professional Services Ltd., a company owned by Mr. Grewal, 60,000 shares owned by Grewal Investments Ltd., a company owned by Mr. Grewal, 5,000 shares (or 25% of the total shares) owned by Quattro Investments Ltd., a company 25% owned by Mr. Grewal, 15,000 shares (or 33% of the total shares) owned by Quattro Capital Group Inc., a company 33% owned by Mr. Grewal, and 55,000 shares (or 50% of the total shares) owned by A.I.S. Management (Guildford) Inc., a company 50% owned by Mr. Grewal.
- (8) Includes 19,834 shares owned by one of Mr. Rehal's children and 200,000 shares owned by Mr. Rehal directly.
- (9) Includes 2,940,249 shares (or 50% of the total shares) owned by Trepped Enterprises Inc., a company owned equally by Mr. Thompson and Mr. Eppert, 1,002,656 shares owned by Pacific Everand Ventures, Ltd., a company jointly owned by Mr. Thompson and his spouse, and 1,000 shares owned by Mr. Thompson directly.
- (10) Includes 1,350,000 shares (or 50% of the total shares) owned by Trepped Enterprises Inc., a company owned equally by Mr. Thompson and Mr. Eppert.

### Further Information

#### *Orders*

Except as stated below, none of the proposed directors of the Company was, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company that:

- was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

On July 3, 2009, the British Columbia Securities Commission (the "**BCSC**") issued a cease trade order against the Company for failure to file (i) interim financial statements for the periods ended October 31, 2008, January 31, 2009 and April 30, 2009, (ii) a Form 51-102F1 *Management's Discussion and Analysis* for the periods ended October 31, 2008, January 31, 2009 and April 30, 2009, and (iii) copies of the Company's news releases dated November 6, 2008, February 2, 2009 and February 3, 2009, and related material change reports. This cease trade order was revoked on September 1, 2009. David Eppert and Andre Thompson were serving as directors of the Company during the time this cease trade order was in effect.

On December 7, 2009, the BCSC issued a cease trade order against the Company for failure to file (i) comparative financial statements for the year ended July 31, 2009, (ii) a Form 51-102F1 *Management's Discussion and Analysis* for the year ended July 31, 2009, and (iii) a Form 51-102F2 *Annual Information Form* for the year ended July 31, 2009. This cease trade order was revoked on August 11, 2010. Harold Dunnigan, David Eppert and Andre Thompson were serving as directors of the Company during the time this cease trade order was in effect.



### *Bankruptcies*

None of the proposed directors of the Company was, within 10 years before the date of this Information Circular, a director or executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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.

### *Personal Bankruptcies*

Except as stated below, none of the proposed directors of the Company has, within 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become 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 the proposed director.

On December 5, 2005, Terry Bower filed for personal bankruptcy at the New Westminster Supreme Court of British Columbia. Mr. Bower was discharged from bankruptcy on September 25, 2006.

### *Penalties and Sanctions*

None of the proposed directors of the Company has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

## **EXECUTIVE COMPENSATION**

### General

For the purposes of this section:

“**CEO**” means an individual who acted as the Chief Executive Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**CFO**” means an individual who acted as the Chief Financial Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**incentive plan**” means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

“**incentive plan award**” means compensation awarded, earned, paid or payable under an incentive plan;

“**NEO**” means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the Company’s three most highly compensated executive officers, 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 for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) 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;

“**option-based award**” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features;

“**share-based award**” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

#### Compensation Discussion and Analysis

##### *Compensation Program Objectives*

The Company has not established a strategy for setting executive salary levels, creating standards it applies in setting compensation levels or what factors it intends to encourage by establishing compensation levels. The Company has issued Common Shares periodically to NEOs in lieu of cash compensation and reimbursement of expenses. When it begins to generate revenue from the sale of its technology and products, the Company expects to compensate NEOs at levels comparable to executive officers of companies within its industry at similar stages of growth.

The Board does not currently consider the implications of the risks associated with the Company’s compensation policies and practices.

Although permitted, at this time no NEO or director has or intends to purchase financial instruments 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.

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

The total compensation plan for NEOs only consists of one component at this time: base salary or consulting fees. There is no policy or target regarding cash and non-cash elements of the Company’s compensation program. To date, the Company has not granted any stock options to NEOs.

### *Base Salary*

The base salary component of NEO compensation is intended to provide a fixed level of competitive pay that reflects each NEO's primary duties and responsibilities. The policy of the Company is that salaries for its NEOs are competitive within its industry and generally set at the median salary level among entities its size.

On May 1, 2011, the annual base salary of the Company's CEO was increased from CAD\$72,000 to its current level of CAD\$144,000. On the same date, the annual base salary of the Company's CFO was increased from CAD\$24,000 to CAD\$48,000, and to its current level of CAD\$96,000 on May 1, 2012. These increases reflect the changes to the time commitment, primary duties and responsibilities of each NEO.

The rationale of the Company is to focus compensation on variable or performance-based compensation. Accordingly, on July 31, 2012 a year-end bonus of CAD\$50,000 was paid to both the CEO and CFO to reflect the achievements of, and progress made, by the Company during the 2012 fiscal year. Through the efforts of its NEOs, the Company met its goals of achieving both U.S. and Canadian public listings for the Common Shares, completing the development and testing of its core products, and achieving its first sale.

### *Stock Options*

Effective October 25, 2012, the Board adopted the 2012 Incentive Stock Option Plan (the "**Plan**"). The purpose of the Plan is to enhance the long-term shareholder value of the Company by offering opportunities to directors, executive officers, key employees and eligible consultants of the Company to acquire Common Shares in order to give these persons the opportunity to participate in the Company's growth and success, and to encourage them to remain in the service of the Company. Previous grants will be taken into account when considering new grants and a maximum of 10% of the number of issued and outstanding Common Shares are available for issuance under the Plan.

### *Compensation Governance*

The Company does not currently have a compensation committee. The Board is responsible for determining the compensation to be paid to the directors and executive officers of the Company. The Company does not have any formal compensation policies and the practices adopted by the Board to determine the compensation for the Company's directors and executive officers is described above.

### Summary Compensation Table

David Eppert, the Company's Chairman, President, Chief Executive Officer and director, and Andre Thompson, the Company's Chief Financial Officer, Vice President of Operations, Secretary and director, are NEOs for the purposes of the following disclosure. Pursuant to Item 1.3(2) of Form 51-102F6, the Company has omitted certain tables and columns of tables that do not apply to this disclosure.

The compensation for those NEOs, directly or indirectly, for the Company's three most recently completed financial years is as follows:

Name and Principal Position	Year Ended July 31	Salary (\$)	Total Compensation (\$)
David Eppert <i>Chairman, President, Chief Executive Officer, Director</i>	2012	190,760	190,760
	2011	90,594	90,594
	2010	66,838	66,838
Andre Thompson <i>Chief Financial Officer, Vice President of Operations, Secretary, Director</i>	2012	108,163	108,163
	2011	30,201	30,201
	2010	22,279	22,279

The Company originally intended to pay all salary compensation in cash at on the dates such compensation was earned and accrued; however, because the Company has experienced insufficient cash flow and uses its available cash for other purposes, it has been unable to pay such compensation in cash in a timely manner. To date, Mr. Eppert and Mr. Thompson have accepted Common Shares in lieu of salary compensation, thus reducing the Company's liabilities by these amounts. The value of the Common Shares is equal to the accrued and unpaid salary compensation and the number of securities has been determined by dividing the applicable salary amount by the price of \$0.10 per Common Share (until December 21, 2011) or CAD\$0.20 per Common Share (thereafter), which is the price at which the Company was selling Common Shares and units (including one Common Share and one Common Share purchase warrant exercisable at a price of CAD\$0.40 for per warrant for a period of 12 months from the date of issue), respectively, in the exempt market the on the applicable dates of issue. The dates on which the Company issued Common Shares to Mr. Eppert and Thompson in lieu of salary compensation do not necessarily correspond to the dates on which such salary compensation was earned and accrued, as set forth in the table above.

To date, both Mr. Eppert and Mr. Thompson have assigned the Common Shares issued to them in lieu of salary compensation to Trepped Enterprises Inc., a private company they own equally. Although the Company continues to be optimistic that it will be able to pay Mr. Eppert's and Mr. Thompson's salary compensation in cash, there is no assurance regarding if or when it may do so, and it may nevertheless be compelled to again issue Common Shares to them in lieu of cash.

During the Company's three most recently completed financial years, it did not pay any other executive compensation to its NEOs.

The Company has not entered into formal employment agreements with any of its executive officers. However, it currently compensates NEOs, as well as certain other executive officers, pursuant to informal arrangements.

#### Incentive Plan Awards

The Company did not have any share-based awards, option-based awards or incentive plan awards outstanding at the end of its most recently completed financial year.

### Pension Plan Benefits

The Company has no pension plans that provide for payments or benefits at, following or in connection with retirement.

### Termination and Change of Control Benefits

The Company has not entered into formal employment agreements with any of its NEOs, and there are no informal arrangements that provide for payments to an NEO at, following or in connection with any termination, resignation, retirement, a change in control of the Company or a change in the NEOs responsibilities.

### Director Compensation

The Company does not currently provide any compensation to its directors in their capacity as such. As a result, none of the directors of the Company received any compensation in any form during the Company's most recently completed financial year.

## **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

As of July 31, 2012, the Company did not have any compensation plans under which securities were authorized for issuance.

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

No executive officer, director, employee, former executive officer, former director, former employee, proposed nominee for election as a director, or associate of any such person has been indebted to the Company at any time since the commencement of the Company's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company at any time since the beginning of the Company's most recently completed financial year with respect to any indebtedness of any such person.

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

For the purposes of this Information Circular, "**informed person**" means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

No informed person, no proposed director of the Company and no associate or affiliate of any

such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company.

### **APPOINTMENT OF AUDITOR**

James Stafford Chartered Accountants ("**Stafford**"), will be nominated at the Meeting for reappointment as the Company's auditor with remuneration to be fixed by the Board. Stafford was first appointed as the auditor of the Company on August 19, 2010.

### **MANAGEMENT CONTRACTS**

There are no management functions of the Company which are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

### **CORPORATE GOVERNANCE**

#### Board of Directors

A majority of the Company's current directors are independent, as only three directors are officers of the Company. The Company's independent Board members are Terry Bower, Harold Dunnigan, Kulbir Rehal and Charles J.M. Ward. The non-independent Board members are David Eppert, the Chairman, President and Chief Executive Officer of the Company, Harjit Grewal, the Vice President of Corporate Development of the Company, and Andre Thompson, the Chief Financial Officer, Vice President of Operations and Secretary of the Company.

The Company uses the definition of independence developed by the Financial Industry Regulatory Authority (FINRA) to determine which of its directors are independent and which are not. If each of management's director nominees is elected, only 50% of the Board will be independent within the meaning of this definition immediately following the conclusion of the Meeting, as Charles J.M. Ward is not being nominated for re-election.

#### Directorships

None of the Company's directors is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction.

#### Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education.

#### Ethical Business Conduct

The Board believes that the fiduciary duties placed on individual directors by common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

### Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company's business, the ability to devote the required time, show support for its mission and strategic objectives, and a willingness to serve.

### Compensation

The Company does not have a compensation committee. The Board conducts reviews with regard to the compensation of directors and executive officers once a year. To make its recommendations on such compensation, the Board takes into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded companies in Canada.

### Other Board Committees

The Board has no committees other than the audit committee.

### Assessments

The Board facilitates its exercise of independent supervision over the Company's management through meetings of the Board and frequent communications with management. The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees. The Board is currently responsible for assessing its own effectiveness, the effectiveness of individual directors and the effectiveness of the audit committee.

## **AUDIT COMMITTEE DISCLOSURE**

National Instrument 52-110 *Audit Committees* ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the composition of its audit committee and its relationship with its auditor, as follows.

### Audit Committee Charter

The Company's audit committee is governed by an audit committee charter, the text of which is attached as Exhibit "A" to this Information Circular. On November 7, 2012, the Board revised the audit committee charter for consistency and clarity and to remove one clause prohibiting the payment of fees by the Company to any member of the audit committee who also provides services to the Company as an executive officer.

### Composition

The Company's current audit committee consists of four directors: Terry Bower, David Eppert, Kulbir Rehal and Charles J.M. Ward. Of those four, Mr. Eppert is the only non-independent member. However, since Mr. Ward is not one of management's nominees for re-election as a director, immediately following the conclusion of the Meeting the Company's audit committee

will only consisted of three directors, two of whom will be independent.

#### Relevant Education and Experience

##### *Terry Bower*

Mr. Bower is one of the Company's directors and the Chair of the audit committee. He has been a Registered Public Accountant since 2003 and a Senior Partner at the accounting firm of Jenrob & Associates since 1984. He earned his Bachelor of Arts degree from the University of Washington in 1980 and his Registered Public Accountant designation from the University of Alberta in 2003.

##### *David Eppert*

Mr. Eppert is one of the Company's directors and is also its Chairman, President and Chief Executive Officer. He has been an officer and director of the Company since 2008, and he currently devotes 100% of his working time to its affairs. In 2001, Mr. Eppert founded Think Security Corporation, a company that developed online banking security technology, and he served as its President until 2007. Over the past 12 years, he has offered technical computer and network services to various clients on a consultant basis.

##### *Kulbir Rehal*

Kulbir Rehal is one of the Company's directors. From 2006 to 2010, he has been a partner and business manager in Pacific Auto Group, a car dealership based in Surrey, BC. He earned a Bachelor of Arts degree in economics and geography in 1974 from Guru Nanak University in Amritsar, Punjab, India.

##### *Charles J.M. Ward*

Mr. Ward is one of the Company's directors and is also its Treasurer. Mr. Ward is the founder of LINCS, a logistics software development and consulting firm of which he has been the President since 2006. From 1996 to 2005, Mr. Ward served as a Vice President with Air France Cargo. He holds a Bachelor of Commerce degree from Dalhousie University in Halifax, Nova Scotia.

#### Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

#### Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by its external auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits the 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 has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable by the audit committee, on a case-by-case basis.

### External Auditor Service Fees

In the following table, “**Audit Fees**” are fees billed by the Company’s external auditor for services provided in connection with the audit of the Company’s annual financial statements for the applicable year. “**Audit-Related Fees**” are fees billed by the Company’s external auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not included in Audit Fees. “**Tax Fees**” are fees billed by the Company’s external auditor for professional services rendered for tax compliance, tax advice and tax planning. “**All Other Fees**” are fees billed by the Company’s external auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Company’s external auditor in each of the last two fiscal years, by category, are as follows:

<b>Financial Year Ending</b>	<b>Audit Fees (\$)</b>	<b>Audit-Related Fees (\$) (1)</b>	<b>Tax Fees (\$)</b>	<b>All Other Fees (\$)</b>
July 31, 2012	10,333	12,381	-	-
July 31, 2011	11,388	8,570	-	-

(1) Related to the review of the Company’s prospectus and interim financial statements during the applicable year.

### Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

The Board recommends that the shareholders approve the following matters by ordinary resolution. An ordinary resolution is a resolution passed by a simple majority of the votes cast by the shareholders who voted in respect of that resolution in person or by proxy.

### Bylaw Amendments

On February 18, 2011, the Company adopted a set of amended and restated bylaws. These bylaws contained several provisions that the Board amended by resolution on October 25, 2012, pursuant to Article XIV, Section 2 thereof (the “**Bylaw Amendments**”). However, since Article XIV, Section 1 of the amended and restated bylaws provides that the shareholders of the Company have the ultimate power to amend those bylaws, management is seeking the ratification and approval of the Bylaw Amendments at the Meeting, as follows:

*Article IV, Section 1*

This provision formerly stipulated that annual meetings of the Company's stockholders be held "each year within three months after the end of the fiscal year" and "no later than thirteen (13) months after the last preceding annual meeting". These phrases were amended to "each year within six (6) months after the end of the fiscal year" and "no later than fifteen (15) months after the preceding annual meeting", respectively, in order to provide the Company with additional time to complete the audit of its annual financial statements and prepare certain disclosure documents required to be filed by reporting issuers in Canadian jurisdictions under applicable securities laws.

*Article IV, Section 4*

This provision formerly required that notice of any meeting of the Company's stockholders be given to each stockholder of record "by personal delivery, by first class U.S. mail or by telephone facsimile with receipt confirmed", and was amended to state that such notice may be given "by personal delivery, by first class U.S. mail or by electronic transmission in accordance with the laws of the State of Nevada" to broaden the number of possible delivery methods.

*Article IV, Section 7*

This provision formerly stated that a quorum for the transaction of business at any meeting of the Company's stockholders was required to consist of stockholders "representing a majority of the shares entitled to vote in attendance at any meeting" and further stipulated that if a specified item of business was required to be voted on by a class or series of stock only "a majority of the shares of such class or series" would constitute a quorum for the transaction of such item of business by that class or series. Due to the onerous nature of these requirements, the phrases were amended to "two (2) stockholders entitled to vote in attendance at any meeting of stockholders" and "one (1) stockholder of such class or series", respectively.

*Article VI, Section 1*

This provision formerly required the Board to "hold, without notice, a regular meeting immediately after the adjournment of the annual meeting of stockholders and such other meetings at they may, by resolution, designate from time to time". Since there is frequently no formal business to be addressed at the mandatory Board meeting, the language was amended to eliminate that obligation as well as the resolution designation component, such that the Board is now only required to "hold such regular meetings as it may designate from time to time".

*Article VI, Section 4*

This provision formerly required that notice of any meeting of the Board be given to each director "either personally or by telegram, cablegram or first class mail", and was amended in a manner identical to Article IV, Section 4 to state that such notice may be given "by personal delivery, by first class U.S. mail or by electronic transmission in accordance with the laws of the State of Nevada", again, for the purpose of broadening the number of possible delivery methods.

At the Meeting, the shareholders will be asked to ratify and approve the Bylaws Amendments. Management recommends that the shareholders vote FOR such ratification and approval.

Unless a proxy specifies that the Shares it represents should be voted against ratifying and approving the Bylaw Amendments, proxies received in favour of management of the Company will be voted FOR the ratification and approval of the Bylaw Amendments.

### Stock Option Plan

As described above, the purpose of the Plan is to enhance the long-term shareholder value of the Company by offering opportunities to directors, executive officers, key employees and eligible consultants of the Company to acquire Common Shares in order to give these persons the opportunity to participate in the Company's growth and success, and to encourage them to remain in the service of the Company. The stock options are non-transferable and will expire upon the sooner of the expiry date stipulated in the particular stock option agreement or after a certain period following the date the optionee ceases to be a qualified party by reason of death or termination of such optionee's engagement with the Company.

The stock options granted under the Plan, together with all of the Company's other previously established plans or grants, will not result at any time in: (a) the number of Common Shares reserved for issuance pursuant to stock options granted to insiders exceeding 10% of the issued and outstanding Common Shares; (b) the grant to insiders within a 12 month period of a number of stock options exceeding 10% of the outstanding Common Shares; (c) the grant to any one optionee within a 12-month period of a number of stock options exceeding 5% of the issued and outstanding Common Shares unless the Company obtains disinterested shareholder approval; (d) the grant to all persons engaged by the Company to provide investor relations activities within any 12-month period of a number of stock options exceeding 2% of the issued and outstanding Common Shares; or (e) the grant to any one eligible consultant in any 12-month period of stock options exceeding in the aggregate 2% of the issued and outstanding Common Shares.

The Board will be able to determine the price per Common Share and the number of Common Shares that may be allotted to each eligible person and all other terms and conditions of the options, subject to the rules of the CNSX; provided however, that price per share set by the Board must be at least equal to the Discounted Market Price of the Common Shares.

"Discounted Market Price" means the last per share closing price for the Common Shares on the CNSX before the date of grant of any stock option, less any applicable discount under CNSX policies. In addition to any resale restrictions under applicable securities laws, any stock option granted under the Plan and any Common Shares issued upon the due exercise of any such stock option will be subject to a hold period of four months and a day commencing from the date of grant of the stock option, if the exercise price of the stock option is granted at less than the Market Price. "Market Price" means the closing price of the Common Shares on the CNSX on the last business day prior to the date of grant. In the event that the Common Shares did not trade on such business day, the Market Price shall be the average of the bid and asked prices in respect of such Common Shares at the close of trading on such date.

The term of an option shall be not more than 10 years from the date the option is granted. If an optionee ceases to be a director, officer, employee or eligible consultant of the Company for any reason other than death, the optionee may, but only within 90 days after the optionee's ceasing to be a director, officer, employee or eligible consultant (or 30 days in the case of an optionee engaged in investor relations activities) or prior to the expiry of the exercise period, whichever is earlier, exercise any stock option held by the optionee, but only to the extent that the optionee was entitled to exercise the stock option at the date of such cessation. In the event of the death of an optionee, the stock option previously granted to him shall be exercisable within 12 months

following the date of the death of the optionee or prior to the expiry of the exercise period, whichever is earlier, and then only: (a) by the person or persons to whom the optionee's rights under the stock option shall pass by the optionee's will or the laws of descent and distribution, or by the optionee's legal personal representative; and (b) to the extent that the optionee was entitled to exercise the stock option at the date of the optionee's death.

In the event of (a) any disposition of all or substantially all of the assets of the Company, or the dissolution, merger, amalgamation or consolidation of the Company with or into any other corporation or of such corporation into the Company, or (b) any change in control of the Company, the Plan gives the Company the power to make such arrangements as it deems appropriate for the exercise or continuance of outstanding options, including to amend any stock option agreement to permit the exercise of any or all of the remaining options prior to the completion of any such transaction.

Subject to any required approvals under applicable securities laws or stock exchange rules, the Company may amend or modify the Plan or the terms of any option as the Board deems necessary or advisable provided that no such amendment shall adversely affect any accrued and vested rights of an optionee or alter or impair any option previously granted to that optionee, without the consent of the optionee (provided such a change would materially prejudice the optionee's rights under the Plan).

Copies of the Plan will be available for inspection at the Meeting.

At the Meeting, the shareholders will be asked to approve the Plan. Management recommends that the shareholders vote FOR the approval of the Plan.

Unless a proxy specifies that the Shares it represents should be voted against approving the Plan, proxies received in favour of management of the Company will be voted FOR the approval of the Plan.

### **ADDITIONAL INFORMATION**

Financial information is provided in the audited financial statements of the Company for the year ended July 31, 2012 and in the related management discussion and analysis and filed on SEDAR at [www.sedar.com](http://www.sedar.com). The audited financial statements of the Company for the year ended July 31, 2012 will also be placed before the Meeting.

Additional information relating to the Company is filed on SEDAR at [www.sedar.com](http://www.sedar.com) and upon request from the Company at (888) 213-3888. Copies of documents will be provided free of charge to securityholders of the Company. The Company may require the payment of a reasonable charge from any person or company who requests a copy of any such document and is not a securityholder of the Company.

### **OTHER MATTERS**

As of the date of this Information Circular, the Board is not aware of any matters, other than those referred to in the accompanying Notice of Meeting, which it anticipates will come before the Meeting. Should any other matters properly be brought before the Meeting, the Shares represented by the proxies solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting such proxies.

The contents of the Notice of Meeting and this Information Circular and its distribution to the shareholders of the Company have been approved by the Board.

DATED at Delta, British Columbia, this 8th day of November, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

*“David Eppert”*

David Eppert

Chairman, President, Chief Executive Officer, Director

**EXHIBIT "A"**

**DEPLOY TECHNOLOGIES INC.**  
(the "Company")

**AUDIT COMMITTEE CHARTER**

**PURPOSE AND AUTHORITY**

The purpose of the Audit Committee (the "**Committee**") is to oversee the accounting and financial reporting processes of the Company and the audits of its financial statements, and thereby assist the Board of Directors (the "**Board**") in monitoring (1) the integrity of the financial statements of the Company, (2) compliance by the Company with legal and regulatory requirements related to financial reporting, (3) the performance and independence of the Company's independent auditor (the "**Auditor**"), and (4) performance of the Company's internal controls and financial reporting process.

The Committee performs such functions as may be assigned by law, by the Company's articles or similar documents, or by the Board. The Committee has the power to conduct or authorize investigations into any matters within its scope of responsibilities, with full access to all books, records, facilities and personnel of the Company, its legal advisors and the Auditor. In connection with such investigations or otherwise in the course of fulfilling its responsibilities under this Charter, the Committee has the authority to independently retain special legal, accounting or other consultants to advise it, and may request any officer or employee of the Company, its legal advisors or the Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee has the power to create specific sub-committees with all of the power to conduct or authorize investigations into any matters within the scope of the charter of the sub-committee, with full access to all books, records, facilities and personnel of the Company, its legal advisors and the Auditor. In particular, the Committee may delegate to one or more independent Committee members the authority to pre-approve non-audit services provided that the pre-approval is presented to the Committee at the first scheduled meeting following such pre-approval.

The Auditor is ultimately accountable to the Board and to the Committee, who, as representatives of the Company's shareholders, have the ultimate authority and responsibility to evaluate the Auditor, appoint and replace the Auditor, and to determine appropriate compensation for the Auditor. In the course of fulfilling its specific responsibilities hereunder, the Committee must maintain free and open communication between the Auditor, the Board and Company management.

The responsibilities of a member of the Committee are in addition to such member's duties as a member of the Board. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete, accurate and in accordance with generally accepted accounting principles.

## MEMBERSHIP AND ORGANIZATION

### *Membership*

1. The Committee shall consist of a minimum of three members of the Board, appointed annually, the majority of whom are affirmatively confirmed as independent by the Board, with such affirmation disclosed in the Company's annual public disclosures;
2. A member of the Committee may be replaced at any time by the Board and will cease to be a member upon ceasing to be a director of the Company;
3. The Board will elect, by a majority vote, one member as Chairman of the Committee;
4. The Committee will appoint its own secretary who need not be a director of the Company;
5. Each member of the Committee shall be able to read and understand financial statements, including balance sheets, income statements and cash flow statements;
6. At least one member of the Committee will be an audit committee financial expert as defined by the applicable rules set out by the United States Securities and Exchange Commission (SEC) or any other applicable regulatory authority;
7. No director who has participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years will be eligible for membership on the Committee; and
8. Any member of the Committee who serves on more than three public company audit committees must inform the Chairman of the Board who will consider and assess that member's ability to be effective on the Committee.

### *Committee Meetings*

1. The Committee will meet at least quarterly or more often as may be deemed necessary or appropriate in its judgment, either in person or telephonically;
2. The Committee will meet with the Auditor at least quarterly, either in person or telephonically;
3. Meetings may be requested by any member of the Committee, Chief Executive Officer (CEO), Chief Financial Officer (CFO) or the independent auditor;
4. The Auditor will be notified of every Committee meeting and be permitted to appear and speak at those meetings;
5. The Committee will keep minutes of its meetings which will be provided to the Board;
6. The Committee will report its actions to the Board along with such recommendations as the Committee may deem appropriate; and
7. A majority of the members of the Committee shall constitute a quorum.

## DUTIES & RESPONSIBILITIES

### *Independent Auditor*

The Auditor reports directly to the Committee and the Committee and the Board have the authority to replace the Auditor. With respect to its oversight of the Auditor, the Committee shall:

1. Annually appoint the Auditor to be proposed for shareholder approval;
2. Approve the compensation of the Auditor;
3. Review with the Auditor, the audit scope and plan of the Auditor;
4. Evaluate the performance of the Auditor and, if so determined by the Committee, replace the Auditor;
5. Approve permissible non-audit services of the Auditor and establish policies and procedures for their engagement for such services and to ensure that the Auditor is not engaged to perform any activities prohibited by any of applicable regulatory authority, or any securities exchange on which the Company's shares are traded or quoted, including:
  - a. Bookkeeping or other services related to accounting records or financial statements of the Company;
  - b. Financial information systems design and implementation consulting services;
  - c. Appraisal or valuation services, fairness opinions, or contributions-in-kind reports;
  - d. Actuarial services;
  - e. Internal audit outsourcing services;
  - f. Any management or human resources function;
  - g. Broker, dealer, investment advisor, or investment banking services;
  - h. Legal services;
  - i. Expert services unrelated to the auditing service; and
  - j. Any other service the Board determines is not permitted;
6. Ensure that no individual who is, or in the past three years has been, affiliated with or employed by a present or former auditor of the Company or an affiliate, is hired by the Company as a senior officer until at least three years after the end of either the affiliation or the auditing relationship;
7. Take reasonable steps to confirm the independence of the Auditor, which shall include:
  - a. Ensuring receipt from the Auditor of a formal written statement delineating all relationships between the Auditor and the Company, consistent with the Independence



Standards Board Standard No. 1 and related Canadian regulatory body standards;

b. Reviewing with the Auditor any relationships or services provided to the Company, including non-audit services, that may impact the objectivity and independence of the Auditor; and

c. As necessary, taking, or recommending that the Board take, other appropriate actions to oversee the independence of the Auditor;

8. Ensure that the audit partner rotation requirements are met;

9. Confirm with management and the Auditor that no restrictions are placed on the scope of the Auditor's review and examination of the Company's accounts;

10. Discuss in private with the Auditor matters affecting the conduct of its audit and other corporate matters; and

11. Review and discuss with management and the Auditor at the completion of its examination, any serious difficulties or disputes with management encountered during the course of the audit or review.

#### *Financial Information Review Process*

In connection with the review of the annual audited financial statements, interim financial statements, Management Discussions and Analysis (MD&A), press releases or other financial disclosure, the Committee, as applicable, shall:

1. Review and discuss with management and the Auditor at the completion of its annual audit and interim reviews:

a. The Company's audited annual or reviewed interim financial statements and related notes and the Company's accompanying MD&A;

b. The appropriateness of the presentation of any non-GAAP and IFRS related financial information;

c. The adequacy of the Company's internal accounting and financial controls that management and the Board have established and the effectiveness of those systems;

d. Financial statement effects of significant transactions and other complex accounting issues;

e. The accounting policies which may be viewed as critical, including all alternative treatments for financial information within generally accepted accounting principles that have been discussed with management, and review and discuss any significant changes in the accounting policies of the Company and industry accounting and regulatory financial reporting proposals that may have a significant impact on the Company's financial reports;

f. Any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies; and

- g. The management letter delivered by the Auditor in connection with the audit;
2. Approve and recommend to the Board that the audited annual financial statements and MD&A be approved by the Board prior to public disclosure;
3. Approve the interim financial statements and MD&A prior to public disclosure;
4. Review with the Company's legal advisors, litigation and other legal matters that may have a material impact on the financial statements, the Company's financial compliance policies and any material reports or inquiries received from regulators or governmental agencies related to financial matters;
5. Review financial press releases and earnings guidance;
6. Review and approve all financial disclosure contained in filings with the SEC, SEDAR and on any securities exchange on which the Company's shares are traded or quoted;
7. Review representation letters provided by management to the Auditor;
8. Review minutes of all Disclosure Committee meetings of the Company; and
9. Review the process for certification of the interim and annual financial statements, internal controls, disclosure controls and absence of any material misstatements or omissions in the required filings by the CEO and the CFO and the certifications made by the CEO and CFO.

#### *Accountability*

1. At least annually, the Committee will review and evaluate the performance of the Committee and its members and report its findings to the Board;
2. The Committee will annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
3. The Committee shall review and approve any Committee disclosures required by applicable regulatory authorities contained in the Company's disclosure documents.

#### *Other Duties & Responsibilities*

The Committee shall, as applicable:

1. Review policies and procedures with respect to transactions between the Company and officers and directors, or affiliates of officers and directors, and review and approve all such transactions including those related party transactions that would be disclosed;
2. Review with management the Company's major financial risk exposures, policies for risk assessment and risk management and assess the steps management has taken to monitor and control such risks;
3. Review the appointment of the CFO and any other senior financial executives involved in the financial reporting process;
4. Annually review and approve the Company's key financial policies;

5. Review and discuss with management treasury activities, and approve changes to, the Company's Corporate Treasury Policy; and
6. Annually review Board member expenses.