



**DEPLOY TECHNOLOGIES INC.**  
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Delta, BC V4L 2A2  
www.deploy.ca

## **INFORMATION CIRCULAR**

as at February 4, 2014

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 meeting of shareholders of the Company (the "**Meeting**") to be held on Friday, March 14, 2014 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 Wednesday, March 12, 2014 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 February 14, 2014 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 February 4, 2014, there were 22,830,209 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 February 4, 2014, there were also 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, nor are there 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 44.05%. **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 February 4, 2014 are:

## Common Shares

Name of Shareholder	Number of Common Shares	Percentage of Class
Cede & Co.	6,189,177	27.11
Trepped Enterprises Inc. (1)	5,880,498	25.76
David Eppert	2,994,266 (2)	13.12
Andre Thompson	3,943,905 (3)	17.27

- (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, 34,017 shares owned by Mr. Eppert directly and 20,000 shares owned by Mr. Eppert's spouse.
- (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 February 4, 2014.

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	1,353,862 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, 34,017 shares owned by Mr. Eppert directly and 20,000 shares owned by Mr. Eppert's spouse.
- (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, 95,000 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; and

“**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 January 1, 2013, the annual base salary of the Company's CEO was decreased from CAD\$144,000 to its current level of CAD\$72,000. On the same date, the annual base salary of the Company's CFO was decreased from CAD\$96,000 to its current level of CAD\$36,000. These decreases reflected 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 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. The Company has not paid any bonuses to its NEOs or otherwise since that date.

### 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, CEO and director, and Andre Thompson, the Company’s CFO, 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:

<b>Name and Principal Position</b>	<b>Year Ended July 31</b>	<b>Salary (\$)</b>	<b>Total Compensation (\$)</b>
David Eppert <i>Chairman, President, Chief Executive Officer, Director</i>	2013	101,857	101,857
	2012	192,760 (1)(2)	192,760
	2011	90,594	90,594
Andre Thompson <i>Chief Financial Officer, Vice President of Operations, Secretary, Director</i>	2013	61,038	61,038
	2012	108,163 (3)(4)	108,163
	2011	30,201	30,201

- (1) On November 14, 2011, the Company and Mr. Eppert agreed to convert \$35,387.80 in management fees owing to Mr. Eppert for the three months ended October 31, 2011 into 353,878 Common Shares.
- (2) On July 23, 2012, the Company and Mr. Eppert agreed to convert \$36,000 in management fees owing to Mr. Eppert for the three months ended May 31, 2012 into 180,000 Common Shares.
- (3) On November 14, 2011, the Company and Mr. Thompson agreed to convert \$11,795.90 in consulting fees owing to Mr. Thompson for the three months ended October 31, 2011 into 117,959 Common Shares.
- (4) On July 23, 2012, the Company and Mr. Thompson agreed to convert \$12,000 in consulting fees owing to Mr. Thompson for the three months ended May 31, 2012 into 60,000 Common Shares.

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. Since the Company is currently in the development stage and has generated only minimal revenues to date, it did not pay any cash compensation to its

executive officers during the three most recently completed financial years.

#### 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, 2013, 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 and Kulbir Rehal. 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.

#### 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. This adoption of this charter was approved by the Board in substitution of the Company's former charter on January 26, 2014, primarily because it provides additional clarity and consistency.

### Composition

The Company's current audit committee consists of three directors: Terry Bower, David Eppert and Kulbir Rehal. Of those three, Mr. Eppert is the only non-independent member.

### 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.

### 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 subject year. “**Audit-related fees**” are fees not included in audit fees that are 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. “**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 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 (\$)</b>	<b>Tax Fees (\$)</b>	<b>All Other Fees (\$)</b>
July 31, 2013	13,609	926	-	-
July 31, 2012	10,333	12,381	-	-

#### Exemption

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

### **ADDITIONAL INFORMATION**

Financial information is provided in the audited consolidated financial statements of the Company for the year ended July 31, 2013 and in the related management discussion and analysis and filed on SEDAR at [www.sedar.com](http://www.sedar.com). The audited consolidated financial statements of the Company for the year ended July 31, 2013 will also be placed before the Meeting, as will the unaudited interim consolidated financial statements of the Company for the period ended October 31, 2013.

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 4th day of February, 2014.

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**

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Company's audit committee, or its Board of Directors (the "**Board**") in lieu thereof (the "**Audit Committee**"). The roles and responsibilities described in this Charter must at all times be exercised in compliance with the laws and regulations governing the Company and any subsidiaries.

**Composition**

- (a) *Number of Members.* The Audit Committee must be comprised of a minimum of three (3) directors of the Company, a majority of who are independent as defined by applicable legislation.
- (b) *Chair.* If there is more than one member of the Audit Committee, members will appoint a chair of the Audit Committee (the "**Chair**") to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.
- (c) *Financially Literacy.* All members of the Audit Committee must be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate, such member will have a period of three (3) months to acquire the required level of financial literacy.

**Meetings**

- (a) *Quorum.* The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.
- (b) *Agenda.* The Chair will set the agenda for each meeting, after consulting with management and the Company's external auditor (the "**Auditor**"). Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.
- (c) *Notice to Auditor.* The Auditor will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor's duties.
- (d) *Minutes.* Minutes of Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

**Roles and Responsibilities**

The roles and responsibilities of the Audit Committee include the following:

### External Auditor

The Audit Committee will:

- (a) *Selection of Auditor.* Select, evaluate and recommend the Auditor to the Board for shareholder approval, to examine the Company's accounts, controls and financial statements.
- (b) *Scope of Work.* Evaluate, prior to the annual audit of the Company's financial statements, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.
- (c) *Compensation.* Recommend to the Board the compensation to be paid to the Auditor.
- (d) *Replacement of Auditor.* If necessary, recommend the replacement of the Auditor to the Board.
- (e) *Approve Non-Audit Related Services.* Pre-approve all non-audit services to be provided by the Auditor to the Company.
- (f) *Responsibility for Oversight.* Oversee the work of the Auditor, who must report directly to the Audit Committee.
- (g) *Resolution of Disputes.* Assist with resolving any disputes between management and the Auditor regarding financial reporting.

### Financial Statements and Financial Information

The Audit Committee will:

- (a) *Review Audited Financial Statements.* Review the Company's audited financial statements, discuss those statements with management and with the Auditor, and recommend their approval to the Board.
- (b) *Review Interim Financial Statements.* Review and discuss with management the Company's quarterly financial statements, and if appropriate, recommend their approval by the Board.
- (c) *MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports.* Review management's discussion and analysis, interim and annual press releases, and Audit Committee reports before the Company publicly discloses such information.
- (d) *Auditor Reports and Recommendations.* Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

### Risk Management, Internal Controls and Information Systems

The Audit Committee will:

- (a) *Internal Controls.* Review with management and the Auditor the general policies and procedures used by the Company with respect to internal accounting and financial

controls, and remain informed, through communications with the Auditor, of any weaknesses in internal controls that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.

- (b) *Financial Management.* Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals to oversee such functions.
- (c) *Accounting Policies and Practices.* Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.
- (d) *Litigation.* Review with the Auditor and the Company's legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the Company's financial statements.
- (e) *Other.* Discuss with management and the Auditor correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

### Complaints

The Audit Committee will:

- (a) *Accounting, Auditing and Internal Control Complaints.* Establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.
- (b) *Employee Complaints.* Establish a procedure for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

### **Authority**

- (a) *Auditors.* The Auditor, and any internal auditor hired by the Company, will report directly to the Audit Committee.
- (b) *Independent Advisors.* The Audit Committee may, at the Company's expense and without the approval of management, retain the services of independent legal counsel and any other advisors it deems necessary to carry out its duties and establish and pay the monetary compensation of such advisors.

### **Reporting**

The Audit Committee will report to the Board on:

- (a) the independence of the Auditor;
- (b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;

- (c) the reappointment and termination of the Auditor;
- (d) the adequacy of the Company's internal controls and disclosure controls;
- (e) the Audit Committee's review of the Company's financial statements, both annual and interim;
- (f) the Audit Committee's review of management's discussion and analysis, both annual and interim;
- (g) the Company's compliance with legal and regulatory matters to the extent they affect the its financial statements; and
- (h) all other material matters dealt with by the Audit Committee.