

# CRYPTOLOGIC

**Notice of Meeting**

**and**

**Information Circular**

**in respect of the**

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
OF CRYPTOLOGIC CORP.**

**to be held on March 13, 2020**

**February 10, 2020**

*These materials are important and require your immediate attention. They require you to make important decisions. If you are in doubt as to what decision to make, please contact your financial, legal, tax and other professional advisors.*

*The directors of the Corporation unanimously recommend that Shareholders vote in favour of the resolutions set out in the Information Circular.*



# CRYPTOLOGIC

## CRYPTOLOGIC CORP. NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MARCH 13, 2020

### TO THE SHAREHOLDERS OF CRYPTOLOGIC CORP.

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of the holders (collectively, unless the context requires otherwise, “**Shareholders**”) of common shares (“**Common Shares**”) in the capital of Cryptologic Corp. (“**Cryptologic**” or the “**Corporation**”), will be held at Cryptologic’s offices at 5 Hazelton Avenue, Suite 300, Toronto Ontario, M5R 2E1 at 1:30 p.m. (Toronto time) on March 13, 2020 for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended December 31, 2018 and the report of the auditors thereon and the unaudited interim financial statements of the Corporation for the three and six months ended June 30, 2019;
2. to appoint Dale Matheson Carr-Hilton Labonte LLP as auditors of the Corporation for the ensuing year and authorize the board of directors to fix their remuneration;
3. to elect the directors of the Corporation for the ensuing year;
4. to consider and, if deemed advisable, to pass, with or without variation, a special resolution of the Corporation (the “**Asset Sale Resolution**”) approving and authorizing the sale of all or substantially all of the Corporation’s assets (the “**Asset Sale**”) pursuant to Section 184(4) of the *Business Corporations Act* (Ontario) (the “**OBCA**”), the terms of such Asset Sale to be finalized by management and approved by the board of directors of the Corporation. If completed, the Corporation shall become a shell corporation with no assets other than the proceeds from the Asset Sale;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the Corporation confirming the amendment of the by-laws of the Corporation with respect to the timing of the Corporation’s annual meeting of the shareholders; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

Shareholders should refer to the information circular (the “**Information Circular**”) accompanying this Notice of Annual and Special Meetings of Shareholders for more detailed information with respect to the matters to be considered at the Meeting.

**If you are a registered Shareholder** and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to AST Trust Company (Canada), the registrar and transfer agent of the Corporation, Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, Canada, M1S 0A1, or by facsimile, at 866-781-3111 (North America) or 416-368-2502 (outside of North America), by no later than 5:00 p.m. (Toronto time) on March 11, 2020 or two business days preceding the date of any adjournment or postponement.

**If you are not a registered Shareholder** and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.

The directors of the Corporation have fixed February 10, 2020 as the record date (the “**Record Date**”) for the Meeting. Shareholders of record at the close of business on the Record Date are entitled to notice of the Meeting and to vote thereat or at any adjournment(s) or postponement(s) thereof on the basis of one vote for each Common Share held except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to the Record Date; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than 10 days before the Meeting, that his or her name be included on the list of persons entitled to vote at the Meeting, in which case, the transferee shall be entitled to vote such Common Shares at the Meeting. The transfer books will not be closed.

Registered Shareholders who validly dissent in respect of the Asset Sale Resolution will be entitled to be paid the fair value of their Common Shares in accordance with Section 185 of the OBCA. The dissent rights are described in the Information Circular. Failure to strictly comply with the requirements set forth in section 185 of the OBCA may result in the loss of any dissent right.

**BY ORDER OF THE BOARD OF DIRECTORS**

(Signed) “*John Kennedy FitzGerald*”

John Kennedy FitzGerald

Director and President and Chief Executive Officer

February 10, 2020

## INFORMATION CIRCULAR

### FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MARCH 13, 2020

#### PURPOSE OF SOLICITATION

**This information circular (“Information Circular”) and accompanying form of proxy are furnished in connection with the solicitation of proxies by the management of Cryptologic Corp. (“Cryptologic” or the “Corporation”) for use at the annual general and special meeting (the “Meeting”) of the holders (the “Shareholders”) of common shares (“Common Shares”) in the capital of Cryptologic.**

The Meeting will be held at Cryptologic’s offices at 5 Hazelton Avenue, Suite 300, Toronto Ontario, M5R 2E1, at 1:30 p.m. (Toronto time) on March 13, 2020 and at any adjournment(s) or postponement(s) thereof, for the purposes set forth in the accompanying notice of annual and special meeting of Shareholders (the “**Notice of Meeting**”). Information contained herein is given as of February 10, 2020 unless otherwise specifically stated.

#### GENERAL INFORMATION

##### **Cautionary Notice Regarding Forward-Looking Statements and Information**

This Information Circular, and the documents incorporated by reference herein, may contain “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian securities legislation. All information contained herein that is not historical in nature may constitute forward-looking information. Often, but not always, forward-looking statements can be identified by the use of words such as “expects”, “estimates”, “could”, “will”, or variations of such words and phrases. Forward-looking statements herein include, but are not limited to:

- statements regarding the sale of all or substantially all of the Corporation’s assets;
- the closing of the Asset Sale (as defined herein);
- the form of transaction of the sale of the Crypto 205 Assets (as defined herein);
- the ability of the Corporation to sell the 828 Assets (as defined herein);
- the anticipated structure and timing of the Asset Sale;
- the satisfaction of closing conditions, including obtaining the requisite regulatory and Shareholder Approval (as defined herein);
- the effects of the Asset Sale on the Corporation;
- use of proceeds from the Asset Sale;

- any statements with respect to the acquisition of the business or assets of Wayland (as defined below) or an alternative transaction as recommended by management of the Corporation and approved by the board of directors of the Corporation (the “**Board**”); and
- value and opportunities for the Corporation’s Shareholders and employees,

and are based on management’s current expectations and assumptions that, while considered reasonable by management, are inherently subject to business, market and economic risks, uncertainties, and contingencies which may cause the actual results, performance, or achievements of the Corporation to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements.

These forward-looking statements are based on management’s current expectations and beliefs but given the uncertainties, assumptions and risks, readers are cautioned not to place undue reliance on such forward-looking statements or information. The Corporation disclaims any obligation to update, or to publicly announce, any such statements, events or developments except as required by law. Risk factors include, among others:

- there can be no certainty that the Asset Sale will be completed on the timing described herein or at all;
- there can be no certainty that Shareholder Approval will be obtained;
- there can be no certainty that any transaction with Wayland, or an alternative transaction as recommended by management of the Corporation and approved by the Board will proceed; and
- the Corporation may no longer meet the listing requirements of the Canadian Securities Exchange (“**CSE**”).

Except as otherwise indicated, forward-looking statements do not reflect the potential impact of any non-recurring or other unusual items or of any dispositions, mergers, acquisitions, other business combinations or other transactions that may be announced or that may occur after the date hereof. The financial impact of these transactions and nonrecurring and other unusual items can be complex and depend on the facts particular to each of them. We, therefore, cannot describe the expected impact in a meaningful way or in the same way the Corporation presents known risks affecting its business.

For additional information on these risks and uncertainties, see the Corporation’s most recently filed Annual Information Form (“**AIF**”) and Annual MD&A (“**MD&A**”) for the year ended December 31, 2018, which are available on the Corporation’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). The risk factors identified in the AIF and MD&A are not intended to represent a complete list of factors that could affect the Corporation. Accordingly, readers should not place undue reliance on forward-looking statements. The Corporation does not assume any obligation to update the forward-looking information contained in this Information Circular, unless required by law.

## **SOLICITATION OF PROXIES**

This Information Circular is furnished in connection with the solicitation of proxies by the management of the Corporation for use at the Meeting to be held at Cryptologic’s offices at 5 Hazelton Avenue, Suite 300,

Toronto Ontario, M5R 2E1, at 1:30 p.m. (Toronto time) on March 13, 2020 and at any adjournment(s) or postponement(s) thereof, for the purposes set forth in the accompanying Notice of Meeting. The solicitation of proxies will be primarily by mail but may also be by telephone, facsimile, email or in person by directors, officers and employees of Cryptologic who will not be additionally compensated therefor. Brokers, nominees or other persons holding Common Shares in their names for others shall be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such Common Shares. The costs of soliciting proxies will be borne by Cryptologic.

Cryptologic will send proxy related materials directly to non-objecting Beneficial Shareholders (as defined herein) and such materials will be delivered to non-objecting Beneficial Shareholders through their intermediaries.

### **APPOINTMENT AND REVOCATION OF PROXIES**

Enclosed herewith is a form of proxy for use at the Meeting. The persons named in the form of proxy are directors and/or officers of Cryptologic. **A Shareholder submitting a proxy has the right to appoint a nominee (who need not be a Shareholder) to represent such Shareholder at the Meeting other than the persons designated in the enclosed form of proxy by inserting the name of the chosen nominee in the space provided for that purpose on the form of proxy and by striking out the printed names.**

A form of proxy will not be valid for the Meeting or any adjournment(s) or postponement(s) thereof unless it is signed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, it must be executed by a duly authorized officer or attorney thereof. The proxy, to be acted upon, must be deposited with AST Trust Company (Canada), the registrar and transfer agent of the Corporation, Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, Canada, M1S 0A1, or by facsimile, at 866-781-3111 (North America) or 416-368-2502 (outside of North America), by no later than 5:00 p.m. (Toronto time) on March 11, 2020 or two business days preceding the date of any adjournment or postponement.

A Shareholder who has given a proxy may revoke it prior to its use, in any manner permitted by law, including by an instrument in writing executed by the Shareholder or by his or her attorney authorized in writing or, if the Shareholder is a corporation, executed by a duly authorized officer or attorney thereof and deposited at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting or any adjournment or postponement thereof, at which the proxy is to be used or with the chairman of the applicable Meeting on the day of the applicable Meeting or any adjournment or postponement thereof.

### **ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES**

**The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name.** Shareholders who do not hold their Common Shares in their own name ("**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of Cryptologic as the registered Shareholders ("**Registered Shareholders**") can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of Cryptologic. Such Common Shares will more likely be registered under the names of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Depository and Clearing Services Inc., which acts as nominee for many

Canadian brokerage firms). Common Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to Registered Shareholders; however, its purpose is limited to instructing the Registered Shareholder how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails a scannable voting instruction form in lieu of the form of proxy. The Beneficial Shareholder is requested to complete and return the voting instruction form to Broadridge by mail or facsimile. Alternatively, the Beneficial Shareholder can call a toll-free telephone number or visit Broadridge's dedicated voting website at [www.proxyvote.com](http://www.proxyvote.com) to vote the Common Shares held by the Beneficial Shareholder. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting as the voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting the Common Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend the Meeting as proxyholder for a Registered Shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for a Registered Shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

#### **VOTING BY INTERNET FOR REGISTERED HOLDERS OF COMMON SHARES**

Registered Shareholders may use the website at [www.astvotemyproxy.com](http://www.astvotemyproxy.com) to transmit their voting instructions. Registered Shareholders should have the form of proxy in hand when they access the website. Registered Shareholders will be prompted to enter their control number, which is located on the form of proxy. If Registered Shareholders vote by internet, their vote must be received not later than 5:00 p.m. (Toronto time) on March 11, 2020 or two business days preceding the date of any adjournment or postponement of the Meeting. **The website may be used to appoint a proxy holder to attend and vote on a Registered Shareholder's behalf at the Meeting and to convey a Registered Shareholder's voting instructions. Please note that if a Registered Shareholder appoints a proxy holder and submits their voting instructions and subsequently wishes to change their appointment, the Registered Shareholder may resubmit their proxy and/or voting direction, prior to the deadline noted above. When resubmitting a proxy, the most recently submitted proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that the last proxy is submitted by the deadline noted above.**



## VOTING OF PROXIES

All Common Shares represented at the Meeting by properly executed proxies will be voted on any matter that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the accompanying form of proxy, the Common Shares represented by the proxy will be voted in accordance with such instructions. **In the absence of any such instruction, the persons whose names appear on the printed form of proxy will vote in favour of all the matters set out thereon. The enclosed form of proxy confers discretionary authority upon the persons named therein. If any other business or amendments or variations to matters identified in the Notice of Meeting properly comes before the Meeting, then discretionary authority is conferred upon the person appointed in the proxy to vote in the manner they see fit, in accordance with their best judgment.**

At the time of the printing of this Information Circular, the management of Cryptologic knew of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

## VOTING COMMON SHARES AND PRINCIPAL HOLDERS THEREOF

The Board has fixed February 10, 2020 as the record date (the “**Record Date**”) for the Meeting. Shareholders at the close of business on the Record Date are entitled to receive notice of the Meeting and to vote thereat or at any adjournment(s) or postponements(s) thereof on the basis of one vote for each Common Share held, except to the extent that: (i) a Registered Shareholder has transferred the ownership of any Common Shares subsequent to the Record Date; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than 10 days before the applicable Meeting, that his or her name be included on the list of persons entitled to vote at the Meeting, in which case, the transferee shall be entitled to vote such Common Shares at such Meeting.

As of the Record Date, 12,719,162 Common Shares were issued and outstanding. As of the date hereof, to the knowledge of the directors and executive officers of Cryptologic, there are no persons or companies who beneficially own, directly or indirectly, or control or direct Common Shares carrying 10% or more of the voting rights attached to all of the Common Shares, other than 828 L.P., which has beneficial ownership or control or direction over 2,500,000 Common Shares and F.I.T. Ventures L.P., an affiliate of 828 L.P., which has beneficial ownership or control or direction over 2,071,892 Common Shares which collectively represent 35.9% of the Common Shares.

## ANNUAL MEETING MATTERS

### 1. Receipt of the Financial Statements and Auditors’ Report

The audited financial statements of the Corporation for the year ended December 31, 2018 and the report of the auditors thereon, as well as the interim financial statements of the Corporation for the three and six months ended June 30, 2019, will be placed before the Shareholders at the Meeting.

Under National Instrument 51-102 - *Continuous Disclosure Obligations* (“**NI 51-102**”), a person or corporation who in the future wishes to receive financial statements from the Corporation must deliver a written request for such material to the Corporation, together with a signed statement that the person or corporation is the owner of securities (other than debt instruments) of the Corporation. Shareholders who wish to receive financial statements are encouraged to send the enclosed return card, together with the

completed form of proxy to AST Trust Company (Canada), Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, Canada, M1S 0A1.

Copies of the Corporation's annual and interim financial statements are also available on SEDAR at [www.sedar.com](http://www.sedar.com).

## 2. Appointment of Auditors

Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants ("DMCL") is an independent registered certified audit firm. DMCL was first appointed the Corporation's auditor on January 14, 2019. At the Meeting, Shareholders will be asked to pass a resolution appointing DMCL as auditors of the Corporation, to hold office until the next annual meeting of Shareholders and to authorize the Board to fix the remuneration to be paid thereto. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast of Common Shares at the Meeting.

**Unless authority to vote on the appointment of the auditors and authorizing the Board to fix their remuneration is withheld, it is the intention of the persons named in the accompanying instrument of proxy to vote FOR the appointment of the auditors and authorizing the Board to fix their remuneration.**

## 3. Election of Directors

The affairs of the Corporation are managed by the directors of the Corporation who are elected annually for a one-year term at each annual general meeting of the Shareholders and hold office until the next annual general meeting, or until their successors are duly elected or appointed or until a director vacates his or her office or is replaced in accordance with the by-laws of the Corporation.

The Shareholders are entitled to elect the directors. The persons named below have been nominated for election and have consented to such nomination.

**Unless authority to vote on the election of directors is withheld, it is the intention of the persons named in the accompanying instrument of proxy to vote for the election of the following nominees as directors of the Corporation. If, prior to the Meeting, any vacancies occur in the proposed nominees herein submitted, the persons named in the enclosed form of proxy intend to vote for the election of any substitute nominee or nominees recommended by management of the Corporation and for the remaining proposed nominees.**

The table below lists the names, occupations, residences and number of securities of Cryptologic held by each of the proposed nominees for election as directors:

<b>John Kennedy FitzGerald<sup>(1)</sup></b> Toronto, Ontario, Canada Director since: March 29, 2018 Age: 51 Director and President and Chief Executive Officer	<b>Mr. FitzGerald</b> is the CEO and President of Cryptologic. Mr. FitzGerald studied economics at the University of Toronto and earned a Bachelor of Laws degree (LLB) from the University of Western Ontario in 1999. In early 2000, Mr. FitzGerald practiced corporate and securities law at a prominent Toronto law firm and later joined CryptoLogic Inc. (not related to the Corporation) as General Counsel.  CryptoLogic Inc. was a licensor of on-line gaming software, product offerings, included support services and payment processing in the on-line gaming sector. After leaving CryptoLogic Inc., Mr. FitzGerald began consulting in the online gaming industry and went on to co-found Ethoca in 2005, which became a leading,
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	<p>global provider of collaboration-based fraud prevention technology to assist payment card companies, ecommerce merchants and other online businesses.</p> <p>In 2010, Mr. FitzGerald co-founded Virgin Gaming (formerly World Gaming), offering a social gaming community for competitive console gamers to meet, challenge and play against each other in head-to-head and tournament challenges. Then, in 2012, Mr. FitzGerald founded The Intertain Group Inc. (now Jackpotjoy plc), which became the largest bingo-led online gaming company in the world. Mr. FitzGerald held the title of Chief Executive Officer from inception to 2016 and played an integral role in taking the company public on the Toronto Stock Exchange in 2014 and successfully growing the business of Intertain through various strategic acquisitions.</p>
	<b>Common Shares Beneficially Owned, Controlled or Directed<sup>(2)</sup></b>
	1,035,458 <sup>(3)</sup>

<p><b>Dale Johnson</b><sup>(1)(4)(5)(6)</sup>  Invermere, British Columbia, Canada  Director since: September 11, 2014  Age: 74  Independent  Chairman of the Board</p>	<p><b>Mr. Johnson</b> has over 40 years of experience in corporate governance, leadership, operations management, business development, project management and turnarounds for private and public companies. He was a founding member and a Principal of Tri Ocean Engineering Ltd., an oilfield engineering firm, from 1976 to 1987. He was a co-founder and CEO of Alpeco Limited, a specialized oilfield equipment packager, from 1988 to 1993, which was acquired by Taro Industries Ltd., where he continued as Senior Vice-President - Operations until 1997.</p> <p>Following several years of management consulting, primarily to corporate boards, he was President - Asia Pacific of Neovia Financial Plc (now part of PaySafe plc) from 2004 through 2007, establishing the company's services in online payments in the Asia region. Mr. Johnson served as Chairman of Optimal Payments (now part of PaySafe plc) from 2007 through 2013 and has served as a director on the boards of several public companies.</p> <p>Mr. Johnson has Bachelor and Master degrees in Applied Science from the University of British Columbia, and a Management Diploma from the University of Calgary.</p>
	<b>Common Shares Beneficially Owned, Controlled or Directed<sup>(2)</sup></b>
	2,000 <sup>(7)</sup>

<p><b>Thomas Burton English</b><sup>(1)(4)</sup>  Toronto, Ontario, Canada  Director since: April 26, 2016  Age: 47  Independent</p>	<p><b>Mr. English</b> has extensive experience in the public capital markets and is currently President and Chief Executive Officer at AC Group. He is currently a director of Trenchat Capital Corp. and served as head of trading and co-head of institutional equity sales at Salman Partners from 2001 to 2016. Previous to that, Mr. English spent five years with CIBC World Markets Inc.</p> <p>Mr. English holds a BA in economics and political science from the University of Western Ontario.</p>
	<b>Common Shares Beneficially Owned, Controlled or Directed<sup>(2)</sup></b>
	339,668

**Notes:**

- (1) Member of the Audit Committee.
- (2) Includes all Common Shares held by the spouse or children living in the same residence of such individual, corporations controlled by them or family trusts of such individual.
- (3) Mr. FitzGerald also has beneficial ownership, or control or director over \$1,450,000 principal amount of Convertible Debentures, 1,450,000 Warrants, and 216,666 Options.
- (4) Member of the Corporate Governance Committee.
- (5) Chair of the Audit Committee.
- (6) Chair of the Corporate Governance Committee.
- (7) Mr. Johnson also has beneficial ownership, or control or director over \$100,000 principal amount of Convertible Debentures.

***Corporate Cease Trade Orders or Bankruptcies***

To the knowledge of management, no director of Cryptologic:

- (a) is, as at the date hereof, or has been, within 10 years before the date hereof, a director or chief executive officer or chief financial officer of any corporation (including Cryptologic) that,
  - (i) 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
  - (ii) 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, or
- (b) is, as the date hereof, or has been within 10 years from the date hereof, a director or executive officer of any company (including Cryptologic) that, while that person was acting in such capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

***Personal Bankruptcies***

To the knowledge of management of Cryptologic, no director of Cryptologic has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

***Penalties or Sanctions***

To the knowledge of management of Cryptologic, no director of Cryptologic has: (i) been subject to 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, other than penalties for late filing of insider reports; or (ii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for a proposed director.

## SPECIAL MEETING MATTERS

### 1. Sale of All or Substantially All of the Assets

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to pass, with or without variation, a special resolution of the Corporation (the “**Asset Sale Resolution**”) to approve a divestiture of substantially all of the assets of the Corporation that, if completed, for corporate law purposes will constitute the sale of all or substantially all of the assets (the “**Cryptocurrency Assets**”) of the Corporation (the “**Asset Sale**”). Such Cryptocurrency Assets include all of the assets of Crypto 205 Inc. (the “**Crypto 205 Assets**”) and all of the assets of 9376-9974 Quebec Inc., (the “**828 Assets**”), as well as some miscellaneous business assets that support the businesses to be sold, in accordance with the *Business Corporations Act* (Ontario) (the “**OBCA**”).

As of the date of this Information Circular, the Corporation has entered into a non-binding letter of intent with a third party purchaser (the “**Crypto 205 Purchaser**”) for the sale of the Crypto 205 Assets, as further described in the “*Crypto 205 Assets*” section, below. The Corporation has not yet entered into any contractual arrangements for the sale of the 828 Assets.

The Asset Sale Resolution is to approve the Asset Sale on terms to be finalized by management and approved by the Board. If completed, the Corporation shall become a shell corporation with no assets other than the proceeds from the Asset Sale, and shall pursue a transaction, which may be the acquisition of the business or assets of Wayland Group Corp. (“**Wayland**”) or an alternative transaction as recommended by management of the Corporation and approved by the Board. If the Asset Sale Resolution is passed, the Corporation will not seek any further approvals from the Shareholders for the completion of the Asset Sale. Completion of an acquisition or alternative transaction subsequent to the Asset Sale shall require the approval of the Shareholders at a further special meeting at a time and place to be determined by the Board, subject to applicable corporate and securities laws and the policies of the CSE or any other exchange on which the Common Shares are listed.

**The Board unanimously determined that the Asset Sale is in the best interest of the Corporation and recommends that Shareholders vote in favour of the Asset Sale Resolution.**

The Asset Sale Resolution must be approved by an affirmative vote of at least two-thirds (66⅔%) of the votes cast by Shareholders at the Meeting in person or by proxy.

### **Background to the Asset Sale**

The Board and management of the Corporation have undertaken an extensive review of the Corporation’s current business and operations as a cryptocurrency mining company. In its review, management and the Board have noted several challenges surrounding cryptocurrency miners. The next generation of cryptocurrency mining equipment is now commercially available, including the Antminer S17, which has a hashrate that is more than double that of the Antminer S9 cryptocurrency miners owned by the Corporation. In the opinion of management and the Board, the significant increase in the Bitcoin network hashrate combined with the increased efficiency of the next generation of mining machines, along with the projected halving of the Bitcoin block reward expected in the spring of 2020, will result in the obsolescence of the Antminer S9 cryptocurrency machines owned by the Corporation. In order to achieve profitable mining operations in the short term, the Corporation would be required to make a significant capital investment in the new generation of cryptocurrency mining machines. However, there still exists significant uncertainty, including the future price of Bitcoin and the network hashrate, as well as the ability

of the Corporation to secure additional financing in the capital markets. This uncertainty has been experienced by several Canadian cryptocurrency mining companies. While the Board believes there is potential for operations of the Corporation to improve over time based on a significant capital investment in new cryptocurrency mining machines, it does not foresee any immediate progression and believes this is an optimal time to divest the Cryptocurrency Assets. For this and several other business and capital market reasons, the Board has determined that it would be in the best interest of the Corporation and its Shareholders to divest itself of its current business.

### **Crypto 205 Assets**

As of the date of this Information Circular, the Corporation has entered into a non-binding letter of intent (the “**Crypto 205 LOI**”) with the Crypto 205 Purchaser for the sale of the Crypto 205 Assets (with certain exclusions) for net sale proceeds to the Corporation of US\$950,000, which is conditional upon, among other things:

- (a) the Corporation and the Crypto 205 Purchaser entering into a definitive agreement, including all ancillary agreements attached thereto (the “**Crypto 205 Definitive Agreement**”) with respect to the purchase of the Crypto 205 Assets;
- (b) the Corporation and the Crypto 205 Purchaser obtaining all applicable consents and approvals, including any applicable shareholder or director resolutions and any third-party approvals necessary to give full effect to the terms of the Crypto 205 Definitive Agreement and the proposed transaction;
- (c) the Crypto 205 Purchaser having conducted a due diligence review, being satisfied with the Crypto 205 Assets in all respects, including, without limitation, the functionality, quality and performance of the Crypto 205 Assets; and
- (d) the Crypto 205 Purchaser having negotiated an amended lease with the landlord at the facility where the Crypto 205 Assets are located at a base rental rate of not more than C\$15.00 per square foot per annum;

### **828 Assets**

As of the date of this Information Circular, the Corporation has not entered into any contractual arrangements for the sale of the 828 Assets.

### **Effect of the Asset Sale on the Corporation**

After giving effect to the Asset Sale the Corporation will have no operating assets and will have limited capital resources, other than the cash on hand from the proceeds of the Asset Sale, and will not be engaged in an active business but will be proceeding with a plan to complete the acquisition of the business or assets of Wayland or an alternative transaction as recommended by management of the Corporation and approved by the Board.

## **Stock Exchange Approval**

The Common Shares are currently listed and traded on the CSE and are expected to continue to be listed on the CSE following completion of the Asset Sale. In order to maintain its listing on the CSE, the Corporation will be required to meet the continued listing standards of the CSE.

If the CSE determines that as a result of the Asset Sale, the Corporation no longer meets the continued listing standards of the CSE, the CSE may, at its discretion, suspend and delist the Common Shares.

## **No Formal Valuation**

The Board has determined that it is not appropriate in the circumstances to engage a financial advisor to prepare a formal valuation of the operating assets of the Corporation in relation to the Asset Sale. The Board made this determination for the following reasons, among others:

- a formal valuation would not provide any meaningful information on which the holders of Common Shares could act as the Corporation has determined that it has no commercially reasonable alternative to the Asset Sale; and
- the cost of a formal valuation would be high relative to the cash resources of the Corporation and the Board believes that it is in the interests of the Shareholders that this cost not be incurred.

## *Prior Valuations*

There have been no prior valuations of the operating assets of the Corporation within the past two years.

## **Interest of Certain Persons or Companies in the Asset Sale**

To the knowledge of the Corporation, none of the directors or executive officers of the Corporation or any associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, in any proposed transaction constituting part of the Asset Sale.

## **Recommendation of the Board**

The Board has been involved in assessing the various proposals and considering the impact of the Asset Sale on all stakeholders. As part of these considerations, the Board received and reviewed analysis presented by Corporation's management. After careful consideration, the Board unanimously determined that the Asset Sale is in the best interest of the Corporation and recommends that Shareholders vote in favour of the Asset Sale Resolution.

**The Board unanimously recommends that Shareholders vote FOR the Asset Sale Resolution. Unless otherwise directed, it is the intention of the persons named in the accompanying instrument of proxy to vote FOR the Asset Sale Resolution.** The Asset Sale Resolution must be approved by an affirmative vote of at least two-thirds (66⅔%) of the votes cast by the holders of Common Shares who vote in person or by proxy at the Meeting in person or by proxy.

## Reasons for the Recommendation

In reaching its conclusion that the Asset Sale is in the best interest of the Corporation, and in making its recommendation to the Shareholders, the Board considered and relied upon a number of factors, including:

- A significant capital investment would be required in order for the Corporation to continue its cryptocurrency mining operations. There is no guarantee that the Corporation could obtain financing on commercially reasonable terms, and there is significant uncertainty in the future of cryptocurrency mining based on Bitcoin price, network difficulty and the halving of the Bitcoin blockchain block reward, expected in mid-2020.
- The Board was convinced that it was in the best interests of the Corporation for the management of the Corporation to focus its efforts on completion of the acquisition of the business or assets of Wayland or an alternative transaction as recommended by management of the Corporation and approved by the Board.
- The proposed Asset Sale will allow the Corporation to enter into a new line of business and provide Shareholders with the opportunity to better maximize the value of their investment.
- The Asset Sale Resolution must be approved by the affirmative vote thereon at the Meeting by at least two-thirds (66 $\frac{2}{3}$ %) of aggregate of the Common Shares held by Shareholders, present in person or represented by proxy at the Meeting and entitled to vote.
- Shareholders that do not approve the Asset Sale Resolution may exercise their Dissent Rights and be paid the fair value of their Common Shares.

In reaching its decision to recommend the approval of the proposed transactions, the Board did not reach its conclusion concerning the proposed Asset Sale by individually assigning relative or specific weights to any one or a group of factors.

All members of the Board entitled to vote at the Meeting intend to vote their Common Shares in favour of the Asset Sale Resolution.

## Shareholder Approval

The Asset Sale, if completed, will constitute the sale of all or substantially all of the Corporation's assets and requires the approval of Shareholders by way of a special resolution pursuant to Section 184(4) of the OBCA. In order to become effective, the Asset Sale Resolution must be approved by an affirmative vote of at least two-thirds (66 $\frac{2}{3}$ %) of the votes cast by the Shareholders present in person or represented by proxy at the Meeting and entitled to vote (the "**Shareholder Approval**").

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to pass, with or without variation, the Asset Sale Resolution authorizing the Asset Sale, the full text of which is set forth below:

**"BE IT RESOLVED** as a special resolution of Cryptologic Corp. (the "**Corporation**") that:

1. the sale of all or substantially all of the Corporation's assets pursuant to Section 184(4) of the *Business Corporations Act* (Ontario) (the "**Asset Sale**"), on terms to be finalized by



management of the Corporation and approved by the board of directors of the Corporation (the “**Board**”), be and is hereby authorized and approved;

2. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the Board, may, without further notice to or ratification of the shareholders, in its sole discretion, approve or amend any terms of any agreement pertaining to the Asset Sale or revoke this resolution at any time prior to completing the Asset Sale; and
3. any one or more directors or officers be and are hereby authorized to take all necessary steps and proceedings, and to execute and deliver and file any and all applications, declarations, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to the provisions of this resolution.”

**Unless otherwise directed, it is the intention of the persons in the form of proxy accompanying the Information Circular, if not expressly directed to the contrary in such form of proxy, to vote such form of proxy FOR the Asset Sale Resolution.**

### **Rights of Dissenting Shareholders**

Registered Shareholders will be entitled to exercise their right to dissent (“**Dissent Rights**”) with respect to the Asset Sale Resolution in accordance with Section 185 of the OBCA. Shareholders who validly exercise their Dissent Rights and do not withdraw their dissent with respect to the Asset Sale Resolution (“**Dissenting Shareholders**”) will be entitled to receive the “fair value” of their Common Shares determined in accordance with Section 185 of the OBCA as at the day before the Asset Sale Resolution is adopted by Shareholders.

The following summary of the Dissent Rights is not a comprehensive description of the procedures to be followed in connection with the exercise of these Dissent Rights. The summary is qualified in its entirety by reference to the full text of Section 185 of the OBCA, which is set out in Schedule “B” to this Information Circular.

Registered Shareholders who intend to exercise their Dissent Rights should seek legal advice and carefully consider and comply strictly with the provisions of the Dissent Rights. **Failure to adhere strictly to the requirements of Section 185 of the OBCA may result in the loss of Dissent Rights in respect of the Asset Sale Resolution.** Dissenting Shareholders must send a written notice of dissent to the Corporation not later than 5:00 p.m. (Toronto time) on the business day that is two days immediately preceding the day of the Meeting (or any postponement or adjournment thereof) at 5 Hazelton Avenue Suite 300, Toronto, Ontario M5R 2E1, Attn: Jordan Greenberg, Chief Financial Officer. Persons who are beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that **ONLY A REGISTERED SHAREHOLDER IS ENTITLED TO DISSENT**. A Shareholder who beneficially owns Common Shares but is not the registered holder thereof, should contact the registered holder to have them take the necessary steps to exercise dissent on your behalf.

Under the OBCA there is no right of partial dissent. Dissenting Shareholders should be aware that simply voting against the Asset Sale Resolution at the Meeting or on the form of proxy does not constitute the exercise of their Dissent Rights and a Shareholder who votes in favour of the Asset Sale Resolution will not be considered a Dissenting Shareholder.

Within ten days after the Asset Sale Resolution is adopted by the Shareholders, the Corporation must so notify each Dissenting Shareholder who has not withdrawn their objection and who has not voted in favour of the Asset Sale Resolution. The Dissenting Shareholder has twenty days after receipt of such notice (or, if such person does not receive such notice, within twenty days after learning of the adoption of the special resolution), to send to the Corporation a written notice containing that person's name and address, the number of Common Shares in respect of which that person dissents and a demand for payment of the fair value of such Common Shares. Within thirty days after sending such written notice, the Dissenting Shareholder must also send to the Corporation the share certificate or certificates representing all of the Dissenting Shareholder's Common Shares. Upon the sending of the notice to the Corporation containing the demand for payment, the Dissenting Shareholder is deemed to have sold the Common Shares to the Corporation and the Corporation is deemed to have purchased such Common Shares. Accordingly, after the sending of such notice, the Dissenting Shareholder ceases to have any further rights as a Shareholder except the right to be paid the fair value for the Dissenting Shareholder's Common Shares, unless (i) the Shareholder withdraws the notice before the Corporation makes the offer to pay for the Common Shares, (ii) the Corporation fails to make the offer to pay for the Common Shares and the Dissenting Shareholder withdraws the notice or (iii) the directors of the Corporation revoke the Asset Sale Resolution, in which case the Dissenting Shareholder will be reinstated as a Shareholder as of the date the notice was sent.

If the Asset Sale becomes effective, the Corporation is required to determine the fair value of the Common Shares and to make a written offer to pay such amount to the Dissenting Shareholder. If such offer is not made or not accepted within fifty days of the completion of the Asset Sale (or such further period as the Ontario Superior Court of Justice (the "Court") may allow), the Corporation may apply to the Court to fix the fair value of the Common Shares of any Dissenting Shareholder. If the Corporation fails to apply to the Court, a Dissenting Shareholder may apply to the Court for the same purpose within a further period of twenty days (or such further period as the Court may allow). There is no obligation on the Corporation to apply to the Court. If any application is made, the Dissenting Shareholder will be entitled to be paid the amount fixed by the Court.

**The foregoing is only a summary of the provisions of Section 185 of the OBCA, which are technical and complex. This summary does not purport to provide a comprehensive statement of the procedures to be followed by a Dissenting Shareholder who seeks to exercise Dissent Rights. It is suggested that any Shareholder wishing to exercise Dissent Rights seek legal advice as failure to comply strictly with the provisions of the OBCA may prejudice such Shareholder's Dissent Rights. A complete copy of Section 185 of the OBCA is attached hereto as Schedule "B".**

### **Risk Factors**

Shareholders should carefully consider the following risk factors relating to the Asset Sale. The following risk factors are not a definitive list of all risk factors associated with the Asset Sale. Additional risks and uncertainties, including those currently unknown or considered immaterial by the Corporation, may also adversely affect the Common Shares. For a discussion of such additional risks, see the section titled "Risk Factors" in the Corporation's most recent AIF, a copy of which is available on the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com). The risk factors enumerated below should be considered in conjunction with the other information included in this Information Circular.

*The Asset Sale may not proceed.*

As of the date of this Information Circular, the Corporation has entered into the Crypto 205 LOI with respect to the Crypto 205 Assets and the Corporation has not entered into any contractual arrangements for the sale

of the 828 Assets. Accordingly, there is no certainty, nor can the Corporation provide any assurance, that either the sale of the Crypto 205 Assets or the 828 Assets will be completed.

*There can be no certainty that Shareholder Approval will be obtained.*

If the Asset Sale Resolution is not approved by at least two-thirds (66⅔%) of Shareholders at the Meeting, voting in person or by proxy, the Asset Sale will not be completed. There can be no certainty, nor can the Corporation provide any assurance, that the requisite Shareholder Approval of the Asset Sale Resolution will be obtained. There is no assurance that there will not be Dissenting Shareholders.

*The Corporation may no longer meet the listing requirements of the CSE.*

If the Corporation proceeds with the Asset Sale, the Corporation will have sold substantially all of its assets. While the Corporation plans to use the net proceeds from the Asset Sale either for investment in Wayland's Canadian business subject to completion of a transaction with Wayland or an alternative transaction, there is a risk that the Corporation will not be able to meet the minimum listing requirements of the CSE and may be required to commence a delisting review. It would be up to the Corporation to seek a listing on an alternative exchange if it does not meet the minimum listing requirements of the CSE. The Corporation may consider a voluntary delisting from the CSE and an application for a listing on an alternative exchange in an effort to ensure continued and seamless trading liquidity for the Shareholders and provide flexibility to the Corporation.

## **2. Amendment of By-Law No. 1 of the Corporation**

In accordance with Section 116(1) of the OBCA, the Board unanimously approved the amendment (the "**By-Law Amendment**") of Section 9.01 of the Corporation's By-Law No. 1 (the "**By-Law**") as follows:

### **"9.01 Annual Meetings**

The annual meeting of shareholders shall be held at such time in each year as the board, the Chairman of the Board (if any) or the President may from time to time determine, in any event no later than ~~the earlier of (i) six months after the end of each of the Corporation's financial years, and (ii) fifteen months after the Corporation's last annual meeting of shareholders,~~ for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing an auditor and for the transaction of such other business as may properly be brought before the meeting."

The purpose of the By-Law Amendment is to bring the By-Law in line with the requirements under Section 94(1)(a) of the OBCA.

Section 116(2) of the OBCA requires that, where the directors amend a by-law under Section 116(1), they shall submit the amendment to the shareholders at the next meeting of shareholders, and the shareholders may confirm, reject or amend the amendment.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to pass, with or without variation, the resolution authorizing the By-Law Amendment (the "**By-Law Amendment Resolution**") the full text of which is set forth below:

**“BE IT RESOLVED** as an ordinary resolution of Cryptologic Corp. (the **“Corporation”**) that:

1. The amendment to Section 9.01 of By-Law No. 1 of the Corporation (the **“By-Law”**), as approved by the board of directors of the Corporation and as set out below, be and hereby is confirmed:

**“9.01 Annual Meetings**

The annual meeting of shareholders shall be held at such time in each year as the board, the Chairman of the Board (if any) or the President may from time to time determine, in any event no later than ~~the earlier of (i) six months after the end of each of the Corporation’s financial years, and (ii) fifteen months after the Corporation’s last annual meeting of shareholders,~~ for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing an auditor and for the transaction of such other business as may properly be brought before the meeting.”

2. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the Board, may, without further notice to or ratification of the shareholders, in its sole discretion, revoke this resolution at any time prior to effecting the amendment to the By-Law; and
3. any one or more directors or officers be and are hereby authorized to take all necessary steps and proceedings, and to execute and deliver and file any and all applications, declarations, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to the provisions of this resolution.”

**Unless otherwise directed, it is the intention of the persons in the form of proxy accompanying the Information Circular, if not expressly directed to the contrary in such form of proxy, to vote such form of proxy FOR the By-Law Amendment Resolution.**

## **EXECUTIVE OFFICER AND DIRECTOR COMPENSATION**

### **Statement of Executive Compensation**

The Corporation filed the Statement of Executive Compensation for the year ended December 31, 2018 (in Form 51-106F1V) under the Corporation’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) on July 2, 2019 and it is also attached hereto as Schedule “C”.

## **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON**

Except as disclosed in this Information Circular, management of Cryptologic is not aware of any material interest of any director or executive officer or any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, proposed director, executive officer, nor any of their respective associates or affiliates, is or has been indebted to the Corporation or its subsidiaries since the beginning of the Corporation's most recently completed financial year.

## EQUITY PLAN COMPENSATION

The Corporation currently has one equity compensation plan in place (the "Stock Option Plan"). The Stock Option Plan authorizes the Board to make grants to directors, officers, consultants, employees and management company employees of the Corporation. As of December 31, 2018, the Corporation had Options exercisable into 216,666 Common Shares outstanding (post 30:1 consolidation, or 6,500,000 pre-consolidation shares), which represented approximately 1.7% of the issued and outstanding Common Shares at such time.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the number of Common Shares to be issued upon exercise of outstanding Options, the weighted average exercise price of such outstanding Options and the number of Common Shares remaining available for future issuance under equity compensation plans as at December 31, 2018.

<b>Equity Compensation Plan Category</b>	<b>Number of Common Shares to be issued upon exercise of outstanding options, warrants or rights</b>	<b>Weighted-average exercise price of outstanding options, warrants or rights</b>	<b>Number of Common Shares remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)</b>
Equity compensation plans approved by Shareholders	216,666	\$0.49	1,055,250
Equity compensation plans not approved by Shareholders	Nil	N/A	N/A
Total	216,666	-	1,055,250

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Information Circular, which is available on SEDAR at [www.sedar.com](http://www.sedar.com), neither the Corporation nor any director or officer of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any other insider of the Corporation, nor any associate or affiliate of any one of them has or has had, at any time since the beginning of the year ended December 31, 2018, any material interest, direct or indirect, in any transaction or proposed transaction that has materially affected or would materially affect the Corporation.

## OTHER BUSINESS

Management of the Corporation is not aware of any other business to come before the Meeting other than as set forth in the Notice of Meeting. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

## ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is contained in the Corporation's consolidated financial statements and management's discussion and analysis for the year ended December 31, 2018 and information with respect to the business of the Corporation is contained in the Corporation's annual information for the year ended December 31, 2018. In addition, a Shareholder may obtain copies of the Corporation's financial statements and management's discussion and analysis by contacting the Corporation at 5 Hazelton Avenue, Toronto, Ontario, M5R 2E1, or by telephone at (647) 715-3707.

## CORPORATE GOVERNANCE

The Board is committed to a high standard of corporate governance. The Board believes that this commitment is not only in the best interest of the Shareholders but that it also promotes effective decision making at the Board level.

### Board of Directors

The Board currently consists of three directors, including Mr. FitzGerald, who is also the CEO. Two of the three directors, being Messrs. Johnson and English, are independent directors as such term is defined by NI 58-101. The Corporation announced the resignation of Mr. Gino DeMichele from the Board on September 23, 2019, effective immediately. Mr. DeMichele, as the former CEO of the Corporation, was not considered independent as such term is defined by NI 58-101.

Each of the independent directors has no direct or indirect material relationship with the Corporation, including any business or other relationship with the Corporation, which could reasonably be expected to interfere with the director's independent judgment.

The members of the Board have diverse backgrounds and expertise and were selected in the belief that the Corporation benefits significantly from a broad range of experience and talent. The Board is committed to reviewing the number of directors regularly and currently considers the current complement of directors to be appropriate for the Corporation's size and a number that facilitates effective decision-making, as well as an appropriate mix of backgrounds and skills for the stewardship of the Corporation.

### Other Directorships

The following directors of the Corporation currently hold the position of director of the reporting issuers identified below:

<b>Cryptologic Director</b>	<b>Reporting Issuer</b>
Mr. John Kennedy FitzGerald	Cryptologic and Taggard Capital Corp.

<b>Cryptologic Director</b>	<b>Reporting Issuer</b>
Mr. Dale Johnson	Cryptologic
Mr. Thomas English	Cryptologic and Trenchant Capital Corp.
Mr. Gino DeMichele <sup>(1)</sup>	Cryptologic, Goldplay Exploration Ltd. and Newton Energy Corporation

**Notes:**

(1) The Corporation announced the resignation of Mr. Gino DeMichele from the Board on September 23, 2019, effective immediately.

**Orientation and Continuing Education**

New directors are provided with an orientation and education program that includes written information about the duties and obligations of directors, the role of the Board and its committees, the expected contributions of individual directors and the business and operations of the Corporation, as well as copies of all key policies of the Corporation. New directors are also provided the opportunity to participate in meetings and discussions with senior management and other directors. The details of the orientation of each new director are tailored to that director’s individual needs, familiarity with the Corporation and areas of expertise.

Directors are kept informed as to matters impacting, or that may impact, the Corporation’s operations through regular reports from the CEO and management presentations at the Board and committee meetings.

**Ethical Business Conduct**

The Corporation has a written Code of Business Conduct and Ethics.

The Board is responsible for setting the standards of business conduct contained in the Code of Business Conduct and Ethics and for updating the standards as it deems appropriate to reflect changes in the legal and regulatory framework applicable to the Corporation, the business practices in the Corporation’s industry, the Corporation’s own business practices, and the prevailing ethical standards of the communities in which the Corporation operates. Those who violate the Code of Business Conduct and Ethics are subject to disciplinary action.

There are potential conflicts of interest to which the directors of the Corporation may be subject in connection with the operations of the Corporation. Certain of the directors of the Corporation are involved in director or executive positions with other companies whose operations may, from time to time, be in direct competition with those of the Corporation or with entities that may, from time to time, provide financing to, or make equity investments in the Corporation or in competitors of the Corporation.

Conflicts, if any, are subject to the procedures and remedies available under the OBCA. The OBCA provides that, in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his/her interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the OBCA. As of the date hereof, the Board is not aware of any existing or potential material conflicts of interest between the Corporation and any director of the Corporation.

The Corporation also maintains a “whistleblower” policy, which is separate from the Code of Business Conduct and Ethics.

## **Nomination of Directors**

The Corporate Governance Committee has responsibility for assessing and making recommendations to the Board as to the size, composition, operation and effectiveness of the Board. As part of this mandate, the Corporate Governance Committee determines the criteria for identifying potential nominees and seeks guidance from the Chairman of the Board and other Board members in identifying and assessing potential candidates to be nominated and the competencies, skills and personal qualities that the Board should seek in new members to add value to the Corporation. The Board as a whole is then responsible for nominating new directors.

## **Compensation**

The Board determines compensation for the directors and CEO. See “Compensation Discussion and Analysis” in the Statement of Executive Compensation for the year ended December 31, 2018 (in Form 51-106F1V), which is attached as Schedule “C” hereto.

## **Board Committees**

The Board has two standing committees, being the Audit Committee and Corporate Governance Committee. Below is a description of the committees and the corresponding current memberships.

### ***Audit Committee***

For a description of the Audit Committee, see “Audit Committee”.

### ***Corporate Governance Committee***

The Corporate Governance Committee is comprised of Messrs. Johnson (Chair) and English. The Corporate Governance Committee annually assesses the effectiveness of the Board as a whole, the other Committees and individual directors, with particular focus on the Chairman and the chairs of the various committees, all in accordance with the standards established by the Board. Such assessments consist of a confidential peer-review survey and performance evaluations. In addition, as described above under “Election of Directors”, the Corporate Governance Committee has responsibility for assessing and making recommendations to the Board as to the size and composition of the Board. The Corporate Governance Committee also assesses the Corporation’s approach to corporate governance and monitors the relationship between management and the Board, as well as undertaking those initiatives as are necessary to maintain a high standard of corporate governance and to ensure ongoing compliance with the rules and policies of applicable regulatory authorities with respect to corporate governance.

## **Assessments**

The Corporate Governance Committee manages assessments of the Board as a whole, the committees, the Chairman and the other individual directors on an ongoing basis. Individual director evaluations regarding the effectiveness and contribution of the directors are completed by each director on an annual basis and the results analyzed with the appropriate follow-up action taken where required. The corporate objectives for which the CEO is responsible are established by the Board, which, with the oversight of the Chairman, assesses the CEO against such objectives.



## AUDIT COMMITTEE

### Composition of the Audit Committee

The Audit Committee of the Board operates under a written mandate that sets out its responsibilities and composition requirements. A copy of the mandate is attached hereto Schedule “D”. The Audit Committee currently consists of Messrs. Johnson (Chair), FitzGerald and English. Two of the three members of the Audit Committee (being Messrs. Johnson and English) are independent and all three members are financially literate (as determined by National Instrument 52-110 - *Audit Committees* (“NI 52-110”).

In considering criteria for the determination of financial literacy, the Board looked at the ability to read and understand a balance sheet, an income statement and cash flow statement of a public company as well as the director’s past experience in reviewing or overseeing the preparation of financial statements. The education and experience of each director relevant to the performance of his or her duties as a member of the Audit Committee are set forth in the previous section of this Information Circular, “Election of Directors”.

### Audit Committee Oversight

At no time was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

### Pre-Approval Policies and Procedures

Any proposed audit and permitted non-audit services (as identified by the Audit Committee at the time the annual audit engagement is approved) to be provided by the external auditor to the Corporation or its subsidiaries must receive prior approval from the Audit Committee. The Corporation has not adopted specific policies and procedures for the engagement of non-audit services. The Audit Committee will review the engagement of non-audit services as may be required.

The Chief Financial Officer of the Corporation acts as the primary contact to receive and assess any proposed engagements from the external auditor. Following receipt and initial review for eligibility by the primary contact, a proposal is then forwarded to the Audit Committee for review and confirmation that a proposed engagement is permitted. In the majority of such instances, proposals may be received and considered by the Chair of the Audit Committee (or such other member of the Audit Committee who may be delegated authority to approve audit and permitted non-audit services) for approval on behalf of the Audit Committee. The Audit Committee Chair then informs the Board of any approvals granted and recommends corresponding Board ratification at the next scheduled meeting of the Board.

### Reliance on Certain Exemptions

At no time since the commencement of the Corporation’s financial year completed on December 31, 2018 has the Corporation relied on the exemption in section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), the exemptions in sections 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), subsection 6.1.1(5) (*Events Outside Control of Member*), subsection 6.1.1(6) (*Death, Incapacity or Resignation*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

## External Auditor Service Fees

Dale Matheson Carr-Hilton Labonte LLP was appointed the Corporation's external auditor on January 14, 2019. Fees paid to the Corporation's auditor for the ensuing year will be determined by the Board.

MNP LLP was appointed the Corporation's external auditor on September 12, 2018 and resigned on January 14, 2019.

Collins Barrow Calgary LLP was the Corporation's external auditor for the year ended December 31, 2017 and the fees are detailed below:

Fee	For the year ended December 31, 2018	For the year ended December 31, 2017
Audit Fees <sup>(1)</sup>	\$125,000	\$34,500
Tax Fees <sup>(2)</sup>	\$30,975	\$5,000
All Other Fees	Nil	Nil
Total	\$155,975	\$39,500

### Notes:

- (1) "Audit Fees" include the aggregate professional fees paid to the external auditor for the audit of the annual consolidated financial statements and other annual regulatory audits and filings. It also includes the aggregate fees paid to the external auditor for services related to the audit services, including reviewing quarterly financial statements and management's discussion thereon and consulting with the Board and Audit Committee regarding financial reporting and accounting standards.
- (2) "Tax Fees" include the aggregate fees paid to the external auditor or tax advisor for tax compliance, tax advice, tax planning and advisory services, including preparation of tax returns. For the year ended December 31, 2018, these fees were paid to the Corporation's external tax advisor, Crowe BGK LLP.

All permissible categories of non-audit services require pre-approval by the Audit Committee, subject to certain statutory exemptions.

## Exemption

As the Corporation is listed on the Canadian Securities Exchange, it is a "venture issuer" and may avail itself of exemptions from the requirements of Part 3 *Composition of the Audit Committee* of NI 52-110, which requires the independence of each member of an audit committee. As of the date hereof, the Corporation is required to rely on this exemption and is in compliance with Part 6 of NI 52-110.

**APPROVAL OF DIRECTORS**

The contents of this Information Circular and the sending, communication and delivery to the Shareholders have been authorized and approved by the Board of Cryptologic.

DATED as of February 10, 2020.

**CRYPTOLOGIC CORP.**

(Signed) "*John Kennedy FitzGerald*"

Director and President and Chief Executive  
Officer

## **SCHEDULE “A”**

### **DISSENT RIGHTS UNDER SECTION 185 OF THE OBCA**

#### **Rights of dissenting shareholders**

185 (1) Subject to subsection (3) and to sections 186 and 248, if a corporation resolves to,

(a) amend its articles under section 168 to add, remove or change restrictions on the issue, transfer or ownership of shares of a class or series of the shares of the corporation;

(b) amend its articles under section 168 to add, remove or change any restriction upon the business or businesses that the corporation may carry on or upon the powers that the corporation may exercise;

(c) amalgamate with another corporation under sections 175 and 176;

(d) be continued under the laws of another jurisdiction under section 181; or

Note: On a day to be named by proclamation of the Lieutenant Governor, subsection 185 (1) of the Act is amended by striking out “or” at the end of clause (d) and by adding the following clauses: (See: 2017, c. 20, Sched. 6, s. 24)

(d.1) be continued under the Co-operative Corporations Act under section 181.1;

(d.2) be continued under the Not-for-Profit Corporations Act, 2010 under section 181.2; or

(e) sell, lease or exchange all or substantially all its property under subsection 184 (3),

a holder of shares of any class or series entitled to vote on the resolution may dissent. R.S.O. 1990, c. B.16, s. 185 (1).

#### **Idem**

(2) If a corporation resolves to amend its articles in a manner referred to in subsection 170 (1), a holder of shares of any class or series entitled to vote on the amendment under section 168 or 170 may dissent, except in respect of an amendment referred to in,

(a) clause 170 (1) (a), (b) or (e) where the articles provide that the holders of shares of such class or series are not entitled to dissent; or

(b) subsection 170 (5) or (6). R.S.O. 1990, c. B.16, s. 185 (2).

#### **One class of shares**

(2.1) The right to dissent described in subsection (2) applies even if there is only one class of shares. 2006, c. 34, Sched. B, s. 35.

### **Exception**

(3) A shareholder of a corporation incorporated before the 29th day of July, 1983 is not entitled to dissent under this section in respect of an amendment of the articles of the corporation to the extent that the amendment,

(a) amends the express terms of any provision of the articles of the corporation to conform to the terms of the provision as deemed to be amended by section 277; or

(b) deletes from the articles of the corporation all of the objects of the corporation set out in its articles, provided that the deletion is made by the 29th day of July, 1986. R.S.O. 1990, c. B.16, s. 185 (3).

### **Shareholder's right to be paid fair value**

(4) In addition to any other right the shareholder may have, but subject to subsection (30), a shareholder who complies with this section is entitled, when the action approved by the resolution from which the shareholder dissents becomes effective, to be paid by the corporation the fair value of the shares held by the shareholder in respect of which the shareholder dissents, determined as of the close of business on the day before the resolution was adopted. R.S.O. 1990, c. B.16, s. 185 (4).

### **No partial dissent**

(5) A dissenting shareholder may only claim under this section with respect to all the shares of a class held by the dissenting shareholder on behalf of any one beneficial owner and registered in the name of the dissenting shareholder. R.S.O. 1990, c. B.16, s. 185 (5).

### **Objection**

(6) A dissenting shareholder shall send to the corporation, at or before any meeting of shareholders at which a resolution referred to in subsection (1) or (2) is to be voted on, a written objection to the resolution, unless the corporation did not give notice to the shareholder of the purpose of the meeting or of the shareholder's right to dissent. R.S.O. 1990, c. B.16, s. 185 (6).

### **Idem**

(7) The execution or exercise of a proxy does not constitute a written objection for purposes of subsection (6). R.S.O. 1990, c. B.16, s. 185 (7).

### **Notice of adoption of resolution**

(8) The corporation shall, within ten days after the shareholders adopt the resolution, send to each shareholder who has filed the objection referred to in subsection (6) notice that the resolution has been adopted, but such notice is not required to be sent to any shareholder who voted for the resolution or who has withdrawn the objection. R.S.O. 1990, c. B.16, s. 185 (8).

### **Idem**

(9) A notice sent under subsection (8) shall set out the rights of the dissenting shareholder and the procedures to be followed to exercise those rights. R.S.O. 1990, c. B.16, s. 185 (9).

### **Demand for payment of fair value**

(10) A dissenting shareholder entitled to receive notice under subsection (8) shall, within twenty days after receiving such notice, or, if the shareholder does not receive such notice, within twenty days after learning that the resolution has been adopted, send to the corporation a written notice containing,

- (a) the shareholder's name and address;
- (b) the number and class of shares in respect of which the shareholder dissents; and
- (c) a demand for payment of the fair value of such shares. R.S.O. 1990, c. B.16, s. 185 (10).

### **Certificates to be sent in**

(11) Not later than the thirtieth day after the sending of a notice under subsection (10), a dissenting shareholder shall send the certificates, if any, representing the shares in respect of which the shareholder dissents to the corporation or its transfer agent. R.S.O. 1990, c. B.16, s. 185 (11); 2011, c. 1, Sched. 2, s. 1 (9).

### **Idem**

(12) A dissenting shareholder who fails to comply with subsections (6), (10) and (11) has no right to make a claim under this section. R.S.O. 1990, c. B.16, s. 185 (12).

### **Endorsement on certificate**

(13) A corporation or its transfer agent shall endorse on any share certificate received under subsection (11) a notice that the holder is a dissenting shareholder under this section and shall return forthwith the share certificates to the dissenting shareholder. R.S.O. 1990, c. B.16, s. 185 (13).

### **Rights of dissenting shareholder**

(14) On sending a notice under subsection (10), a dissenting shareholder ceases to have any rights as a shareholder other than the right to be paid the fair value of the shares as determined under this section except where,

- (a) the dissenting shareholder withdraws notice before the corporation makes an offer under subsection (15);
- (b) the corporation fails to make an offer in accordance with subsection (15) and the dissenting shareholder withdraws notice; or
- (c) the directors revoke a resolution to amend the articles under subsection 168 (3), terminate an amalgamation agreement under subsection 176 (5) or an application for continuance under subsection 181 (5), or abandon a sale, lease or exchange under subsection 184 (8),

in which case the dissenting shareholder's rights are reinstated as of the date the dissenting shareholder sent the notice referred to in subsection (10). R.S.O. 1990, c. B.16, s. 185 (14); 2011, c. 1, Sched. 2, s. 1 (10).

**Same**

(14.1) A dissenting shareholder whose rights are reinstated under subsection (14) is entitled, upon presentation and surrender to the corporation or its transfer agent of any share certificate that has been endorsed in accordance with subsection (13),

(a) to be issued, without payment of any fee, a new certificate representing the same number, class and series of shares as the certificate so surrendered; or

(b) if a resolution is passed by the directors under subsection 54 (2) with respect to that class and series of shares,

(i) to be issued the same number, class and series of uncertificated shares as represented by the certificate so surrendered, and

(ii) to be sent the notice referred to in subsection 54 (3). 2011, c. 1, Sched. 2, s. 1 (11).

**Same**

(14.2) A dissenting shareholder whose rights are reinstated under subsection (14) and who held uncertificated shares at the time of sending a notice to the corporation under subsection (10) is entitled,

(a) to be issued the same number, class and series of uncertificated shares as those held by the dissenting shareholder at the time of sending the notice under subsection (10); and

(b) to be sent the notice referred to in subsection 54 (3). 2011, c. 1, Sched. 2, s. 1 (11).

**Offer to pay**

(15) A corporation shall, not later than seven days after the later of the day on which the action approved by the resolution is effective or the day the corporation received the notice referred to in subsection (10), send to each dissenting shareholder who has sent such notice,

(a) a written offer to pay for the dissenting shareholder's shares in an amount considered by the directors of the corporation to be the fair value thereof, accompanied by a statement showing how the fair value was determined; or

(b) if subsection (30) applies, a notification that it is unable lawfully to pay dissenting shareholders for their shares. R.S.O. 1990, c. B.16, s. 185 (15).

**Idem**

(16) Every offer made under subsection (15) for shares of the same class or series shall be on the same terms. R.S.O. 1990, c. B.16, s. 185 (16).

**Idem**

(17) Subject to subsection (30), a corporation shall pay for the shares of a dissenting shareholder within ten days after an offer made under subsection (15) has been accepted, but any such offer lapses if the

corporation does not receive an acceptance thereof within thirty days after the offer has been made. R.S.O. 1990, c. B.16, s. 185 (17).

#### **Application to court to fix fair value**

(18) Where a corporation fails to make an offer under subsection (15) or if a dissenting shareholder fails to accept an offer, the corporation may, within fifty days after the action approved by the resolution is effective or within such further period as the court may allow, apply to the court to fix a fair value for the shares of any dissenting shareholder. R.S.O. 1990, c. B.16, s. 185 (18).

#### **Idem**

(19) If a corporation fails to apply to the court under subsection (18), a dissenting shareholder may apply to the court for the same purpose within a further period of twenty days or within such further period as the court may allow. R.S.O. 1990, c. B.16, s. 185 (19).

#### **Idem**

(20) A dissenting shareholder is not required to give security for costs in an application made under subsection (18) or (19). R.S.O. 1990, c. B.16, s. 185 (20).

#### **Costs**

(21) If a corporation fails to comply with subsection (15), then the costs of a shareholder application under subsection (19) are to be borne by the corporation unless the court otherwise orders. R.S.O. 1990, c. B.16, s. 185 (21).

#### **Notice to shareholders**

(22) Before making application to the court under subsection (18) or not later than seven days after receiving notice of an application to the court under subsection (19), as the case may be, a corporation shall give notice to each dissenting shareholder who, at the date upon which the notice is given,

(a) has sent to the corporation the notice referred to in subsection (10); and

(b) has not accepted an offer made by the corporation under subsection (15), if such an offer was made,

of the date, place and consequences of the application and of the dissenting shareholder's right to appear and be heard in person or by counsel, and a similar notice shall be given to each dissenting shareholder who, after the date of such first mentioned notice and before termination of the proceedings commenced by the application, satisfies the conditions set out in clauses (a) and (b) within three days after the dissenting shareholder satisfies such conditions. R.S.O. 1990, c. B.16, s. 185 (22).

#### **Parties joined**

(23) All dissenting shareholders who satisfy the conditions set out in clauses (22) (a) and (b) shall be deemed to be joined as parties to an application under subsection (18) or (19) on the later of the date upon which the application is brought and the date upon which they satisfy the conditions, and shall be bound by



the decision rendered by the court in the proceedings commenced by the application. R.S.O. 1990, c. B.16, s. 185 (23).

### **Idem**

(24) Upon an application to the court under subsection (18) or (19), the court may determine whether any other person is a dissenting shareholder who should be joined as a party, and the court shall fix a fair value for the shares of all dissenting shareholders. R.S.O. 1990, c. B.16, s. 185 (24).

### **Appraisers**

(25) The court may in its discretion appoint one or more appraisers to assist the court to fix a fair value for the shares of the dissenting shareholders. R.S.O. 1990, c. B.16, s. 185 (25).

### **Final order**

(26) The final order of the court in the proceedings commenced by an application under subsection (18) or (19) shall be rendered against the corporation and in favour of each dissenting shareholder who, whether before or after the date of the order, complies with the conditions set out in clauses (22) (a) and (b). R.S.O. 1990, c. B.16, s. 185 (26).

### **Interest**

(27) The court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective until the date of payment. R.S.O. 1990, c. B.16, s. 185 (27).

### **Where corporation unable to pay**

(28) Where subsection (30) applies, the corporation shall, within ten days after the pronouncement of an order under subsection (26), notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares. R.S.O. 1990, c. B.16, s. 185 (28).

### **Idem**

(29) Where subsection (30) applies, a dissenting shareholder, by written notice sent to the corporation within thirty days after receiving a notice under subsection (28), may,

(a) withdraw a notice of dissent, in which case the corporation is deemed to consent to the withdrawal and the shareholder's full rights are reinstated; or

(b) retain a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders. R.S.O. 1990, c. B.16, s. 185 (29).

### **Idem**

(30) A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that,

(a) the corporation is or, after the payment, would be unable to pay its liabilities as they become due; or

(b) the realizable value of the corporation's assets would thereby be less than the aggregate of its liabilities. R.S.O. 1990, c. B.16, s. 185 (30).

### **Court order**

(31) Upon application by a corporation that proposes to take any of the actions referred to in subsection (1) or (2), the court may, if satisfied that the proposed action is not in all the circumstances one that should give rise to the rights arising under subsection (4), by order declare that those rights will not arise upon the taking of the proposed action, and the order may be subject to compliance upon such terms and conditions as the court thinks fit and, if the corporation is an offering corporation, notice of any such application and a copy of any order made by the court upon such application shall be served upon the Commission. 1994, c. 27, s. 71 (24).

### **Commission may appear**

(32) The Commission may appoint counsel to assist the court upon the hearing of an application under subsection (31), if the corporation is an offering corporation. 1994, c. 27, s. 71 (24).

**SCHEDULE “B”**

**STATEMENT OF EXECUTIVE COMPENSATION  
FOR THE YEAR ENDED DECEMBER 31, 2018  
(AS FILED ON SEDAR ON JULY 2, 2019)**

*[See attached.]*

**STATEMENT OF EXECUTIVE COMPENSATION**  
(for the year ended December 31, 2018)

**Compensation Discussion and Analysis**

***Introduction***

The purpose of this Compensation Discussion and Analysis (“**CD&A**”) is to provide information about Vogogo Inc.’s (the “**Corporation**”) philosophy, objectives and processes regarding executive compensation.

This disclosure is intended to communicate the compensation provided to the CEO, the CFO and the three most highly compensated executive officers of the Corporation, if any, whose individual total compensation was more than \$150,000 for the year ended December 31, 2018 (each a “**Named Executive Officer**” or “**NEO**” and collectively, the “**Named Executive Officers**” or “**NEOs**”) and how the determinations in respect of the NEOs’ 2018 compensation were made. For the year ended December 31, 2018, the Corporation had two NEOs and no other executive officers or individuals acting in a similar capacity:

<b>Named Executive Officer</b>	<b>Position</b>
John Kennedy FitzGerald	Mr. FitzGerald was appointed as the President and CEO and as a director of the Corporation on March 29, 2018
Jordan Greenberg	Mr. Greenberg was appointed as CFO of the Corporation on April 4, 2018.
Paul Leggett	Mr. Leggett was appointed as COO of the Corporation on May 1, 2018.
Gino DeMichele	Mr. DeMichele was appointed as a director of the Corporation on April 26, 2016. He was appointed the interim President and CEO on August 16, 2016 and became the acting CFO on September 30, 2016. Mr. DeMichele resigned as CFO on August 21, 2017 and resigned as President and CEO on March 29, 2018.
Swapnan Kakumanu	Mr. Kakumanu was appointed as CFO on August 21, 2017 and resigned as CFO on April 4, 2018.

The compensation committee of the Corporation consists of the three non-executive directors, Dale Johnson, Gino DeMichele and Thomas English, with Mr. Johnson serving as the chairman. The compensation committee will consider and determine all compensation matters of the Corporation including the following:

- (a) employment agreements for executive officers;
- (b) the performance of the CEO, other senior officers, and management personnel;
- (c) compensation policies and guidelines for senior officers and management personnel as well as existing corporate benefits and incentive plans;
- (d) the administration of the Corporation’s long term incentive plans, including the Corporation’s stock option plan (the “**Option Plan**”), the deferred share unit plan and the restricted share unit plan, including the term and vesting of these awards, and reviewing and approving the recommendations of senior management relating to the annual salaries, bonuses and LTIP grants of the executive officers and key employees; and

- (e) the adequacy and form of the compensation of directors to determine if the compensation realistically reflects the responsibilities and risks involved in being an effective director and committee member.

***Compensation Philosophy and Objectives of Compensation Programs***

Vogogo’s executive compensation program in 2018 consisted of three components as set forth in the following chart:

<b>Compensation Components</b>	<b>Description and Purpose</b>
<b><i>Base Compensation</i></b>	A base level of income that reflects the executive’s position and level of responsibility, as well as base compensation norms in the sector and the general marketplace.
<b><i>Options</i></b>	A pay-at-risk component of compensation that rewards long-term performance by allowing executives to participate in the market appreciation of the common shares in the capital of the of the Corporation (the “ <b>Common Shares</b> ”) over an extended period. This component was also intended to make the Corporation competitive from a total remuneration standpoint and encourage executive retention through time-based vesting of awards.
<b><i>Benefits</i></b>	Group health and dental care and various forms of life, disability, critical illness and health insurance, plus certain additional perquisites for NEOs such as parking.

See “Compensation Discussion and Analysis - Elements of Compensation.”

The goals of the compensation program were to attract and retain highly qualified people, to motivate and reward such individuals on a short-term and long-term basis, and to create alignment between corporate performance and compensation. While the Corporation did not award cash bonuses for the year ended December 31, 2018, the Corporation may award performance-based cash bonuses to management and employees of the Corporation when the Corporation achieves certain milestones.

The Corporation does not believe that its compensation program encouraged excessive or inappropriate risk-taking as the Corporation’s employees received a balanced mix of competitive salaries (that provide a steady income regardless of the stock price) and stock options (the “**Options**”) that vested over a period of years. Although the all the Options outstanding as at November 22, 2018 were cancelled (see “Incentive Plan Awards – Options Cancelled During the Year” below), the Corporation retains the ability to grant Options and other forms of long-term incentives going forward.

Pursuant to Vogogo’s disclosure and insider trading policy, the directors and Named Executive Officers of Vogogo are not permitted to purchase financial instruments designed to hedge or offset a decrease in market value of equity securities granted as compensation or held by the director or Named Executive Officer of Vogogo.

***Determining Compensation***

As mentioned above, all compensation matters were considered and dealt with by the compensation committee for the year ended December 31, 2018.

The compensation committee engaged Willis Towers Watson in 2018 to consult on various matters related to compensation. The scope of the engagement included (i) the development of a compensation peer group, (ii) review and design of independent Board of director compensation and (iii) review and design of executive compensation.

Although draft recommendations were issued by Willis Towers Watson, the compensation committee determined that no changes in either Board compensation or executive compensation would be implemented, based on the decline in the share price of the Corporation.

### *Elements of Compensation*

#### *Base Salaries*

Base salary is intended to reflect an executive officer's position within the corporate structure, his or her years of experience and level of responsibility, and salary norms in the sector and the general marketplace. As such, decisions with respect to base salary levels for executive officers are not based on objective identifiable performance measures but for the most part are determined by reference to competitive market information for similar roles and levels of responsibility, as well as more subjective performance factors such as leadership, commitment, accountability, industry experience and contribution. The Corporation's view is that a competitive base salary is a necessary element for retaining qualified executive officers, as it creates a meaningful incentive for individuals to remain at Vogogo and not be unreasonably susceptible to recruiting efforts by the Corporation's competitors.

The base salaries and compensation of the Named Executive Officers of the Corporation for the years ended December 31, 2018, 2017 and 2016 are disclosed in the Summary Compensation Table below.

#### *Long Term Incentive Plans*

The Corporation believes that long-term performance and increases in shareholder value are enhanced through an ownership culture that encourages performance by all employees, including executives, through the use of at-risk long-term incentives. The Corporation established the Option Plan to provide employees, including executive officers, with incentives to help align those employees' interests with the performance of the Corporation as reflected in the Common Share price. For a description of the Option Plan, see "Equity Plan Compensation".

At the annual and special meeting of holders of common shares of the Corporation held on December 14, 2018, the shareholders of the Corporation approved the Corporation's deferred share unit plan and the Corporation's performance and restricted share unit plan. No grants have been made under either of these newly approved long-term incentive plans.

#### *Benefits*

The Corporation's group benefits program consists of health and dental care and various forms of life, disability, critical illness and health insurance consistent with industry norms. In addition, the NEOs receive a reimbursement of parking costs up to a defined limit or a transportation allowance in lieu of parking.

#### *Severance and Change of Control Agreements*

Executive employment and consulting agreements were put in place for the NEOs providing for severance or other payouts upon a change of control event. See "Employment and Consulting Agreements and Termination and Change of Control Benefits".

## NEO Compensation

### Summary Compensation Table

The following table provides information concerning compensation of the NEOs for the years ended December 31, 2018, 2017 and 2016, as applicable.

Name and Principal Position	Year	Salary (\$)	Option Awards <sup>(1)</sup> (\$)	Non-equity incentive plan compensation (\$)	All Other Compensation <sup>(2)</sup> (\$)	Total Compensation (\$)
				Annual Incentive Plan		
John Kennedy FitzGerald <sup>(3)</sup> President and CEO, director	2018	227,308	16,866 <sup>(8)</sup>	Nil	Nil	244,174
	2017	-	-	-	-	-
	2016	-	-	-	-	-
Jordan Greenberg <sup>(4)</sup> CFO	2018	166,298	-	Nil	Nil	166,298
	2017	-	-	-	-	-
	2016	-	-	-	-	-
Paul Leggett <sup>(5)</sup> COO	2018	146,683	-	Nil	Nil	146,683
	2017	-	-	-	-	-
	2016	-	-	-	-	-
Gino DeMichele <sup>(6)</sup> Former President and CEO, director	2018	102,000	-	Nil	Nil	102,000
	2017	102,000	Nil	Nil	Nil	102,000
	2016	51,000	327,630	Nil	Nil	378,630
Swapan Kakumanu <sup>(7)</sup> Former CFO	2018	29,500	-	Nil	Nil	29,500
	2017	28,097	18,547	Nil	Nil	46,644
	2016	-	-	-	-	-

#### Notes:

- (1) The actual value of the Options granted to the NEOs will be determined based on the market price of the Common Shares at the time of exercise of such Options, which may be greater or less than grant date fair value reflected in the table above.
- (2) Nil indicates that perquisites and other personal benefits did not exceed \$25,000 or 10% of the total salary of the NEO for the financial year.
- (3) Mr. FitzGerald was appointed as the President and CEO and as a director of the Corporation on March 29, 2018.
- (4) Mr. Greenberg was appointed as CFO of the Corporation on April 4, 2018.
- (5) Mr. Leggett was appointed as COO of the Corporation on May 1, 2018.
- (6) Mr. DeMichele was appointed as director of the Corporation on April 26, 2016. He was also appointed the interim President and CEO on August 16, 2016 and became the acting CFO on September 30, 2016. Mr. DeMichele resigned as CFO on August 21, 2017 and resigned as President and CEO on March 29, 2018.
- (7) Mr. Kakumanu was appointed as CFO of the Corporation on August 21, 2017 and resigned as CFO on April 4, 2018.
- (8) This does not represent cash paid to the NEO. This figure is based on the grant date fair value of such Options as at December 14, 2018 calculated through the use of the Black-Scholes Model. The grant date fair value was determined in accordance with International Financial Reporting Standards. This model was chosen in order to be consistent with the accounting fair value used by the Corporation in its financial statements since Black-Scholes is a commonly used model for valuing options that provides an objective and reasonable estimate of fair value. The key assumptions of this valuation include current market price of the stock, exercise price of the option, option term (weighted average expected life), risk-free interest rate, dividend yield of stock and volatility of stock return. The actual assumptions and estimates used for the summary compensation table values were as follows for the December 14, 2018 grant date: (i) Fair Value of \$0.065 per share; (ii) Risk-Free Interest Rate of 2.03%; (iii) Expected Life of 3.5 years; (iv) Expected Volatility of 130%; and (v) Dividend per Share of nil.

### ***Outstanding Option-Based Awards***

The following table sets forth information with respect to the unexercised Options granted under the Option Plan to the NEOs and that were outstanding as of December 31, 2018.

On November 22, 2018, the Corporation cancelled 18,485,951 Options previously held by certain officers, directors, employees and consultants. The cancelled Options represented all the previously outstanding Option grants issued under the Option Plan (see “Incentive Plan Awards – Options Cancelled During the Year” below).

On December 14, 2018, the Board authorized and approved the granting of 6,500,000 Options to Mr. FitzGerald.

Name and Principal Position	Number of Common Shares Underlying Unexercised Options	Option-Based Awards		
		Option Exercise Price <sup>(1)</sup> (\$)	Option Expiration Date <sup>(2)</sup>	Value of Unexercised In-the-Money Options (\$) <sup>(2)</sup>
John Kennedy FitzGerald President and CEO, director	6,500,000 <sup>(4)</sup>	0.065	December 14, 2023	130,000

**Notes:**

- (1) On February 14<sup>th</sup>, 2019, the Corporation completed a consolidation of the Common Shares on the basis of one post-consolidation Common Share for every thirty (30) pre-consolidation Common Share. As part of the consolidation, the Option exercise price was adjusted on the same basis to \$1.95.
- (2) In accordance with the terms of the Option Plan, Options will expire 90 days from the date on which an Option holder ceases to be a director, officer, consultant, employee or management company employee of the Corporation.
- (3) The value shown is the product of the number of Common Shares underlying the Option multiplied by the difference between the Common Share CSE closing price on December 31, 2018 of \$0.085 and the exercise price.
- (4) The options granted to Mr. FitzGerald shall vest and become exercisable at 33.33% on each anniversary date over the three-year vesting period.

### ***Incentive Plan Awards – Options Cancelled During the Year***

On November 22, 2018, the Corporation cancelled 18,485,951 Options previously held by certain officers, directors, employees and consultants. The cancelled Options represented all the previously outstanding Option grants issued under the Option Plan.

The following table sets forth information with respect to the Options cancelled for each NEO during the year ended December 31, 2018.

Name and Principal Position	Number of Options Cancelled During the Year	Date of Original Option Grant	Option Exercise Price
John Kennedy FitzGerald	-	-	-
Jordan Greenberg	5,000,000	April 4, 2018	\$0.35
Paul Leggett	5,000,000	May 7, 2018	\$0.455
Gino DeMichele	150,000 2,000,000	September 7, 2015 November 4, 2016	\$1.20 \$0.16



Swapan Kakumanu	60,000 <sup>(1)</sup>	April 28, 2014	\$0.33
	10,000 <sup>(1)</sup>	August 28, 2015	\$1.09
	30,000	February 17, 2016	\$0.60
	150,000 <sup>(2)</sup>	November 4, 2016	\$0.16
	60,000 <sup>(2)</sup>	November 7, 2017	\$0.38
	250,000 <sup>(2)</sup>	April 4, 2018	\$0.35

**Notes:**

- (1) Options were issued to 1805404 Alberta Ltd.  
(2) Options were issued to Red to Black Inc.

***Incentive Plan Awards - Value Vested or Earned During the Year***

There was zero vesting of option-based awards for the year ended December 31, 2018. All the previously issued Option awards were cancelled on November 22, 2018. No portion of the Options issued to Mr. FitzGerald on December 14, 2018 vested prior to December 31, 2018.

There were zero cash bonuses paid to NEO's in respect of the year ended December 31, 2018, and there was zero non-equity incentive plan compensation value paid to NEO's during the year.

**Employment and Consulting Agreements and Termination and Change of Control Benefits**

The Corporation entered into employment agreements with the CEO, CFO and COO, each of whom were hired during the year ended December 31, 2018.

*Mr. FitzGerald – President and CEO, Director*

On March 29, 2018, the Corporation entered into a new employment agreement with Mr. FitzGerald for an indefinite term setting forth the terms and conditions of his employment, which provides for a base salary of \$300,000 per annum, participation in the Corporation's employee benefit plans and participation in the Option Plan and incentive plan. Mr. FitzGerald's employment agreement also includes, among other things, provisions regarding confidentiality, non-competition and non-solicitation. In the event that Mr. FitzGerald is terminated either without cause or within 180 days after a change of control, he will be entitled to a lump sum payment equal to eighteen months' base salary, continuation of benefits for eighteen months, plus any awards under incentive programs that would have been payable to him had his employment continued for eighteen months after such termination.

*Mr. Greenberg – CFO*

On April 4, 2018, the Corporation entered into a new employment agreement with Mr. Greenberg for an indefinite term setting forth the terms and conditions of his employment, which provides for a base salary of \$225,000 per annum, participation in the Corporation's employee benefit plans, participation in the Option Plan through a grant of 5,000,000 Options and participation in other incentive plans of the Corporation. Mr. Greenberg's employment agreement also includes, among other things, provisions regarding confidentiality, non-competition and non-solicitation. In the event that Mr. Greenberg is terminated either without cause or within 180 days after a change of control, he will be entitled to a lump sum payment equal to eighteen months' base salary, continuation of benefits for eighteen months, plus any awards under incentive programs that would have been payable to him had his employment continued for eighteen months after such termination.

*Mr. Leggett - COO*

On May 1, 2018 the Corporation entered into a new employment agreement with Mr. Leggett for an indefinite term setting forth the terms and conditions of his employment, which provides for a base salary of \$225,000 per annum, participation in the Corporation’s employee benefit plans, participation in the Option Plan through a grant of 5,000,000 Options and participation in other incentive plans of the Corporation. Mr. Leggett’s employment agreement also includes, among other things, provisions regarding confidentiality, non-competition and non-solicitation. In the event that Mr. Leggett is terminated either without cause or within 180 days after a change of control, he will be entitled to a lump sum payment equal to eighteen months’ base salary, continuation of benefits for eighteen months, plus any awards under incentive programs that would have been payable to him had his employment continued for eighteen months after such termination.

**Director Compensation**

***Summary Compensation Table***

The following tables set forth information concerning compensation paid to the non-executive directors for the year ended December 31, 2018.

<b>Name</b>	<b>Fees Earned (\$)</b>	<b>Option-based awards (\$)</b>	<b>All Other Compensation (\$)</b>	<b>Total (\$)</b>
Dale Johnson	34,000	Nil	Nil	34,000
Tom English	23,800	Nil	Nil	23,800

***Incentive Plan Awards – Outstanding Option-Based Awards***

On November 22, 2018, the Corporation cancelled 18,485,951 Options previously held by certain officers, directors, employees and consultants. The cancelled Options represented all the previously outstanding Option grants issued under the Option Plan (see “Incentive Plan Awards – Options Cancelled During the Year”). As a result, there were zero outstanding option-based awards for non-executive directors as at December 31, 2018.

The following table sets forth information with respect to the Options cancelled for each non-executive director during the year ended December 31, 2018.

<b>Name and Principal Position</b>	<b>Number of Options Cancelled During the Year</b>	<b>Date of Original Option Grant</b>	<b>Option Exercise Price</b>
Dale Johnson	50,000	September 7, 2015	\$1.20
	1,500,000	November 4, 2016	\$0.16
Tom English	1,500,000	November 4, 2016	\$0.16

***Incentive Plan Awards - Value Vested or Earned During the Year***

There was zero vesting of option-based awards for non-executive directors of the Corporation the year ended December 31, 2018. All the previously issued Option awards were cancelled on November 22, 2018.

<b>Equity Compensation Plan Category</b>	<b>Number of Common Shares to be issued upon exercise of outstanding options, warrants or rights</b>	<b>Weighted-average exercise price of outstanding options, warrants or rights</b>	<b>Number of Common Shares remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)</b>
Equity compensation plans approved by Shareholders	6,500,000	\$0.065	31,657,513
Equity compensation plans not approved by Shareholders	Nil	N/A	N/A
Total	6,500,000	-	31,657,513

**Note:**

- (1) Relative to the 10% limit of the issued and outstanding Common Shares that are available for issuance under the Option Plan as at December 31, 2018. As at December 31, 2018, there were 381,575,137 Common Shares issued and outstanding.

## **SCHEDULE “C”**

### **CRYPTOLOGIC CORP. (the “Corporation”)**

#### **AUDIT COMMITTEE MANDATE**

##### **OVERALL ROLE AND RESPONSIBILITY**

The Audit Committee shall:

1.1 Assist the Board of Directors in its oversight role with respect to:

- (a) the quality and integrity of financial information;
- (b) the independent auditor’s performance, qualifications and independence;
- (c) the performance of the Corporation’s internal audit function, if applicable; and
- (d) the Corporation’s compliance with legal and regulatory requirements; and

1.2 Prepare such reports of the Audit Committee required to be included in the information/proxy circular of the Corporation in accordance with applicable laws or the rules of applicable securities regulatory authorities.

##### **MEMBERSHIP AND MEETINGS**

The Audit Committee shall consist of three (3) or more Directors appointed by the Board of Directors, none of whom shall be officers or employees of the Corporation or any of the Corporation’s affiliates. Each of the members of the Audit Committee shall satisfy the applicable independence and experience requirements of the laws governing the Corporation, and applicable securities regulatory authorities.

The Board of Directors shall designate one (1) member of the Audit Committee as the Committee Chair. Each member of the Audit Committee shall be financially literate as such qualification is interpreted by the Board of Directors in its business judgment. The Board of Directors shall determine whether and how many members of the Audit Committee qualify as a financial expert as defined by applicable law.

##### **STRUCTURE AND OPERATIONS**

The affirmative vote of a majority of the members of the Audit Committee participating in any meeting of the Audit Committee is necessary for the adoption of any resolution.

The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. The Committee shall report to the Board of Directors on its activities after each of its meetings at which time minutes of the prior Committee meeting shall be tabled for the Board.

The Audit Committee shall review and assess the adequacy of this Charter periodically and, where necessary, will recommend changes to the Board of Directors for its approval.

The Audit Committee is expected to establish and maintain free and open communication with management and the independent auditor and shall periodically meet separately with each of them.

## **SPECIFIC DUTIES**

### **Oversight of the Independent Auditor**

- Make recommendations to the board for the appointment and replacement of the independent auditor.
- Responsibility for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.
- Authority to pre-approve all audit services and permitted non-audit services (including the fees, terms and conditions for the performance of such services) to be performed by the independent auditor.
- Evaluate the qualifications, performance and independence of the independent auditor, including: (i) reviewing and evaluating the lead partner on the independent auditor's engagement with the Corporation, and (ii) considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence.
- Obtain from the independent auditor and review the independent auditor's report regarding the management internal control report of the Corporation to be included in the Corporation's annual information/proxy circular, as required by applicable law.
- Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law (currently at least every five years).

### **Financial Reporting**

- Review and discuss with management and the independent auditor:
  - prior to the annual audit the scope, planning and staffing of the annual audit,
  - the annual audited financial statements,
  - the Corporation's annual and quarterly disclosures made in management's discussion and analysis,
  - approve any reports for inclusion in the Corporation's Annual Report, if any, as required by applicable legislation,

- the Corporation's quarterly financial statements, including the results of the independent auditor's review of the quarterly financial statements and any matters required to be communicated by the independent auditor under applicable review standards,
  - significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements,
  - any significant changes in the Corporation's selection or application of accounting principles,
  - any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies, and
  - other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Discuss with the independent auditor matters relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information and any significant disagreements with management.

#### **AUDIT COMMITTEE'S ROLE**

The Audit Committee has the oversight role set out in this Charter. Management, the Board of Directors, the independent auditor and the internal auditor all play important roles in respect of compliance and the preparation and presentation of financial information. Management is responsible for compliance and the preparation of financial statements and periodic reports. Management is responsible for ensuring the Corporation's financial statements and disclosures are complete, accurate, in accordance with generally accepted accounting principles and applicable laws. The Board of Directors in its oversight role is responsible for ensuring that management fulfills its responsibilities. The independent auditor, following the completion of its annual audit, opines on the presentation, in all material respects, of the financial position and results of operations of the Corporation in accordance with Canadian generally accepted accounting principles.

#### **FUNDING FOR THE INDEPENDENT AUDITOR AND RETENTION OF OTHER INDEPENDENT ADVISORS**

The Corporation shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of issuing an audit report and to any advisors retained by the Audit Committee. The Audit Committee shall also have the authority to retain such other independent advisors as it may from time to time deem necessary or advisable for its purposes and the payment of compensation therefor shall also be funded by the Corporation.

#### **APPROVAL OF AUDIT AND REMITTED NON-AUDIT SERVICES PROVIDED BY EXTERNAL AUDITORS**

Over the course of any year there will be two levels of approvals that will be provided. The first is the existing annual Audit Committee approval of the audit engagement and identifiable permitted non-audit

services for the coming year. The second is in-year Audit Committee pre-approvals of proposed audit and permitted non-audit services as they arise.

Any proposed audit and permitted non-audit services to be provided by the External Auditor to the Corporation or its subsidiaries must receive prior approval from the Audit Committee, in accordance with this protocol. The CFO shall act as the primary contact to receive and assess any proposed engagements from the External Auditor.

Following receipt and initial review for eligibility by the primary contacts, a proposal would then be forwarded to the Audit Committee for review and confirmation that a proposed engagement is permitted.

In the majority of such instances, proposals may be received and considered by the Chair of the Audit Committee (or such other member of the Audit Committee who may be delegated authority to approve audit and permitted non-audit services), for approval of the proposal on behalf of the Audit Committee. The Audit Committee Chair will then inform the Audit Committee of any approvals granted at the next scheduled meeting.

