



GLOBALIVE TECHNOLOGY INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

May 17, 2019



LETTER TO SHAREHOLDERS

May 17, 2019

Dear Shareholders:

You are invited to attend the annual general and special meeting ("**Meeting**") of the holders ("**Shareholders**") of the common shares ("**Common Shares**") of Globalive Technology Inc. ("**Globalive Technology**" or the "**Corporation**") to be held at 48 Yonge Street, Suite 1200, Toronto, Ontario M5E 1G6, at 11:00 a.m. (Toronto time) on June 20, 2019.

At the Meeting, Shareholders will be presented with the Corporation's consolidated financial statements for the financial year ended December 31, 2018, together with the independent auditor's report for those financial statements. Shareholders will also be asked to consider and, if thought advisable, to pass resolutions:

- (i) approving the re-appointment of PricewaterhouseCoopers LLP as the Corporation's auditor for the financial year ending December 31, 2019 and authorizing the Corporation's board of directors to fix the auditor's compensation, which will require the approval of a majority of the Shareholders;
- (ii) electing the directors of the Corporation for the coming year;
- (iii) approving amendments to the exercise price of the option awards ("**Options**") issued to certain insiders under the Corporation's 2018 Omnibus Equity Incentive Compensation Plan, which will require the approval of a majority of Shareholders excluding the insiders of the Corporation who hold Options;
- (iv) authorizing the Corporation to pay the salary of its Chief Executive Officer (Anthony Lacavera) for the next year quarterly, in arrears, in Common Shares rather than cash, which will require the approval of a majority of Shareholders excluding Anthony Lacavera and his company, Globalive Capital Inc. ("**GCI**");
- (v) authorizing an amendment to the articles of amalgamation of the Corporation to create a new class of preferred shares, issuable in series, with the rights and privileges approved by the board of directors, from time to time, which will require the approval of a special two-thirds (2/3) majority of Shareholders; and

- (vi) approving such other matters and transacting such other business as may properly come before the Meeting or any adjournment of the Meeting.

The board of directors of Globalive Technology unanimously recommend (with Anthony Lacavera abstaining from discussions, voting and recommendations relating to the form of his compensation) that all Shareholders vote in favour of items (i), (iv) and (v) above. Given that all of the directors of the Corporation hold Options, and therefore may benefit from the amendments to the Options being proposed at the Meeting, the board is not making a recommendation to Shareholders on the amendments to the Options in item (iii) above.

Accompanying this letter is the formal Notice of Annual General and Special Meeting of Shareholders and corresponding Management Information Circular, which contain a detailed description of all matters to be voted on at the Meeting. We urge you to give this material your careful consideration. Please ensure that your Common Shares are represented at the Meeting, whether or not you are able to attend. Regardless of the number of shares you hold, your vote is important.

Yours very truly,

(signed) *“Anthony Lacavera”*

Anthony Lacavera
Chief Executive Officer
Globalive Technology Inc.

**GLOBALIVE TECHNOLOGY INC.
(the "Corporation")**

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that the annual general and special meeting ("**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Common Shares**") of Globalive Technology Inc. ("**Globalive Technology**" or the "**Corporation**") will be held at 48 Yonge Street, Suite 1200, Toronto, Ontario M5E 1G6 at 11:00 a.m. (Toronto time) on June 20, 2019.

The Meeting is called for the following purposes:

- (1) to present the Shareholders with the annual financial statements of the Corporation for the financial year ended December 31, 2018, together with the report of the independent auditor of the Corporation thereon;
- (2) to consider, and if thought advisable, to pass, with or without amendment, an ordinary resolution confirming the re-appointment of PricewaterhouseCoopers LLP as the Corporation's auditor for the financial year ending December 31, 2019 and authorizing the Corporation's board of directors to fix the auditor's compensation (the "**Auditor Resolution**");
- (3) to elect the directors of the Corporation for the coming year;
- (4) to consider, and if thought advisable, to pass, with or without amendment, an ordinary resolution (the "**Incentive Resolution**"), to be approved by a majority of the Common Shares voted by disinterested Shareholders at the Meeting in accordance with Sections 3.10 and 5.1(b) of Policy 4.4 of the TSX Venture Exchange, approving amendments to the exercise price for the awards issued to certain insiders of the Corporation under the 2018 Omnibus Equity Incentive Compensation Plan (the "**Equity Incentive Plan**") of the Corporation;
- (5) to consider, and if thought advisable, to pass, with or without amendment, an ordinary resolution (the "**Compensation Resolution**") to be approved by a majority of the Common Shares voted by Shareholders at the Meeting, excluding shares held by Globalive Capital Inc. ("**GCI**") or Anthony Lacavera, authorizing the Corporation to pay its Chief Executive Officer his salary for the next year quarterly, in arrears, by issuing Common Shares to him on a private placement basis at the then-current market price, rather than paying his salary in cash;
- (6) to consider, and if thought advisable, to pass, with or without amendment, a special resolution (the "**Preferred Share Resolution**") to be approved by at least two-thirds (2/3) of the Common Shares voted by Shareholders at the Meeting authorizing an amendment to the articles of the Corporation to create a new class of preferred shares, issuable in series, with such rights, privileges and restrictions attaching to each series to be established and approved by the directors of the Corporation from time to time; and

- (7) to vote on any other matters, which may properly be brought before the Meeting or any adjournment thereof.

Please see the enclosed management information circular (the “**Circular**”) for more information on the matters to be voted on at the Meeting.

Shareholders of record at the close of business on May 16, 2019 will be entitled to vote at the Meeting and are encouraged to participate either in person or by proxy.

Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Circular. **To be valid, proxies must be deposited with the Corporation or with Computershare Trust Company of Canada on or before 11:00 a.m. EST on June 18, 2019 or, in the event that the Meeting is adjourned, by no later than 48 hours prior to the Meeting.**

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

By order of the Board of Directors of Globalive Technology.

(signed) “*Anthony Lacavera*”

Anthony Lacavera
Chief Executive Officer
May 17, 2019 at Toronto, Ontario

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GENERAL

In this management information circular (the “**Circular**”), unless otherwise specified or the context otherwise requires, references to “**we**”, “**us**”, “**our**”, “**its**”, “**Corporation**” or “**Globalive Technology**” means Globalive Technology Inc.

All capitalized terms used in this Circular, but not otherwise defined, have the meanings set forth under “*Glossary*”.

This Circular is furnished in connection with the solicitation of proxies by the management of Globalive Technology for use at an annual general and special meeting of the holders of the common shares of Globalive Technology to be held at 11:00 a.m. (Toronto time) on June 20, 2019 for the purposes set forth in the Notice of Meeting attached to the Circular as described more fully herein. No person has been authorized to give any information or make any representations in connection with the matters to be considered at the Meeting other than those contained in this Circular and if given or made, any such information or representation must not be relied upon as having been authorized.

No broker, dealer, salesperson or other person has been authorized to give any information or make any representation other than those contained in this Circular and, if given or made, such information or representation must not be relied upon as having been authorized by Globalive Technology.

Information contained in this Circular is given as of May 17, 2019, unless otherwise specifically stated.

In this Circular, unless otherwise specified or the context otherwise requires, all dollar amounts are stated in Canadian dollars. All references to “**dollars**”, “**\$**” or “**CAD**” are to Canadian dollars.

The information contained on, or accessible through, Globalive Technology’s website does not constitute part of this Circular.

GLOSSARY

In this Circular, in addition to terms defined elsewhere in this Circular and unless otherwise indicated or the context otherwise requires, the following terms and abbreviations shall have the indicated meanings:

“**Auditor Resolution**” means an ordinary resolution, to be voted on and approved by a majority of Shareholders, confirming the re-appointment of PricewaterhouseCoopers LLP as auditor of the Corporation for the financial year ending December 31, 2019 and authorizing the directors of the Corporation to fix the auditor’s compensation, in substantially the form set out in Schedule “A” hereto;

“**Beneficial Shareholders**” has the meaning ascribed to it in “*Voting and Proxies – How to Vote – As a Beneficial Shareholder*”;

“**Board of Directors**” or “**Board**” means the board of directors of the Corporation;

“**CCA**” means Corporate Catalyst Acquisition Inc., a predecessor of the Corporation;

“**CEO**” means the Chief Executive Officer of the Corporation;

“**Common Shares**” means the common shares in the capital of the Corporation;

“**Compensation Resolution**” means an ordinary resolution, to be voted on and approved by a majority of Shareholders (other than Anthony Lacavera and companies controlled by him, including GCI), authorizing the Corporation to pay the salary of its CEO for the next year quarterly, in arrears, by issuing Common Shares to him, rather than paying his salary in cash, in substantially the form set out in Schedule “A” hereto;

“**Director Appointment Resolution**” means an ordinary resolution to be voted on and approved by a majority of the Shareholders electing the directors to serve on the board of the Corporation for the coming year, in substantially the form set out in Schedule “A” hereto;

“**DSU**” means a deferred share unit, a type of award available under the Equity Incentive Plan of the Corporation;

“**Equity Incentive Plan**” means the 2018 Omnibus Equity Incentive Compensation Plan of the Corporation;

“**Flexiti**” means Flexiti Financial Inc., a wholly-owned subsidiary of FLX;

“**FLX**” means FLX Holding Corporation (formerly Wellspring Holding Corporation);

“**GAAP**” means Canadian generally accepted accounting principles applicable to publicly accountable enterprises;

“**GCI**” means Globalive Capital Inc.;

“**GTP**” means Globalive Technology Partners Inc., a predecessor of the Corporation;

“**IFRS**” means International Financial Reporting Standards;

“**Incentive Resolution**” means an ordinary resolution, to be voted on and approved by a majority of Shareholders, other than the Option Holding Shareholders, approving amendments to the exercise price of the Options held by certain insiders of Globalive Technology, in substantially the form set out in Schedule “A” hereto;

“**MD&A**” means the Corporation’s management’s discussion and analysis of the financial condition and results of operations of the Corporation;

“**MI 61-101**” means Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*;

“**NI 51-102**” means National Instrument 51-102 – *Continuous Disclosure Obligations*;

“**NI 54-101**” means National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*;

“**NOBOs**” has the meaning ascribed to it in “*Voting and Proxies – How to Vote – As a Beneficial Shareholder – Option 1. Giving Your Voting Instructions*”;

“**Notice of Meeting**” means the notice of meeting accompanying the Circular;

“**OBCA**” means the *Business Corporations Act* (Ontario), R.S.O. 1990, c. B.16, including the regulations promulgated thereunder, as amended from time to time;

“**OBOs**” has the meaning ascribed to it in “*Voting and Proxies – How to Vote – As a Beneficial Shareholder – Option 1. Giving Your Voting Instructions*”;

“**Option Holding Shareholders**” means Anthony Lacavera, Jason Theofilos, Kingsley Ward, Catherine Lacavera, Simon Lockie, Brice Scheschuk, Scott Nirenberski and Khaled Al-Zakarneh;

“**Options**” means options to acquire Common Shares awarded under the Equity Incentive Plan;

“**Predecessor Options**” means options to acquire Common Shares awarded to certain directors and officers of CCA, a predecessor of the Corporation, under grant agreements dated December 28, 2012. The exercise price for these Predecessor Options is \$1.33/share, they are fully vested and they will expire if they are not exercised by June 8, 2019;

“**Preferred Share Resolution**” means a special resolution, to be voted on and approved by a special two-thirds (2/3) majority of Shareholders, authorizing an amendment to the articles of the Corporation to create a new class of preferred shares issuable in series, with the rights, privileges and restrictions attached to each series to be established and approved by the Board from time to time, in substantially the form set out in Schedule “A” hereto;

“**Preferred Shares**” has the meaning ascribed to it in “*Business of the Meeting – Creation of the Preferred Share Class – Description of the Proposed Preferred Shares*”;

“**PSU**” means a performance share unit, a type of award available under the Equity Incentive Plan;

“**Record Date**” has the meaning ascribed to it in “*Voting and Proxies – Who Can Vote*”;

“**Resolutions**” means, collectively, the Auditor Resolution, the Director Resolution, the Compensation Resolution, the Incentive Resolution and the Preferred Share Resolution;

“**RSU**” means a restricted share unit, a type of award available under the Equity Incentive Plan;

“**SAR**” means a share appreciation right, a type of award available under the Equity Incentive Plan;

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval;

“**Shareholders**” means, collectively, the holders of Common Shares;

“**Transfer Agent**” means the registrar and transfer agent of the Corporation, Computershare Trust Company of Canada;

“**TSX-V**” or “**Exchange**” means TSX Venture Exchange; and

“**Voting Agreements**” means the voting agreements entered into among Globalive Technology, GCI and certain shareholders of Globalive Technology holding an aggregate of up to 41,672,528 Common Shares, representing up to 30.2% of the votes attached to issued and outstanding Common Shares, pursuant to which GCI is granted the right to vote such Common Shares.

Words importing the singular number include the plural and vice versa, and words importing any gender include all genders.

VOTING AND PROXIES

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone by directors, executive officers or employees of the Corporation. Pursuant to NI 54-101, arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of the Common Shares. The cost of any such solicitation will be borne by the Corporation.

Who Can Vote

You are entitled to vote if you are Shareholder as of the close of business on May 16, 2019, the record date for the Meeting (the “**Record Date**”).

Matters to be Voted On

At the Meeting, the following matters will be voted on:

- the Auditor Resolution;
- the Director Appointment Resolution;
- the Compensation Resolution;
- the Incentive Resolution;
- the Preferred Share Resolution; and
- any other matters which may properly come before the Meeting or any adjournment thereof.

How to Vote as a Registered Shareholder

You are a registered Shareholder if you are the registered holder of Common Shares in your own name as at the Record Date. Registered Shareholders will receive a form of proxy with this Circular. As a registered Shareholder, you may vote as follows:

Option 1. Attend the Meeting and Vote in Person

If you wish to attend the Meeting and vote in person, there is no need to complete the form of proxy. Upon your arrival at the Meeting, please register with the Transfer Agent.

You are welcome to attend the Meeting even if you have already submitted your voting instructions in the form of proxy; however, you will not be able to vote again at the Meeting, unless you revoke your proxy as described below.

Option 2. Vote by Proxy

If you do not plan to attend the Meeting, or have a proxyholder attend on your behalf, you may vote as follows:

By Mail:

- Complete, date and sign the proxy in accordance with the instructions on the proxy; and
- Return the completed proxy in the envelope provided to the Transfer Agent at 100 University Ave., 8th Floor, Toronto, Ontario, M5J 1V6.

By Fax:

- Complete, date and sign the proxy in accordance with the instructions on the proxy;
- Fax the completed proxy to the Transfer Agent at 1-866-249-7775 or 416-263-9524.

Please note that your proxy must be deposited at the offices of the Corporation or the Transfer Agent by no later than 11:00 a.m. EST on June 18, 2019 or, in the event that the Meeting is adjourned, by no later than 48 hours prior to the Meeting. If you vote by facsimile there is no need to mail back the proxy.

Option 3. Appoint a Proxyholder

You have the right to designate a person (who need not be a Shareholder) other than the management designees to attend and act for you at the Meeting. Such right may be exercised by inserting in the blank space provided on the proxy, the name of such person to be designated, or by completing another proper instrument of proxy and depositing the instrument of proxy with the Corporation or the Transfer Agent by no later than 11:00 a.m. EST on June 18, 2019 or, in the event that the Meeting is adjourned, by no later than 48 hours prior to the Meeting.

All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called, and where a choice with respect to any matter to be acted upon has been specified in the instrument of proxy, the Common Shares represented by the proxy will be voted in accordance with such specifications. **In the absence of any such specifications, the management designees, if named as proxy, will vote in favour of all the matters set out herein.**

The enclosed form of proxy confers discretionary authority upon the management designees, or other persons named as proxy, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters that may properly come before the Meeting. At the date of this Circular, the Corporation is not aware of any amendments to, or variations of, or other matters which may come before the Meeting. In the event that other matters come before the Meeting, the management designees intend to vote in accordance with their judgment.

How to Vote - As a Beneficial Shareholder

The information set out in this section is of significant importance to many Shareholders of the Corporation, as a substantial number of Shareholders do not hold their Common Shares in their own name (referred to in this Circular as “Beneficial Shareholders”). Only Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares or their proxyholders are permitted to vote at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, such Common Shares will likely be registered under the name of the broker or an agent of that broker. Common Shares held by brokers or their agents or nominees can only be voted upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers, their agents or nominees are prohibited from voting shares for clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated.** Beneficial Shareholders will receive a voting instruction form with this Circular. As a Beneficial Shareholder, you may vote as follows:

Option 1. Giving Your Voting Instructions

Applicable regulatory rules require intermediaries or brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders’ meetings. Every intermediary or broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge. Broadridge typically provides a scannable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the completed voting instruction form to Broadridge. Beneficial Shareholders are alternatively provided with a toll-free telephone number or a website address where voting instructions can be provided. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting. The voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted at the Meeting.**

Beneficial Shareholders who have not objected to their intermediary or broker disclosing certain ownership information about themselves to the Corporation are referred to as non-objecting beneficial owners or “**NOBOs**”. Those Beneficial Shareholders who have objected to their intermediary disclosing ownership information about themselves to the Corporation are referred to as objecting beneficial owners or “**OBOs**”.

Pursuant to NI 54-101, the Corporation has distributed copies of proxy-related materials in connection with this Meeting (including this Circular) indirectly to all Beneficial Shareholders. The Corporation is not relying on the notice-and-access delivery procedures outlined in NI 54-101 to distribute copies of the proxy-related materials in connection with the Meeting.

The Corporation has not agreed to pay the postage for intermediaries to deliver copies of the proxy-related materials and related documents to OBOs (who have not otherwise waived their right to receive proxy-related materials) and thus OBOs will not receive the proxy-related materials unless their respective intermediaries assume the cost of delivery.

Option 2. Attend the Meeting and Vote in Person

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker or their agent or nominee, as a Beneficial Shareholder, you may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. If you wish to attend the Meeting and vote the Common Shares as proxyholder for the registered Shareholder, you should enter your name in the blank space on the voting instruction form provided and return the same to your broker or their agent or nominee in accordance with the instructions provided, well in advance of the Meeting.

Beneficial Shareholders should follow the instructions on the voting instruction form that they receive and contact their intermediaries promptly if they need assistance.

Revocation of Proxies

A Shareholder who has submitted a proxy may revoke it as to any matter upon which a vote has not already been cast, pursuant to the authority conferred by the proxy.

A Shareholder may revoke a proxy by depositing an instrument in writing, executed by the Shareholder or his or her attorney authorized in writing, or, if the Shareholder is a corporation, under its corporate seal or signed by a duly authorized officer or attorney for such corporation:

- (a) at the offices of the Transfer Agent of the Corporation at any time, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) preceding the Meeting or an adjournment of the Meeting at which the proxy is to be used; or
- (b) with the Chair of the Meeting on the day of the Meeting or any adjournment thereof.

In addition, a proxy may be revoked by a Shareholder executing another form of proxy bearing a later date and depositing same at the office of the registrar and transfer agent of the Corporation at the address and within the time period set out above or by the Shareholder attending the Meeting and voting in person.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

The only outstanding securities of the Corporation, other than securities granted under the Equity Incentive Plan and the Predecessor Options, are the Common Shares, which carry the right to vote. The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as of May 16, 2019, 137,986,207 Common Shares were issued and outstanding and are entitled to vote at the Meeting on the basis of one vote for each Common Share held. Notwithstanding the foregoing:

- (a) Anthony Lacavera and companies controlled by him, including GCI, will abstain from voting the 57,314,735 Common Shares which he controls on the Compensation Resolution due to his interest in the subject matter of the Compensation Resolution as CEO of the Corporation; and

- (b) the Option Holding Shareholders will abstain from voting their approximate aggregate of 68,806,464 Common Shares on the Incentive Resolution due to their interest in the subject matter of the Incentive Resolution.

Only Shareholders of record at the close of business on the Record Date are entitled to vote their Common Shares at the Meeting.

The by-laws of the Corporation provide that two or more persons present in person, each being a shareholder entitled to vote or a duly appointed proxyholder for a shareholder entitled to vote at the Meeting, holding or representing in the aggregate not less than 10% of the issued and outstanding Common Shares of the Corporation entitling the holders thereof to vote at such Meeting, constitutes a quorum for meetings of Shareholders of the Corporation.

To the knowledge of the directors and executive officers of the Corporation, as of May 17, 2019, no person or company other than Anthony Lacavera, who beneficially owns or controls 57,314,735 Common Shares, which represents approximately 41.5% of the votes attached to the Corporation's issued and outstanding Common Shares on a non-diluted basis, and pursuant to the Voting Agreements has voting control over up to 41,672,528 Common Shares, representing up to 30.2% of the votes attached to issued and outstanding Common Shares, beneficially owns or controls or directs, directly or indirectly, 10% or more of the voting rights attached to the Common Shares of the Corporation.

GCI will not be exercising its right to vote the Common Shares subject to the Voting Agreements at the Meeting and therefore the Shareholders who hold Common Shares subject to the Voting Agreements shall be eligible to vote their Common Shares at the Meeting as they see fit.

BUSINESS OF THE MEETING

Financial Statements for the Year Ending December 31, 2018

The annual consolidated financial statements of the Corporation for the financial year ending December 31, 2018 (the "**Financial Statements**"), together with the corresponding MD&A and independent auditor's report (the "**Auditor's Report**") will be available at the Meeting. No formal action will be taken at the Meeting to approve these materials, however, if any Shareholder has questions regarding the material they may be brought forward at the Meeting. These materials are also available on the Corporation's profile on SEDAR at www.sedar.com.

Under NI 51-102, any person or company who wishes to receive annual or interim financial statements and the accompanying MD&A from the Corporation may deliver a written request for such material to the Corporation or the Corporation's agent, together with a signed statement that the person or company is the owner of securities of the Corporation. Registered Shareholders should mark the box on the form of proxy enclosed, indicating that they wish to receive annual or interim financial statements. Beneficial Shareholders should return the enclosed mail card, indicating that they wish to receive annual or interim financial statements. Requests should be sent to the Transfer Agent at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 1V6, using the enclosed envelope. The Corporation's transfer agent maintains a supplemental mailing list of persons or companies wishing to receive annual or interim financial statements and accompanying MD&A.

Re-Appointment of Auditor

PricewaterhouseCoopers LLP is the auditor of the Corporation and was first appointed as auditor of GTP, a predecessor of the Corporation, in respect of its financial year ended February 28, 2018. Management believes the performance and remuneration of the auditor for the financial year ended December 31, 2018 was consistent with industry standards in view of quantity and complexity of the work performed.

Under Section 149 of the OBCA, the re-appointment of PricewaterhouseCoopers LLP as the auditor for the Corporation will require affirmative votes from a majority of the Common Shares represented at the Meeting. Unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote for the re-appointment of PricewaterhouseCoopers LLP as the auditor of the Corporation until the close of the next annual meeting of the Shareholders and authorize the Board to fix the remuneration of the auditor for the coming year.

The Board unanimously recommends that the Shareholders vote **FOR** of the re-appointment of PricewaterhouseCoopers LLP as auditor of the Corporation for the financial year ending December 31, 2019.

Election of Directors

Pursuant to its constating documents, the Corporation is required to have a minimum of 1 and a maximum of 10 directors. The Corporation currently has four directors, each of whom has been appointed or elected for a term ending on the date of the Meeting and all of whom are being nominated for re-election at the Meeting. If all of the nominees are elected at the Meeting, the Corporation will continue to have four directors.

Summary of Nominees

The following table identifies the name and residence of the persons proposed to be nominated for election by the Shareholders as directors for the coming year, their current position(s) with the Corporation, the date on which they first became a director and their current occupation:

Name and Place of Residence	Director Since	Offices, Directorships, Committees	Common Shares Owned/Controlled	Current Occupation(s)
Anthony Lacavera (Toronto, Ontario)	June 8, 2018 ¹	Director Chief Executive Officer	358,333 owned directly. 56,956,402 owned through personal holding company, GCI.	From February 1998 to the present, Mr. Lacavera has served as the Chairman of Globalive Holdings and from January 2018 until the present, Mr. Lacavera has served as Chairman and CEO of Globalive Technology Inc.
			Up to 41,672,528 controlled through voting agreements dated on or about January 2018.	From January 2004 to the present, Mr. Lacavera served as Chairman of Globalive Capital Inc.
			Total: Up to 98,987,263	

(Up to 71.7%)

Kingsley Ward (Toronto, Ontario)	June 8, 2018 ¹	Director	25,000 owned directly.	From April 2016 to the present, Mr. Ward has served as Chairman of Founders Advantage Capital Corp. and from June 2016 to the present has acted as Chairman of DATA Communications Management.
		Chairman	2,630,973 owned through personal holding companies.	
		Audit Committee Member		
			Total: 2,655,973 (1.9%)	From January 2003 to the present, Mr. Ward has served as Chairman and/or director of Clarus Securities Inc. and from 1991 to the present, he has served as Chairman and/or director of The Vimy Ridge Group Limited.
Jason Theofilos (Toronto, Ontario)	June 8, 2018 ¹	Director	25,000 owned directly.	From January 2009 to April 2019, Mr. Theofilos served as CEO of Mundo Inc. From September 2017 to present, Mr. Theofilos served as a board member of Coinsquare.
		Audit Committee Member	7,902,500 owned through personal holding companies.	
			Total: 7,927,500 (5.7%)	
Catherine Lacavera (San Francisco, California)	June 26, 2018	Director	283,333 owned directly.	From August 2005 to present, Ms. Lacavera has served as legal counsel to Google Inc., including most recently as VP Legal.
		Audit Committee Member		
			Total: 283,333 (0.2%)	

Notes:

1. Anthony Lacavera, Kingsley Ward and Jason Theofilos also served as directors of GTP, a predecessor to the Corporation, from December 11, 2017 until June 8, 2018 when Globalive Technology Inc. was formed through amalgamation.

Each director elected at the Meeting will hold office for a term ending on the date of the next annual meeting of Shareholders, or until the election of his or her successor, unless he or she resigns or his or her office becomes vacant by reason of his or her death, removal or other cause.

Cease Trade Orders

None of the Corporation's directors, nominees or executive officers or security holders holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or any personal holding companies of the foregoing, has, within ten years prior to the date of this Circular, been a director or executive officer of any company, including the Corporation and any personal holding companies, that was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant

company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, CEO or CFO of the relevant company.

Bankruptcies or Plans of Arrangement

Except for Mr. Theofilos, who resigned as director of Mundo Inc. and certain of its related companies shortly before their receivership proceedings commenced on April 10, 2019, none of the Corporation's directors, nominees or executive officers or security holders holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or any personal holding companies of the foregoing, has, within ten years prior to the date of this Circular, been a director, or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager, or trustee appointed to hold its assets.

Penalties or Sanctions

None of the Corporation's directors, nominees or executive officers or security holders holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or any personal holding companies of the foregoing, has 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 or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

There are potential conflicts of interest to which the directors, proposed directors and executive officers of the Corporation are or will be subject with respect to the operations of the Corporation. Certain of the directors, proposed directors and officers serve as directors or officers of, or have significant shareholdings in, other companies, including Flexiti, FLX and 2629331 Ontario Inc., the controlling shareholder of FLX. Any conflicts of interest will be subject to and governed by the law applicable to directors and officers conflicts of interest, including the procedures prescribed by the OBCA. The OBCA requires that directors and officers of the Corporation, who are also directors or officers of a party which enters into a material contract with the Corporation or otherwise have a material interest in a material contract entered into by the Corporation, must disclose their interest and, in certain instances, refrain from voting on any resolution of the Corporation's directors to approve the contract.

Simon Lockie, the Chief Corporate Officer of the Corporation, sits on the board of directors of Eigen Innovations Inc., a company in which the Corporation holds an approximately 8.56% interest (on a fully diluted basis) and has entered into a joint venture arrangement with to co-develop its technology platform.

Approvals Required to Elect the Nominees

Under Section 119 of the OBCA, the election of the director nominees will require affirmative votes from a majority of the Common Shares represented at the Meeting. Unless authority to do so is withheld, the persons

named in the accompanying form of proxy intend to vote for the four nominees set out above to serve as directors of the Corporation until the election of his her successor, unless he or she resigned or his or her office becomes vacant by reason of his or her death, removal or other cause.

It is not expected that any of the nominees will be unable, or for any reason will become unwilling, to serve as a director of the Corporation, however, should that occur prior to the election, the persons named in the accompanying form of proxy or voting instruction form reserve the right to vote for another nominee in their discretion, unless the Shareholder has specified that his or her Shares be withheld from voting on the election of directors.

Amendments to Option Awards

Description of the Proposed Amendments to Options Issued under the Equity Incentive Plan

The Equity Incentive Plan is used to award equity incentives to employees, non-employee directors and consultants to encourage behavior that is in the best interests of the Corporation and its Shareholders. The Equity Incentive Plan was approved by the directors of CCA, a predecessor of the Corporation, on May 4, 2018 and received shareholder approval on May 22, 2018.

On or about June 8, 2018, the Corporation entered into a series of award agreements granting Options to certain of its employees, non-employee directors and consultants, including 3,625,000 Options that were granted to the Option Holding Shareholders, who are insiders of the Corporation, as set out in the table below under the Section *Approvals Required to Amend the Options*. The Options are exercisable at an exercise price of \$1.00 per Common Share and vest in 1/3 increments each year, over a three-year period, with different award agreements providing for vesting dates of January 1, April 1 or June 8.

At the time the Options were issued, it was believed that an exercise price of \$1.00 per Common Share would provide sufficient incentive to align the interests of employees, non-employee directors and consultants with those of the Corporation. However, the Corporation's current share price has dropped to a point where such Options are no longer be having their intended effect. Consequently, the Corporation is proposing to amend, effective July 31, 2019, all of the vested and unvested Options, including the 3,625,000 granted to the Option Holding Shareholders, to reduce the exercise price from \$1.00 to \$0.25 per Common Share.

Approvals Required to Amend the Options

The Options not held by the Option Holding Shareholders may be amended by resolution of the Board, however, Exchange Policy 4.4 – *Incentive Stock Options ("Policy 4.4")* provides that where the effect of an amendment to a previously granted stock option held by an insider of an issuer (i.e. the Option Holding Shareholders) would be to decrease the exercise price of such stock option, Exchange approval as well as disinterested Shareholder approval must be obtained for the amendment. The Exchange has provided its conditional approval for the proposed amendment to the Options of the Option Holding Shareholders and for the purposes of obtaining disinterested Shareholder approval, votes attaching to Common Shares beneficially owned by any person who holds or will hold the Options in question as well as any associates of such persons must be excluded from the vote.

The following table sets out the Options and Common Shares held by the Option Holding Shareholders:

Shareholder	Common Shares Held (% Issued and Outstanding)	Options Held
Anthony Lacavera (and companies controlled by him) ¹	57,314,735 (41.54%)	1,575,000
Jason Theofilos (and companies controlled by him)	8,093,992 (5.87%)	75,000
Kingsley ward (and companies controlled by him)	2,655,973 (1.92%)	75,000
Catherine Lacavera	283,333 (0.21%)	275,000
Simon Lockie	166,666 (0.12%)	500,000
Brice Scheschuk	83,333 (0.06%)	500,000
Scott Nirenberski	166,766 (0.12%)	500,000
Khaled Al-Zakarneh	41,666 (0.03%)	125,000

Notes:

1. GCI, which is controlled by Anthony Lacavera, will not be exercising its right to vote the up to 41,672,528 Common Shares, representing up to approximately 30.20% of the votes attached to issued and outstanding Common Shares, subject to the Voting Agreements at the Meeting and therefore the Shareholders who hold Common Shares subject to the Voting Agreements shall be eligible to vote their Common Shares on the Incentive Resolutions at the Meeting as they see fit.

Shareholders will be asked at the Meeting to consider and, if deemed advisable, to pass the Incentive Resolution, approving the amendment to the Options of the Option Holding Shareholders and all necessary interim steps in connection with such changes. In order to be passed, the Incentive Resolution will require disinterested Shareholder approval in accordance with Policy 4.4, meaning that the Incentive Resolution must receive affirmative votes from a majority of the Common Shares represented at the Meeting, excluding Common Shares held by Option Holding Shareholders.

Considerations Under MI 61-101

Anthony Lacavera, Jason Theofilos, Kingsley Ward and Catherine Lacavera are related parties of the Corporation by virtue of the fact that they are directors of the Corporation and Brice Scheschuk, Simon Lockie and Scott Nirenberski are related parties of the Corporation by virtue of the fact that they are senior officers of the Corporation. Therefore, the change to their respective option agreements to change the exercise price of Options held by each of the aforementioned individuals constitutes a related party transaction under MI 61-101. The amendments to the exercise price of the Options are exempt from both the requirement to obtain a formal valuation and the requirement to obtain minority approval pursuant to MI 61-01, since the fair market value of the amended Options in respect of any individual Option Holding Shareholder will not exceed 25% of the market capitalization of the Corporation.

Reasons Supporting the Amendments to the Options and Recommendation of the Board

The proposed amendment to the Options will re-align the interest of employees and non-employee directors with those of the Corporation and its Shareholders by setting the exercise price of the Options at a level more in line with the Corporation's current share price.

As each member of the Board holds some Options that will be subject to the proposed amendments, the Board is not making a recommendation to the Shareholders with respect to the proposed amendment.

Unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote for the Incentive Resolution.

Change to the Form of Compensation Payable to the CEO

Description of the Proposed Change to CEO Compensation

To reduce unnecessary short-term capital requirements, the Corporation intends to adjust the form of compensation paid to its CEO for the next year. Presently, the CEO is paid an annual salary of \$300,000, which is payable in cash. For the one-year period starting on July 1, 2019, the Corporation intends to calculate the CEO's after-tax entitlement to compensation and issue him Common Shares quarterly, in arrears, at a price per Common Share equal to the closing price on the Exchange at the close of markets on the day immediately preceding the payment date. 1,590,910 Common Shares will be reserved to be issued for such purpose and if all of the Common Shares reserved for issuance are issued prior to the expiry of the applicable one-year period, the CEO's salary will revert to being payable in cash.

Approvals Required to Change CEO Compensation

Exchange Policy 4.3 – *Shares For Debt* provides that the Exchange may accept an application from an issuer proposing to compensate a person providing ongoing services to the issuer in securities rather than cash. The Exchange has accepted the proposal to compensate the CEO by issuing Common Shares as opposed to paying him a cash salary, subject to the Corporation obtaining the approval of a majority of Shareholders, excluding GCI and Anthony Lacavera.

Shareholders will be asked at the Meeting to consider and, if deemed advisable, to pass the Compensation Resolution, approving the amendments to the CEO's form of salary. In order to be passed, the Compensation Resolution will require affirmative votes from a majority of the Common Shares represented at the Meeting, excluding the votes attached to the approximately 57,314,735 Common Shares held by GCI and Anthony Lacavera, which represent approximately 41.5% of the votes attached to the Corporation's issued and outstanding Common Shares. GCI will not be exercising its right to vote the Common Shares subject to the Voting Agreements at the Meeting and therefore the Shareholders who hold Common Shares subject to the Voting Agreements shall be eligible to vote their Common Shares on the Resolutions at the Meeting as they see fit.

Considerations Under MI 61-101

Anthony Lacavera is a related party of the Corporation by virtue of the fact that he is the CEO of the Corporation and therefore the amendment to his employment agreement to change his compensation constitutes a related party transaction under MI 61-101. The change to the CEO compensation is exempt from both the requirement to obtain a formal valuation and the requirement to obtain minority approval pursuant to MI 61-101, since the fair market value of the change to the CEO compensation does not exceed 25% of the Corporation's market capitalization.

Reasons Supporting the Change to CEO Compensation and Recommendation of the Board

Changing the form of the CEO's compensation so that he is issued Common Shares in lieu of a cash salary will decrease the cash needs of the Corporation and allow it to spend more of its available cash on other working capital requirements.

The Board of Directors (Anthony Lacavera abstaining due to his interest in the subject matter) unanimously recommends that the Shareholders vote **FOR** the proposed change to the CEO's form of compensation.

Unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote for the Compensation Resolution.

Creation of the Preferred Share Class

Description of the Proposed Preferred Shares

The Corporation is proposing to amend its articles to provide for the creation of a class of an unlimited number of preferred shares (the "**Preferred Shares**"), issuable in series, with each series having the rights, priorities and privileges fixed by a resolution of the Board. Prior to issuing a series of Preferred Shares, the Board will have the ability to determine the characteristics of the Preferred Shares in the series, including:

- the number Preferred Shares constituting the series;
- the designation of the series;
- the characteristics of any dividend rights attaching to the Preferred Shares in the series;
- the voting rights, if any, attaching to the Preferred Shares in the series;
- any redemption or retraction rights attaching to Preferred Shares in the series;
- certain rights of holders of Preferred Shares in the series upon the dissolution of the Corporation; and
- any preferential rights attaching to Preferred Shares in the series.

A complete copy of the proposed terms for the Preferred Shares is included in the draft articles of amendment attached to Appendix 1 to Schedule "A" to this Circular.

Approvals Required to Create the Preferred Shares

Section 168 of the OBCA lists a number of amendments to the articles of a corporation that, if made, would constitute a fundamental change and require approval via a special resolution of shareholders holding not less than two-thirds of the votes attached to shares entitled to vote at the meeting at which the fundamental change is proposed. One such amendment that triggers this requirement for a special resolution is the creation of a new class of shares in a Corporation.

Shareholders will be asked at the Meeting to consider and, if deemed advisable, to pass the Preferred Shares Resolution, approving the amendments to the Corporation's articles of amalgamation, and all necessary interim steps in connection with such amendments. In order to be passed, the Preferred Shares Resolution will require approval from at least two-thirds of the votes attached to Common Shares eligible to vote at the Meeting.

Exchange Policy 3.2 – *Filing Requirements and Continuous Disclosure* requires Exchange approval before an issuer may make any amendments to its constating documents. The Exchange approved the Corporation’s proposed creation of the Preferred Shares on May 14, 2019.

Reasons Supporting the Creation of the Preferred Shares and Recommendation of the Board

The Corporation anticipates that it may have the need to raise equity financing, from time to time, in order to meet its general corporate needs, to facilitate a potential transaction to acquire FLX and Flexiti, as previously disclosed in the Corporation’s Filing Statement dated May 29, 2018, its Management Discussion & Analysis dated August 10, 2018, November 9, 2018 and April 11, 2019 and certain press releases dated June 15, 2018, June 21, 2018, October 18, 2018, January 9, 2019 and February 20, 2019, and, if such a transaction is completed, to facilitate loan originations in Flexiti that will drive its continued growth. The amount of equity financing required, and the market terms and conditions appropriate for such financing, are expected to vary from time to time depending on industry and market conditions. In order to raise such financing on a timely basis, and on terms that are most favourable to the Corporation, the Corporation requires a class of shares that can be adjusted to include different rights, priorities and privileges, including convertibility features, dividend rates, liquidation preferences, etc.

The Board of Directors unanimously recommends that the Shareholders vote **FOR** the proposed creation of the Preferred Shares. Notwithstanding the foregoing, Shareholders should make their own decision whether to vote their Common Shares in favour of the Preferred Share Resolution and, if appropriate, should consult their own legal and/or financial advisors in making that decision.

Unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote for the Preferred Share Resolution.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

Executive and Director Compensation (Excluding Compensation Securities)

The following table sets out the details of the executive compensation paid by the Corporation to its directors and its named executive officers (as that term is defined in Form 51-102F6V) for the two most recently completed financial years of the Corporation, other than compensation securities. The Corporation was formed on June 8, 2018 through the amalgamation of GTP (whose previous financial year ran from December 7, 2017 to February 28, 2018) and CCA (whose previous financial year ran from January 1, 2017 to December 31, 2017). The compensation information included in the table below includes compensation paid by the Corporation and the predecessor company applicable to each director or named executive officer (if any) for each of the applicable two most recently completed financial years.

The values set out in the table below are absolute values and have not been annualized.

COMPENSATION (EXCLUDING COMPENSATION SECURITIES)

Name and Principal Position	Financial Year Ended	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee/ Meeting Fees	Value of Perquisites	Value of All Other Compensation	Total Compensation
Anthony Lacavera (Chief Executive Officer, Director)	2018-12-31 ¹ (10 Months)	240,701 ²	0	0	18,750 ⁶	0	291,019
	2018-02-28 ¹ (3 Months)	21,382 ²	0	0	0	0	21,382
Brice Scheschuk (Chief Financial Officer, Former Chief Mergers & Acquisitions Officer)	2018-12-31 ³ (5.5 Months)	127,470	0	0	0	0	128,441
Brock Bundy (Former Chief Financial Officer)	2018-12-31 ^{1,3} (8.5 Months)	186,875	0	0	0	0	186,875
	2018-02-28 ¹ (3 Months)	21,382	0	0	0	0	21,382
Simon Lockie (Chief Corporate Officer)	2018-12-31 ¹ (10 Months)	206,739	0	0	0	0	207,710
	2018-02-28 ¹ (3 Months)	21,382	0	0	0	0	21,382
Scott Nirenberski (Chief Operating Officer)	2018-12-31 ¹ (10 Months)	207,067	0	0	0	0	207,067
	2018-02-28 ¹ (3 Months)	21,382	0	0	0	0	21,382
Kingsley Ward (Chairman, Director, Audit Committee Member)	2018-12-31 ¹ (10 Months)	0	0	0	0	0	0
	2018-02-28 ¹ (3 Months)	0	0	0	0	0	0
Jason Theofilos (Director, Audit Committee Member)	2018-12-31 ¹ (10 Months)	0	0	0	0	0	0
	2018-02-28 ¹ (3 Months)	0	0	0	0	0	0
Catherine Lacavera (Director, Audit Committee Member)	2018-12-31 ⁴ (6 Months)	0	0	0	0	0	0

Paul Kelly (Former Director, Former Chief Executive Officer, Former Chief Financial Officer)	2018-12-31 ⁵ (12 Months)	0	0	0	0	0	0
	2017-12-31 ⁵ (12 Months)	0	0	0	0	0	0
Philip Cunningham (Former Director)	2018-12-31 ⁵ (12 Months)	0	0	0	0	0	0
	2017-12-31 ⁵ (12 Months)	0	0	0	0	0	0
Anthony F. Griffiths (Former Director)	2018-12-31 ⁵ (12 Months)	0	0	0	0	0	0
	2017-12-31 ⁵ (12 Months)	0	0	0	0	0	0
Paul F. Little (Former Director)	2018-12-31 ⁵ (12 Months)	0	0	0	0	0	0
	2017-12-31 ⁵ (12 Months)	0	0	0	0	0	0
Morris Prychidny (Former Director)	2018-12-31 ⁵ (12 Months)	0	0	0	0	0	0
	2017-12-31 ⁵ (12 Months)	0	0	0	0	0	0
Eric P. Salsberg (Former Director)	2018-12-31 ⁵ (12 Months)	0	0	0	0	0	0
	2017-12-31 ⁵ (12 Months)	0	0	0	0	0	0
Boyd Taylor (Former Director)	2018-12-31 ⁵ (12 Months)	0	0	0	0	0	0
	2017-12-31 ⁵ (12 Months)	0	0	0	0	0	0

Notes:

1. Each of these directors and named executive officers was appointed to their respective office(s) on June 8, 2018 in connection with the reverse takeover transaction that created Globalive Technology. Prior to that date, they served in the same respective office(s) for GTP, a predecessor of Globalive Technology. GTP was formed on December 7, 2017 and completed its first financial year on February 28, 2018. Amounts included in this table include compensation received from either Globalive Technology Inc. or GTP.
2. All of Mr. Lacavera's non-securities-based compensation is paid to him in his capacity as CEO and not in his capacity as a director.
3. Mr. Scheschuk was appointed Chief Mergers & Acquisitions Officer of the Corporation on June 14, 2018. On November 11, 2018, Mr. Bundy resigned as interim Chief Financial Officer and Mr. Scheschuk resigned as Chief Mergers & Acquisitions Officer of the Corporation. On that same date, Mr. Scheschuk was appointed Chief Financial Officer of the Corporation.
4. Ms. Lacavera was appointed a director of the Corporation on June 26, 2018.
5. Each of these directors and named executive officers served in their respective office(s) at CCA, a predecessor of the Corporation, until the reverse takeover transaction that created Globalive Technology on June 8, 2018. The previously completed financial year of CCA covered the period from January 1, 2017 to December 31, 2017. Amounts included in this table include compensation received from either Globalive Technology or CCA.
6. The perquisites paid for the Chief Executive Officer consist primarily of membership fees for business networking and mentorship organizations.

Executive Compensation (Compensation Securities)

The following table sets out the details of the securities compensation paid by the Corporation to its directors and its named executive officers (as that term is defined in Form 51-102F6V) for the most recently completed financial year of the Corporation.

COMPENSATION SECURITIES

Name and Principal Position	Type of Compensation Security ¹	Number of Securities, Underlying Securities and % of Class ²	Date of Issue/Grant	Issue, Conversion or Exercise Price (\$) ³	Closing Price on Day of Grant ⁴	Closing Price at Year End (\$)	Expiry Date ⁵
Anthony Lacavera (Chief Executive Officer, Director)	Options	1,575,000 (1.2%)	June 8, 2018	1.00	1.00	\$0.185	Jan/Apr/Jun 2025
	RSUs	1,575,000 (1.2%)	June 8, 2018	N/A	1.00	\$0.185	Jan/Apr/Jun 2021
Brice Scheschuk (Chief Financial Officer, Former Chief Mergers & Acquisitions Officer)	Options	500,000 (0.4%)	June 8, 2018	1.00	1.00	\$0.185	Jan/Jun 2025
	RSUs	500,000 (0.4%)	June 8, 2018	N/A	1.00	\$0.185	Jan/Jun 2021
Brock Bundy (Former Chief Financial Officer)	Options	500,000 (0.4%)	June 8, 2018	1.00	1.00	\$0.185	Jan/Apr/Jun 2025 ⁶
	RSUs	500,000 (0.4%)	June 8, 2018	N/A	1.00	\$0.185	Jan/Apr/Jun 2021 ⁶
Simon Lockie (Chief Corporate Officer)	Options	500,000 (0.4%)	June 8, 2018	1.00	1.00	\$0.185	Jan/Apr/Jun 2025
	RSUs	500,000 (0.4%)	June 8, 2018	N/A	1.00	\$0.185	Jan/Apr/Jun 2021
Scott Nirenberski (Chief Operating Officer)	Options	500,000 (0.4%)	June 8, 2018	1.00	1.00	\$0.185	Jan/Apr/Jun 2025
	RSUs	500,000 (0.4%)	June 8, 2018	N/A	1.00	\$0.185	Jan/Apr/Jun 2021
Kingsley Ward (Chairman, Director, Audit Committee Member)	Options	75,000 (0.0%)	June 8, 2018	1.00	1.00	\$0.185	Jan/Apr/Jun 2025
	RSUs	75,000 (0.0%)	June 8, 2018	N/A	1.00	\$0.185	Jan/Apr/Jun 2021
Jason Theofilos (Director, Audit Committee Member)	Options	75,000 (0.0%)	June 8, 2018	1.00	1.00	\$0.185	Jan/Apr/Jun 2025
	RSUs	75,000 (0.0%)	June 8, 2018	N/A	1.00	\$0.185	Jan/Apr/Jun 2021
Catherine Lacavera (Director, Audit Committee Member)	Options	275,000 (0.2%)	June 8, 2018	1.00	1.00	\$0.185	Jan/Apr 2025
	RSUs	250,000 (0.2%)	June 8, 2018	N/A	1.00	\$0.185	Jan/Apr 2021

Paul Kelly (Former Director, Former Chief Executive Officer, Former Chief Financial Officer)	Options	0 (0.0%) ⁹	N/A	N/A	N/A	N/A	N/A
	RSUs	0 (0.0%) ⁹	N/A	N/A	N/A	N/A	N/A
Philip Cunningham (Former Director)	Options	0 (0.0%) ¹⁰	N/A	N/A	N/A	N/A	N/A
	RSUs	0 (0.0%) ¹⁰	N/A	N/A	N/A	N/A	N/A
Anthony F. Griffiths (Former Director)	Options	0 (0.0%) ¹¹	N/A	N/A	N/A	N/A	N/A
	RSUs	0 (0.0%) ¹¹	N/A	N/A	N/A	N/A	N/A
Paul F. Little (Former Director)	Options	0 (0.0%) ¹⁰	N/A	N/A	N/A	N/A	N/A
	RSUs	0 (0.0%) ¹⁰	N/A	N/A	N/A	N/A	N/A
Morris Prychidny (Former Director)	Options	0 (0.0%) ¹¹	N/A	N/A	N/A	N/A	N/A
	RSUs	0 (0.0%) ¹¹	N/A	N/A	N/A	N/A	N/A
Eric P. Salsberg (Former Director)	Options	0 (0.0%) ¹⁰	N/A	N/A	N/A	N/A	N/A
	RSUs	0 (0.0%) ¹⁰	N/A	N/A	N/A	N/A	N/A
Boyd Taylor (Former Director)	Options	0 (0.0%) ¹⁰	N/A	N/A	N/A	N/A	N/A
	RSUs	0 (0.0%) ¹⁰	N/A	N/A	N/A	N/A	N/A

Notes:

1. All Options and RSUs granted by the Corporation to date are for Common Shares.
2. The percentage of the class of Common Shares shown in the table is calculated on an undiluted basis as at December 31, 2018. The number of Options and RSUs disclosed in the chart above is also the total number of Options and RSUs held by each applicable person as at December 31, 2018, except in the case of Brock Bundy (see note 6) and the former directors and officers of CCA (see notes 9, 10 and 11).
3. All RSUs issued by the Corporation to date (with the exception of 1,900,000 RSUs issued to a promoter of the Corporation, Wallace Hill Partners Limited, which did not vest, were not exercised and have been cancelled) are for Common Shares and are settled on a 1-for-1 basis with Common Shares.
4. As all Options and RSUs were granted prior to the first day of trading of the Corporation on the Exchange, the price on the day of grant for each security has been valued at \$1.00, reflecting the purchase price per subscription receipt convertible into a Common Share of the last most-recently completed equity financing of GTP prior to the first day of trading of the Corporation, which closed on April 5, 2018.
5. Each set of Options and RSUs awarded to date vests in increments of 1/3 per year, over a three-year period, with vesting dates on either January 1, April 1 or June 8 of 2019, 2020 and 2021. Each set of Options awarded to date expires on the corresponding day in 2025, and each set of RSUs awarded to date expires on the corresponding day in 2021.
6. Mr. Bundy departed the Corporation in Q4 2018 and all of his Options have been cancelled in accordance with the terms of the Equity Incentive Plan. Pursuant to a resolution of the Board, and in accordance with the terms of the Equity Incentive Plan, he was permitted to keep 166,666 RSUs, which he held as at December 31, 2018. Those RSUs subsequently vested and were settled in Common Shares on January 1, 2019 and April 1, 2019.
7. Subject to any vesting restrictions imposed by the Exchange, or as may otherwise be determined by the Board at the time of grant, Options shall vest equally over a four year period such that ¼ of the Options shall vest on the first, second, third and fourth anniversary dates of the date that the Options were granted.
8. Subject to any vesting restrictions imposed by the Exchange, or as may otherwise be determined by the Board at the time of grant, RSUs shall vest equally over a three year period such that 1/3 of the RSUs shall vest on the first, second and third anniversary dates of the date that the RSUs were granted.

9. As at December 31, 2018, Mr. Kelly held 26,593 such Predecessor Options and 0 RSUs.
10. As at December 31, 2018, Mr. Cunningham, Mr. Little, Mr. Salsberg and Mr. Taylor each held 10,637 Predecessor Options and 0 RSUs.
11. As at December 31, 2018, Mr. Griffiths and Mr. Prychidny each held 18,615 Predecessor Options and 0 RSUs.

Exercise of Compensation Securities

None of the directors or named executive officers exercised any compensation securities during the most recently completed financial year.

Stock Option and Other Incentive Plans

The Corporation has 106,371 outstanding Predecessor Options that were issued by CCA, a predecessor of the Corporation, under grant agreements dated December 28, 2012. These Predecessor Options are fully vested and can be exercised for Common Shares at an exercise price of \$1.33 per Common Share. The Predecessor Options will expire if they are not exercised by June 8, 2019.

With the exception of the Predecessor Options, all of the Corporation's equity incentives are currently issued under the Equity Incentive Plan, which was approved by the board of directors of CCA, a predecessor of the Corporation, on May 4, 2018 and by its shareholders on May 22, 2018.

The 2018 Omnibus Equity Incentive Compensation Plan

The Equity Incentive Plan is administered by the Board (or a committee thereof) and provides that the Board may from time to time, in its discretion, and in accordance with Exchange requirements, grant to eligible participants ("**Participants**") non-transferable awards, including Options, RSUs, SARs, DSUs and PSUs.

All terms defined in the section below that are not otherwise defined in this Circular have the meanings given to such terms in the Equity Incentive Plan.

Maximum Number of Common Shares Issuable

The number of Common Shares reserved for issuance under the Equity Incentive Plan upon the exercise of Options will not, in the aggregate, exceed 10% of the then outstanding Common Shares on a rolling-basis. Additionally, the maximum number of Common Shares reserved for issuance under the Equity Incentive Plan upon exercise or settlement of any awards other than Options shall be an aggregate of 14,303,621 Common Shares. In connection with the foregoing, the maximum number of Common Shares for which awards may be issued to any one Participant in any 12-month period shall not exceed 5% of the outstanding Common Shares or 2% in the case of a grant of awards to any consultant or persons (in the aggregate) retained to provide Investor Relations Activities.

Change of Control

On a Change of Control (as defined in the Equity Incentive Plan) of the Corporation, the Board has discretion as to the treatment of awards under the Equity Incentive Plan, including whether to (i) accelerate, conditionally or otherwise, on such terms as it sees fit, the vesting date of any awards; (ii) permit the conditional exercise of any awards, on such terms as it sees fit; (iii) otherwise amend or modify the terms of any awards; and (iv) terminate, following the successful completion of a Change of Control, on such terms as

it sees fit, the awards not exercised prior to the successful completion of such Change of Control. If there is a Change of Control, any awards held by a Participant shall automatically vest following such Change of Control, on the Termination Date, if the Participant is an employee, officer or a director and their employment, or officer or director position is terminated or they resign for Good Reason within 12 months following the Change of Control, provided that no acceleration of awards shall occur in the case of a Participant that was retained to provide Investor Relations Activities unless the approval of the Exchange is either obtained or not required.

Terms of Awards

The following is a summary of the various types of awards issuable under the Equity Incentive Plan.

Options

Subject to any requirements of the Exchange, the Board may determine the expiry date of each Option. Subject to a limited extension if an Option expires during a Black Out Period, Options may be exercised for a period of up to seven years after the grant date, provided that the expiry date of Options granted under the Equity Incentive Plan may be accelerated in the event that a Participant ceases to be employed by or otherwise engaged with the Corporation and in any event will expire within 12 months of such cessation of employment or engagement.

The exercise price of the Options will be determined by the Board at the time any Option is granted. In no event will such exercise price be lower than the last closing price of the Common Shares on the Exchange less any discount permitted by the rules or policies of the Exchange at the time the Option is granted. Subject to any vesting restrictions imposed by the Exchange, or as may otherwise be determined by the Board at the time of grant, Options shall vest equally over a four year period such that $\frac{1}{4}$ of the Options shall vest on the first, second, third and fourth anniversary dates of the date that the Options were granted.

RSUs

Subject to any requirements of the Exchange, the Board may determine the expiry date of each RSU. Subject to a limited extension if an RSU expires during a Black Out Period, RSUs may vest and be paid out for a period of up to three years after the grant date, provided that the expiry date of RSUs granted under the Equity Incentive Plan may be accelerated in the event that a Participant ceases to be employed by or otherwise engaged with the Corporation and in any event will expire within 12 months of such cessation of employment or engagement.

The number of RSUs to be issued to any Participant will be determined by the Board at the time of grant. Each RSU will entitle the holder to receive at the time of vesting for each RSU held, either one Common Share or a cash payment equal to the fair market value of a Common Share or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of RSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Common Shares. In the event settlement is made by payment in cash, such payment shall be made by the earlier of (i) 2½ months after the close of the year in which such conditions or restrictions were satisfied or lapsed and (ii) December 31 of the third year following the year of the grant date.

Subject to any vesting restrictions imposed by the Exchange, or as may otherwise be determined by the Board at the time of grant, RSUs shall vest equally over a three year period such that 1/3 of the RSUs shall vest on the first, second and third anniversary dates of the date that the RSUs were granted.

SARs

SARs may be issued together with Options or as standalone awards. Upon the exercise of a SAR, a Participant shall be entitled to receive payment from the Corporation in an amount representing the difference between the fair market value of the underlying Common Shares on the date of exercise over the grant price of the SAR. At the discretion of the Board, the payment upon the exercise of a SAR may be in cash, Common Shares of equivalent value, in some combination thereof, or in any other form approved by the Board in its sole discretion.

Subject to any requirements of the Exchange, the Board may determine the vesting terms and expiry date of each SAR. Subject to a limited extension if a SAR expires during a Black Out Period, SARs will not be exercisable later than the seventh anniversary date of its grant.

Subject to compliance with the rules of the Exchange, the Board may determine at the time of grant, the treatment of SARs upon a Participant ceasing to be eligible to participate in the Equity Incentive Plan.

DSUs

The number and terms of DSUs to be issued to any Participant will be determined by the Board at the time of grant. Each DSU will entitle the holder to receive at the time of settlement for each DSU held, either one Common Share or a cash payment equal to the fair market value of a Common Share or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of DSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Common Shares.

Subject to any requirements of the Exchange, the Board may determine the vesting terms and expiry date of each DSU, provided that if a DSU would otherwise settle or expire during a Black Out Period, the Board may extend such date.

Subject to compliance with the rules of the Exchange, the Board may determine at the time of grant, the treatment of DSUs upon a Participant ceasing to be eligible to participate in the Equity Incentive Plan.

PSUs

The number and terms (including applicable performance criteria) of PSUs to be issued to any Participant will be determined by the Board at the time of grant. Each PSU will entitle the holder to receive at the time of settlement for each PSU held, either one Common Share or a cash payment equal to the fair market value of a Common Share or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of PSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Common Shares.

Subject to any requirements of the Exchange, the Board may determine the vesting terms and expiry date of each PSU, provided that in no event will delivery of Common Shares or payment of any cash amounts be made later than the earlier of (i) 2½ months after the close of the year in which the performance conditions or restrictions are satisfied or lapse, and (ii) December 31 of the third year following the year of the grant date.

Subject to compliance with the rules of the Exchange, the Board may determine at the time of grant, the treatment of PSUs upon a Participant ceasing to be eligible to participate in the Equity Incentive Plan.

Employment, Management and Consulting Agreements

The Corporation organizes its relationships with its named executive officers through (i) employment agreements which vary only in respect of their effective date, annual base salary and entitlement to an annual cash bonus, and (ii) grant agreements under the Employee Incentive Plan. The following table summarizes key details of the employment agreements for the named executive officers of the Corporation.

	Anthony Lacavera	Brock Bundy, Brice Scheschuk, Simon Lockie, Scott Nirenberski
Effective Date	February 1, 2019 ¹	June 7, 2018 (Others) ¹ June 14, 2018 (Mr. Scheschuk) ¹
Annual Base Salary	\$300,000 ²	\$250,000
Incentive Compensation (Annual Cash Bonus)	Eligible for up to 75% of base salary as a cash bonus every year, payable at the discretion of the Board based on factors they consider relevant including the achievement of applicable personal and corporate performance goals set by the Board.	Eligible for up to 50% of base salary as a cash bonus every year, payable at the discretion of the Board based on factors they consider relevant including the achievement of applicable personal and corporate performance goals set by the Board.
Equity Ownership and Compensation Securities	Awards are granted at the discretion of the Board. Options and RSUs awarded to date, including exercise price and vesting dates, are described above under the Section <i>Compensation Securities</i> .	
Change of Control	On a change of control, the Board has the discretion to determine how awards granted under the Equity Incentive Plan will be treated, including accelerating the vesting of awards, permitting their conditional exercise, amending the awards or terminating the awards.	
Termination Without Cause	<p>Entitled to receive 4 months' notice, plus 1 additional month per completed year of service up to a maximum of 12 months' notice. Notice is either working notice or pay-in-lieu-of-notice at the discretion of the Corporation. Employee is entitled to be paid for accrued vacation entitlements up to the date of termination and through the minimum statutorily prescribed notice periods, and to a continuation of health and insurance benefits for the length of the notice period.</p> <p>Entitled to receive a bonus for the year in which the employee's active employment ceases, pro-rated to the date when the employee ceases to provide services to the Corporation. No bonus is payable for any portion of the notice period in which the Corporation pays pay-in-lieu-of-notice.</p> <p>Under the Equity Incentive Plan, vested RSUs will be settled for Common Shares and vested Options must be exercised within 90 days of the employee's departure date or will be cancelled. Unvested Options/RSUs will be cancelled, subject to the discretionary ability of the Board to provide for some Options/RSUs to be continued, accelerated or amended in accordance with the terms of the Equity Incentive Plan.</p>	

Notes:

- 1 During the period between January 1, 2018 and June 7, 2018, certain named executive officers (Mr. Lacavera, Mr. Bundy, Mr. Lockie and Mr. Nirenberski) were employed by GTP, a predecessor of the Corporation, under interim employment agreements. Those interim agreements were replaced by employment agreements of indefinite term on June 7, 2018. Mr. Lacavera's employment agreement was further amended and restated on February 1, 2019. The information in the table above describes the terms of these latter employment agreements.
- 2 If the Compensation Resolution is approved by the requisite Shareholders at the Meeting, the CEO's salary for the period from July 1, 2019 to June 30, 2020 will be paid quarterly, in arrears, in Common Shares.

The Corporation does not generally enter into employment, management or consulting agreements with its directors and the only form of compensation paid to directors by the Corporation is typically in the form of

grants under the Equity Incentive Plan as described above under “*Compensation Securities*”. However, the Corporation does have an adviser agreement with Catherine Lacavera dated February 26, 2018 relating to the period prior to her appointment as director of the Corporation. The only compensation provided for in that agreement is (i) reimbursement of monthly expenses, subject to prior approval for any single expense greater than \$500 or any monthly expenses greater than \$1,000 in aggregate, and (ii) a right to participate in the Equity Incentive Plan. In practice, Ms. Lacavera has not requested any expense reimbursements under the agreement and was ultimately granted an additional 25,000 Options (beyond what she received in her capacity as director) on June 8, 2018.

Compensation Oversight

The Corporation has not yet appointed a compensation committee. As a result, executive compensation decisions are made by the Board, with directors abstaining from any Board discussions or voting in respect of their own compensation as directors, officers, employees or consultants of the Corporation. Where necessary, the Corporation may also seek Shareholder approval of executive compensation decisions, such as through the Compensation Resolution that will be put before the Shareholders at the Meeting.

The goal of the Board in fixing executive compensation for the Corporation is to maintain a competitive compensation program for each executive that properly aligns their interests with the best interests of the Corporation. In making decisions on executive compensation, the Board considers any factors it considers relevant, including:

- (i) The results of annual performance reviews, including any personal or corporate goals and objects that were or were not achieved;
- (ii) The value of cash and equity incentive awards to executives at comparable companies;
- (iii) The balance between short-term and long-term incentives;
- (iv) The existing employment contracts and equity compensation awards given to executives in previous years;
- (v) The financial implications of executive compensation packages on the Corporation’s short and long-term capital requirements; and
- (vi) Succession planning.

The Board may also consult with independent advisors, from time to time, in making decisions on executive compensation. Current executive compensation decisions were made with input and recommendations from one such independent advisor, Hugessen Consulting Inc. (“**Hugessen**”).

The Corporation’s current executive compensation plan consists of three elements:

- (i) Annual Base Salary;
- (ii) Annual Incentives (Cash-Paid Bonuses); and
- (iii) Awards under the Equity Incentive Plan.

Annual base salary remunerates executives for discharging job requirements. Each named executive officer's base salary represents a fixed level of cash compensation and it is reviewed annually by the Board for approval. The goal is to ensure that each named executive officer is paid competitively, taking into consideration the requirements of the position, the executive's performance, knowledge, skills, experience and equity with other executives within the Corporation and compared to the external market for competitiveness. The Corporation's policy is to set base salary for the named executive officers at the median level of the market sample, while also taking into consideration external market conditions and organizational and individual performance. Current annual base salaries for all named executive officers were determined with input and recommendations from Hugessen.

Annual Incentives take the form of annual cash-paid bonuses which can be up to 50% of the executive's base salary or, in the case of the Chief Executive Officer, up to 75% of their base salary. Annual incentives are short-term measures intended to align the interests of the executive team with those of the Corporation, focus executive attention on matters critical to the Corporation's near-term success, and incent maximum performance. The Board meets annually to consider the Corporation's strategic plan and determine targets for the annual incentives payable to each named executive officer. For the financial year ended December 31, 2018, annual incentive targets were based the market price for Common Shares. As those targets were not achieved, none of the named executive officers received a cash bonus for the financial year ended December 31, 2018.

The Equity Incentive Plan is intended to, among other things, attract, motivate and retain key executive officers and employees and to align their interests with those of the Shareholders and the Corporation. These awards provide longer-term incentives and are designed to reward performance over a multi-year period. For more information on the Equity Incentive Plan, see the Section *Stock Option and Other Incentive Plans*. The Board considers several factors when determining Option and RSU grants under the Equity Incentive Plan, including the total target compensation levels of the comparator peer group, the current size of the reserve pool available, the previous years' grants and personal performance. In appropriate circumstances, the Board may consider attaching conditions to the vesting or exercise of Options and RSUs to further align the interests of executives with those of the Shareholders and the Corporation.

The Corporation does not currently pay compensation to the members of its Board, except for a small allocation under the Equity Incentive Plan, which was granted following consultations with Hugessen.

Benefits and Perquisites

The named executive officers are members of a standard employee benefits plan which provides health, dental, life and disability insurance, as well as an expanded life insurance package for C-level officers.

Perquisites are negotiated on a case-by-case basis. At present, the only material perquisites are those offered to the CEO, which consist primarily of membership fees to business networking and mentorship organizations. The Corporation reviews perquisites at the same time that it reviews executive compensation for the applicable named executive officer.

Pensions

The Corporation does not currently have a pension plan.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Incentive Plan Information

The following table sets out information about the Equity Incentive Plan, which is the only compensation plan currently in use by the Corporation under which equity securities of the Corporation are authorized for issuance, as at May 17, 2019.

	Number of Securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options warrants and rights	Number of securities remaining available for issuance under equity compensation plans
Equity compensation plans approved by Shareholders	Options – 4,348,037 ¹	Options - \$1.01 ²	Options – 9,556,954
	RSUs – 3,191,665	RSUs – n/a	RSUs – 9,661,961
Equity compensation plans not approved by Shareholders	n/a	n/a	n/a
Total	Options – 4,348,037	Options - \$1.01	Options – 9,556,954
	RSUs – 3,191,665	RSUs – n/a	RSUs – 9,661,961

Notes:

1. Of this total, 106,371 are Predecessor Options and the balance are Options issued under the Equity Incentive Plan.
2. At the Meeting, Shareholders will be asked to approve the Incentive Resolution, which, if approved, would have the effect of decreasing the weighted-average exercise price of outstanding options to \$0.25. See “*Business of the Meeting – Amendments to Option Awards*” for further information.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or executive officers of the Corporation is or has been indebted to the Corporation.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth herein, the directors and executive officers of the Corporation are not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation’s last financial year, or of any associate or affiliate of any such persons, in any matter to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth herein, management of the Corporation is not aware of any material interest, direct or indirect, of any informed person or any associate or affiliate of any such person in any transaction since the commencement of the financial year ended December 31, 2018 or in any proposed transaction, which has materially affected or would materially affect the Corporation or any of its subsidiaries.

For the purposes of this Circular, an “informed person” means: (i) a director or officer of the Corporation; (ii) a director or officer of a person or company that is itself an informed person or a subsidiary of the Corporation; or (iii) any person or company who beneficially owns or controls or directs, directly or indirectly, voting securities of the Corporation carrying more than 10% of the voting rights attaching to all outstanding voting securities of the Corporation.

OTHER MATTERS TO BE ACTED UPON

There are no other matters to be considered at the Meeting which are known to the directors or executive officers of the Corporation at this time. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Circular to vote the same in accordance with their best judgment of such matters exercising discretionary authority with respect to amendments or variations of matters identified in the Notice of Meeting, and other matters which may properly come before the Meeting or any adjournment thereof.

ADDITIONAL INFORMATION

Additional information relating to the Corporation, including its comparative financial statements and MD&A is available on the Corporation’s profile on SEDAR at www.sedar.com or may be obtained by contacting the Corporation’s Chief Financial Officer at 48 Yonge Street, Suite 1200, Toronto, Ontario, M5E 1G6.

SCHEDULE "A"
FORMS OF RESOLUTIONS

Auditor Resolution

RESOLVED THAT:

1. PricewaterhouseCoopers LLP be and is hereby appointed the auditor of the Corporation to hold office until the completion of the next annual meeting of the shareholders of the Corporation, or until a successor is appointed, at such remuneration as may be fixed by the board of directors and the board of directors is hereby authorized to fix such remuneration.

Director Resolution

RESOLVED THAT:

1. the following are hereby elected the directors of the Corporation to hold office until the next annual meeting of the shareholders or until their successors have been elected or appointed subject to the provisions of the Corporation's by-laws:

Anthony Lacavera
Kingsley Ward
Jason Theofilos
Catherine Lacavera

Incentive Resolution

RESOLVED that:

1. effective July 31, 2019, the Corporation is authorized and directed to amend the issued and outstanding options awarded under its 2018 Omnibus Equity Incentive Compensation Plan to provide that those options can be exercised by the holders at an exercise price of \$0.25 per common share;
2. any director or officer of the Corporation is hereby authorized and directed to execute and deliver, for and on behalf of the Corporation, under its corporate seal or otherwise, the necessary amendments to the option award agreements to implement the option amendment described above, subject to such changes as may be approved by such person, such approval to be conclusively evidenced by the execution of the said documents;
3. any director or officer of the Corporation is authorized and directed to do all acts and things and to execute and deliver, or cause to be delivered, all agreements, documents and instruments as in the

opinion of such director or officer may be necessary or desirable to give effect to the matters described herein and to carry out the intent of the present resolutions; and

4. notwithstanding that this resolution has been passed by the holders of the common shares of the Corporation, the board of directors of Globalive Technology is hereby authorized and empowered, without further approval of the Shareholders, to refrain from proceeding with any of the matters authorized herein, or to otherwise give effect to these resolutions.

Compensation Resolution

RESOLVED that:

1. for the one-year period commencing on July 1, 2019, the Corporation is authorized to pay its chief executive officer his salary, after applicable withholdings and deductions, quarterly, in arrears, on a private placement basis, by issuing to him common shares of the Corporation at a price per share equal to the closing price on the TSX Venture Exchange at the close of markets on the day immediately preceding the payment date, and to allot and reserve for issuance 1,590,910 common shares to be used for such purpose;
2. any director or officer of the Corporation is authorized and directed to do all acts and things and to execute and deliver, or cause to be delivered, all agreements, documents and instruments as in the opinion of such director or officer may be necessary or desirable to give effect to the matters described herein and to carry out the intent of the present resolutions; and
3. notwithstanding that this resolution has been passed by the holders of the common shares of the Corporation, the board of directors of Globalive Technology is hereby authorized and empowered, without further approval of the Shareholders, to refrain from proceeding with any of the matters authorized herein, or to otherwise give effect to these resolutions.

Preferred Share Resolution

RESOLVED that:

1. the Corporation is authorized and directed to file Articles of Amendment, in substantially the form provided to the shareholders in the management information circular and attached hereto as Appendix 1, to provide for the creation of a class of preferred shares, issuable in series, with the rights, conditions and privileges of each series determined by resolution of the board of directors of the Corporation, from time to time;
2. any director or officer of the Corporation is hereby authorized and directed to execute and deliver, for and on behalf of the Corporation, under its corporate seal or otherwise, the Articles of Amendment, subject to such changes as may be approved by such person, such approval to be conclusively evidenced by the execution of the said documents;

3. any director or officer of the Corporation is authorized and directed to do all acts and things and to execute and deliver, or cause to be delivered, all agreements, documents and instruments as in the opinion of such director or officer may be necessary or desirable to give effect to the matters described herein and to carry out the intent of the present resolutions; and
4. notwithstanding that this resolution has been passed by the holders of the common shares of the Corporation, the board of directors of Globalive Technology is hereby authorized and empowered, without further approval of the Shareholders, to refrain from proceeding with any of the matters authorized herein, or to otherwise give effect to these resolutions.

Appendix "1" to the Preferred Share Resolution
Proposed Share Terms

The articles of the Corporation are amended as follows:

- A. To create one (1) new class of shares as follows:
 - i) an unlimited number of Preferred Shares.
- B. After giving effect to the foregoing, the Corporation is authorized to issue:
 - i) an unlimited number of Common Shares; and
 - ii) an unlimited number of Preferred Shares.
- C. By providing that the rights, privileges, restrictions and conditions attaching to Preferred Shares are as follows:
 1. Directors' Right to Issue in One or More Series

The directors of the Corporation are hereby expressly authorized to provide out of the unissued Preferred Shares for one or more series of Preferred Shares and, with respect to each such series, to fix before the issuance of such series: (a) the number of shares constituting such series; (b) the designation of such series; (c) subject to Section 2, the rate, amount or method of calculating any dividends and, whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and the date or dates from which any such dividends shall accrue; (d) the voting powers, if any, of the shares of such series; (e) any right of redemption or right of purchase and the redemption or purchase prices and the terms and conditions of any such rights; (f) any rights of

retraction vested in the holders of shares of such series and the prices, terms and conditions of such rights; (g) subject to Section 2, any rights upon dissolution, liquidation or winding-up of the Corporation; (h) the preferences and relative, participating, optional, conversion or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series; and (i) any other provisions attaching to any such series of shares.

2. Ranking of the Preferred Shares

The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series with respect to dividends and return of capital in the event of the liquidation, dissolution or winding up of the Corporation, and shall be entitled to a preference over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares with respect to priority in payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs. If any cumulative dividends, whether or not declared, or declared non-cumulative dividends or amounts payable on a return of capital in the event of the liquidation, dissolution or winding up of the Corporation are not paid in full in respect of any series of the Preferred Shares, the Preferred Shares of all series shall participate rateably in respect of such dividends in accordance with the sums that would be payable on such shares if all such dividends were declared and paid in full, and in respect of such return of capital in accordance with the sums that would be payable on such return of capital if all sums so payable were paid in full; provided, however, that if there are insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the Preferred Shares with respect to return of capital shall be paid and satisfied first and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends. The Preferred Shares of any series may also be given such other preferences not inconsistent with the rights, privileges, restrictions and conditions attached to the Preferred Shares as a class over the Common Shares and over any other shares of the Corporation ranking junior to the Preferred Shares as may be determined in the case of such series of Preferred Shares.

3. Differences among Series of Preferred Shares

Subject to Section 2, the rights, privileges, restrictions and conditions of each series of Preferred Shares may differ from those of any other series of Preferred Shares at any time outstanding.

4. Amendment With Approval of Holders of Preferred Shares

The rights, privileges, restrictions and conditions attached to the Preferred Shares as a class may be added to, changed or removed but only with the approval of the holders of the Preferred Shares given as hereinafter specified.

The approval of the holders of the Preferred Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Preferred Shares as a class or in respect of any other matter

requiring the consent of the holders of the Preferred Shares may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by resolution signed by all the holders of the Preferred Shares or passed by the affirmative vote of at least 2/3 of the votes cast at a meeting of the holders of the Preferred Shares duly called for that purpose.

The formalities to be observed with respect to the giving of notice of any such meeting or any adjourned meeting, the quorum required therefor and the conduct thereof shall be those from time to time prescribed by the by-laws of the Corporation with respect to meetings of shareholders, or if not so prescribed, as required by the *Business Corporations Act* as in force at the time of the meeting. On every poll taken at every meeting of the holders of the Preferred Shares as a class, or at any joint meeting of the holders of two or more series of Preferred Shares, each holder of Preferred Shares entitled to vote thereat shall have one vote for each such Preferred Share held.