

DIRECT COMMUNICATION SOLUTIONS, INC.

INFORMATION CIRCULAR

THIS INFORMATION CIRCULAR CONTAINS INFORMATION AS AT MAY 31, 2021.

This Information Circular is furnished in connection with the solicitation of Proxies by the management of the Company for use at the Annual and Special General Meeting (the “Meeting”) of the shareholders of DIRECT COMMUNICATION SOLUTIONS, INC. (the “Company”) to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting, and at any adjournment thereof.

“Beneficial Shareholders” means shareholders who do not hold Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. In accordance with National Instrument 54-101 of the Canadian Securities Administrators, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the voting shares of common stock in the capital of the Company (the “Shares”) held on a record by such persons and the Company may reimburse such persons for reasonable fees and disbursements incurred by them in so doing. All costs of this solicitation will be borne by the Company.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy are directors, officers or other representatives of the Company. A shareholder entitled to vote at the Meeting has the right to appoint a person or company, who need not be a shareholder, to attend and act for the shareholder on the shareholder's behalf at the Meeting other than either the persons or company designated in the accompanying form of proxy, and may do so either by inserting the name of that other person in the blank space provided in the accompanying form of proxy or by completing and delivering another suitable form of proxy.

Voting by Proxyholder

The persons named in the accompanying form of proxy will vote or withhold from voting the Shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for. If the shareholder has specified a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. The proxy confers discretionary authority on the nominees named therein with respect to:

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

In respect of a matter for which a choice is not specified in the proxy, the persons named in the accompanying form of proxy will vote the Shares represented by the proxy at their own discretion for the approval of such matter.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting **via audio conference call at (605) 472-5594; Access Code: 530196**. Registered shareholders electing to submit a proxy must complete, date and sign the enclosed form of proxy and return it to the Company's transfer agent, AST Trust Company (Canada) ("AST"), by fax within North America at 1-866-781-1111, outside North America at (416) 368-2502, or by email at proxyvote@astfinancial.com.

Registered Shareholders must ensure the proxy is received by AST Trust Company (Canada), P.O. Box 721, Agincourt ON, M1S 0A1 at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof, unless otherwise provided in the instructions accompanying the proxy.

Beneficial Shareholders

The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of Shares, or as set out in the following disclosure, can be recognized and acted upon at the Meeting.

If Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Shares will not be registered in the Shareholder's name on the records of the Company. Such Shares will more likely be registered under the names of the Shareholder's broker or an agent of that broker. In the United States, the vast majority of such Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial owners - those who object to their name being made known to the issuers of securities which they own (called "OBOs" for "*Objecting Beneficial Owners*") and those who do not object to the issuers of the securities they own knowing who they are (called "NOBOs" for "*Non-Objecting Beneficial Owners*").

The Company is availing itself under National Instrument 54-101 for the Company to deliver proxy-related materials directly to its NOBOs. As a result NOBOs can expect to receive a Voting Instruction Form ("VIF") from our transfer agent, AST Trust Company (Canada), 1600 - 1066 West Hastings Street, Vancouver, B.C. V6E 3X1. The VIF is to be completed and returned to the transfer agent in the envelope provided or by facsimile, or a NOBO has the option to submit their proxy vote either by telephone or via the internet in the manner described on the VIF. The transfer agent shall tabulate the results of the voting on the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Shares represented by those VIFs.

These securityholder materials are sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent sent these materials directly to you, your name, address and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Shares are voted at the Meeting.

The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. ("Broadridge") in the United States and in Canada. Broadridge mails a VIF in lieu of the form of proxy provided by the Company. The VIF will name the same persons as the proxy to represent the Beneficial Shareholder at the Meeting, and that person may be the Beneficial Shareholder themselves. A Beneficial Shareholder has the right to appoint a person (who need not be a Beneficial Shareholder of the Company) other than the persons designated in the VIF, to represent the Beneficial Shareholder at the Meeting. To exercise this right, the Beneficial Shareholder should insert the name of the desired representative in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. A Beneficial Shareholder receiving a VIF from Broadridge cannot use it to vote Shares directly at the Meeting - the VIF must be returned to Broadridge, as the case may be, well in advance of the Meeting in order to have the Shares voted. Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the Registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, Beneficial Shareholders may request in writing that their broker send to them a legal proxy which would enable them to attend at the Meeting and vote their Shares.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by either executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to AST Trust Company (Canada), 1600 - 1066 West Hastings Street, Vancouver, B.C. V6E 3X1 or at the address of the registered office of the Company at Suite 1400, 1125 Howe Street, Vancouver, B.C. V6Z 2K8, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law. In addition, a proxy may be revoked by the registered shareholder personally by attending the Meeting and voting the registered shareholder's Shares. A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and as set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors of the Company (the “Board”) has fixed **May 31, 2021** as the record date (the “Record Date”) for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Shares voted at the Meeting.

As of **May 31, 2021**, the Company had outstanding **15,631,640** fully paid and non-assessable Shares without par value, each carrying the right to one vote.

To the knowledge of the directors and executive officers of the Company, only the following person beneficially owned, directly or indirectly, or exercised control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company:

<u>Name</u>	<u>Number of Shares</u>	<u>Percentage of Outstanding Shares</u>
CDS & Co. ⁽¹⁾	8,131,092	52.01%
Chris Bursey	6,800,000	43.50%

⁽¹⁾ The beneficial shareholders represented by this registered holder(s) are unknown.

The above information was supplied to the Company by the Company's transfer agent.

FINANCIAL STATEMENTS

The comparative audited financial statements of the Company for the year ended December 31, 2020 and the report of the auditor thereof will be placed before the Meeting. The audited financial statements, the report of the auditor, together with the management's discussion and analysis can be found on www.sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to approve the resolutions described herein, except that the resolution to amend the Company's Certificate of Incorporation requires the affirmative vote of the holders of at least sixty-six and two-thirds percent (66 2/3%) of the voting power of the issued and outstanding shares of capital stock of the Company. A special resolution is a resolution passed by a majority of not less than **two-thirds (2/3rds)** of the votes cast by the shareholders who, being entitled to do so, voted by proxy at the Meeting. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the Delaware General Corporation Law, each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following table sets out the names of management's nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at May 31, 2021.

Name, Office Held, Residence and Date First Appointed	Present Occupation and if not elected director Occupation for past 5 years	# of Shares Beneficially Owned, Directly or Indirectly, or Over which Control of Direction is Exercised at the date of this Information Circular
Chris Bursey <i>CEO and Director</i> California, USA June 15, 2008	Mr. Bursey has served as Chairman and CEO of the Company and its Florida predecessor since March 2015. He has had many years of industry experience in M2M and the evolution of IoT, having led sales growth and key business development initiatives at Novatel Wireless, Motorola Module Division – Israel, Wavecom and CalAmp. Mr. Bursey has been part of the development of the original wireless IP standard cellular digital packet data through the evolution of 4G LTE. In 2005 Mr. Bursey created NexAira Inc., the first boutique mobile data distributor that provided mobile internet devices to rural carriers in North America. Mr. Bursey served in the U.S. Navy from 1985 to 1993.	6,800,000 ⁽²⁾
Edward O’Sullivan ⁽¹⁾ <i>Director</i> California, USA June 19, 2019	Mr. O’ Sullivan has served as a director of the Company since June 2019. Mr. O’Sullivan is the founder and Managing Partner of CFO Connect LLC, a financial services company providing comprehensive business management and financial oversight for venture-backed, early to mid-stage technology and life science companies. He has over thirty years of financial management and M&A experience. Mr. O’Sullivan previously served on the Board of Directors of JMAR Technologies, Inc. (NASDAQ: JMAR), where he was Chairman of the Audit Committee and a member of the Nominating and Corporate Governance Committee. Mr. O’Sullivan currently serves on the Board of Directors of LetsGoRobotics, Inc., Business Books LLC, Digital Communications Solutions, Inc. and is on the Advisory Board of Endeavor Bank.	Nil
William Espley ⁽¹⁾ <i>Director</i> Vancouver, B.C. February 8, 2018	Mr. Espley has served as a director of the Company since February 2018. He has been a director of Predictive Health Analytics Inc. since October 2017 and was a director of American Bullion Minerals Ltd. from August 2008 to July 2011.	441,350 ⁽²⁾

<p>John Hubler <i>Director</i> New Jersey, USA February 18, 2019</p>	<p>Mr. Hubler has served as a director of the Company since February 2020. Mr. Hubler is a recognized industry expert in Software-as-a-Service (SaaS) and the IoT market. Since January 2019, Mr. Hubler has operated as founder and Partner of BH IoT Group, a New Jersey based wireless and IoT consulting practice. He has over 29 years of experience as a sales professional in the wireless industry, developing and implementing successful sales strategies for M2M/IoT verticals within the United States and global markets. Mr. Hubler served as a partner of 151 Advisors from December 2015 to December 2018. He previously served as Vice President of Sales and Business Development for RACO Wireless, Senior Manager of Business Development and Strategy for T-Mobile, Associate Director at Verizon Wireless, and Senior Sales Manager at AT&T Consumer Products. Mr. Hubler assisted the Company as VP of Sales/Solutions/Strategy for 10 months in 2015.</p>	<p>Nil</p>
<p>Mike Zhou⁽¹⁾ <i>Director Nominee</i> B.C., Canada</p>	<p>Mr. Zhou has recently held management positions and director roles in the financial-technology, digital marketing, consulting, and financial sectors. From 2013 to 2015, Mike was with BiYond Corp., serving as Corporate Development Manager. Under his management, the firm successfully launched a multi-million financial technology joint venture and structured the merger and acquisition of a digital marketing corporation. From 2017 to 2018, Mr. Zhou held a position with PI Financial, a privately-owned Canadian brokerage firm, where he worked directly with the Vice President and Managing Director as an Analyst and Associate. From 2019 to present, Mike has served as owner and President of a private investment and consulting firm that is primarily involved with the North American capital markets. Mike holds a Bachelor of Science Degree in Statistics and Economics with Minor in Commerce (Saunders School of Business) from UBC. He also holds the Project Management Professional designation from Project Management Institute (PMI). Mike previously served as a board member for various Canadian public companies, including Explorex Resources Inc.</p>	<p>Nil</p>

(1) Member of Audit Committee

(2) Shares held directly and indirectly

Unless instructions are given to abstain from voting with respect to the election of directors, the persons named as proxy holders in the enclosed form of proxy intend to vote **FOR** the election of management's nominees. If, for

any reason, any of the above proposed nominees are unable or unwilling to stand for election or to serve as directors, the Company may nominate such alternative nominees as it may see fit.

If there are more nominees for election as directors than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be elected.

Other than as set out above, no proposed director (including any personal holding company of a proposed director), is:

- (1) as at the date of the Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
 - (a) was the subject of a cease trade order (including a management cease trade order which applies to directors or executive officers), 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 such person was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (b) was subject to an order that was issued after such person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer;
- (2) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (3) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (4) has been subject to:
 - (a) any penalties or sanctions imposed by a court relation to securities legislation or by a securities regular authority or has entered into a settlement agreement with a securities regulatory authority since December 31, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; or
 - (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director. No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

The current members of the audit committee are **Edward O’Sullivan (Chairman), William Espley and Mike Zhou** (Mr. Zhou was appointed to Board replacing Winston Wong and was appointed to the audit committee all occurring on June 1, 2021). Further biographical information on these individuals can be found under “Directors and Executive Officers.”

Pursuant to Canadian securities laws, the Board of Directors have determined that the members of the audit committee are financially literate, as all have experience in reviewing and analysing the financial reports and ascertaining the financial position of a corporation.

Edward O’Sullivan	Mr. O’Sullivan has served as an officer and director of private and public companies during his career, and in such roles have acquired over thirty years of financial management experience.
William Espley	Mr. Espley has worked in executive roles with a variety of established and startup companies in the US and Canada over the course of his extensive career.
Mike Zhou	Mr. Zhou has worked as a consultant and executive roles with a variety of established and startup companies over several years and also provided capital market financial analysis services to a variety of clients.

Additionally, all members of the audit committee qualify as “independent” as that term is defined in the relevant Canadian securities laws relating to the composition of the audit committee.

Corporate Governance

Constitution of the Board of Directors

The Board of Directors is responsible for the Company’s stewardship and for the supervision of the management of the Company’s business and affairs. The Board of Directors is currently comprised of **five (5)** directors. The size and composition of the Board reflects backgrounds and experience the Board considers adequate for the effective governance of the Company.

The Board of Directors has determined that four (4) of the five (5) directors are “independent” in accordance with Canadian securities laws. Chris Bursey as the Chief Executive Officer is not considered independent.

The Board of Directors is satisfied that it is not constrained in its access to information, in its deliberations or in its ability to satisfy the mandate established by law to supervise the Company’s business and affairs and that there are sufficient systems and procedures in place to allow the Board to function independently of management.

The Board of Directors intends to adopt a process to evaluate the functioning of the Board, each of the committees and individual directors.

New members of the Board of Directors are provided with the necessary information about the role of the Board, the committees and the Company's directors and about the Company and its business. In addition, the Board of Directors shall have access to the Company's legal counsel to receive updates as necessary with respect to applicable regulatory or other requirements relating to the role and responsibilities of directors, the Board of Directors or the relevant committee. The Board of Directors shall also receive presentations from management from time to time relating to specific aspects of its business.

Committees of the Board

The Board of Directors has established an audit committee, which has adopted specific written mandates. Such mandates include a description of the role and responsibilities of the committee, reporting to the Board of Directors with respect to the activities of the committee, and reviewing and assessing the adequacy of its mandate and its effectiveness in fulfilling its mandate.

Audit Committee Charter

The audit committee's mandate and charter is as follows:

A. Purpose

The overall purpose of the audit committee is to assist the Board of Directors in fulfilling its oversight responsibilities related to the quality and integrity of financial reporting, including ensuring fair presentation of the financial position and results of operations of the Company in accordance with Canadian general accepted accounting principles. The audit committee will also ensure that management has designed and implemented an effective system of internal financial controls and review their compliance with regulatory and statutory requirements as they relate to consolidated financial statements, taxation matters and disclosure of material facts.

B. Composition

1. The audit committee shall consist of at least three members of the Board of Directors, all of whom shall be "independent directors", as that term is defined in NI 52-110, "Audit Committees". The Board of Directors shall have appointed a Audit Committee Chair Member on an annual basis.
2. The Board of Directors, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the audit committee for the ensuing year. The Board of Directors at any time remove or replace any member of the audit committee and may fill any vacancy in the audit committee.
3. Each member of the audit committee shall be a member of the Board of Directors, in good standing, and the majority of the members of the audit committee shall be independent in order to serve on this committee.
4. At least one of the members of the audit committee shall be financially literate (i.e. able to read and understand a set of financial statements that present a breadth and level of complexity of the issues that can reasonably be expected to be raised by the Company's consolidated financial statements).
5. Review the audit committee's charter annually, reassess the adequacy of this charter, and recommend any proposed changes to the Board of Directors. Consider changes that are necessary as a result of new laws or regulations.
6. These meetings may be combined with regularly scheduled meetings, or more frequently as circumstances may require. The audit committee may ask members of the management or others to

attend the meetings and provide pertinent information as necessary.

7. The secretary of the audit committee shall be designated from time to time from one of the members of the audit committee, or, failing that, shall be the corporate secretary, unless otherwise determined by the audit committee.
8. The quorum for meeting shall be a majority of the members of the audit committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

C. Core Responsibilities

I. The oversight duties and responsibilities of the audit committee shall be as follows:

1. To assist the Board of Directors in the discharge of its responsibilities relating to accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements.
2. To ensure that management has designed, implemented and is maintaining an effective system of internal financial controls.
3. Report regularly to the Board of Directors on the fulfillment of its duties and responsibilities.

II. The duties and responsibilities of the audit committee as they relate to the independent auditors shall, in general, be to oversee the work of the independent auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the independent auditor regarding financial reporting. Specifically, these duties and responsibilities include the following:

1. Conduct executive sessions with the outside auditors, outside counsel, and anyone else as desired by the Board of Directors.
2. The audit committee shall be authorized to hire outside counsel or other consultants as necessary (this may take place any time during the year).
3. Approve any non-audit services provided by the independent auditors, including tax services. Review and evaluate the performance of the independent auditors and review with the Board of Directors any proposed discharge of the independent auditors.
4. Review with the management the policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the independent auditor.
5. Consider, with the management, the rationale for employing accounting firms rather than the principal independent auditors.
6. Inquire of the management and the independent auditors about significant risks or exposures facing the Company; assess the steps the Management has taken or proposes to take to minimize such risks to the Company; and periodically review compliance with such steps.
7. Review with the independent auditor, upon completion of their audit, the following:

- (a) the audit scope and plan of the independent auditors;
 - (b) the coordination of the audit efforts to assure the completeness of coverage, reduction of redundant efforts, and the effective use of audit resources;
 - (c) content of the report to the audit committee;
 - (d) adequacy of the Company's financial and auditing personnel;
 - (e) co-operation received from the Company's personnel during the audit;
 - (f) significant transactions outside the normal business of the Company;
 - (g) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems;
 - (h) any significant changes to their audit plan; and
 - (i) any serious difficulties or dispute with management encountered during the audit.
8. Inquire regarding the "quality of earnings" of the Company from a subjective as well as an objective standpoint.
9. Review with the independent auditors any related significant findings and recommendations of the independent auditors together with the Management's responses thereto.
10. Review with the management and the independent auditor the effect of any regulatory and accounting initiatives, as well as off-balance-sheet structure, if any.
11. Review with the management, the independent auditors, the interim annual financial report before it is filed with the regulatory authorities.
12. Review with the independent auditor that performs an audit: (a) all critical accounting policies and practices used by the Company; and (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the Management of the Company, the ramifications of each alternative and the treatment preferred by the Company.
13. Review all material written communications between the independent auditors and the management.
14. Review with the management and the independent auditors: (a) the Company's annual financial statements and related foot notes; (b) the independent auditors' audit of the financial statements and their report thereon; (c) the independent auditor's judgments about the quality, not just the acceptability of the Company's accounting principles as applied in its financial reporting; (d) any significant changes required in the independent auditors' audit plan; and (e) any serious difficulties or disputes with the Management encountered during the audit.
15. Periodically review the Company's code of conduct to ensure that it is adequate and up-to-date.
16. Review the procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting or auditing matters that may be submitted by any party internal or

external to the organization. Review any complaints that might have been received, current status, and resolution if one has been reached.

17. Review procedures for the confidential, anonymous submission by employees of the organization of concerns regarding questionable accounting or auditing matters. Review any submissions that have been received, the current status, and resolution if one has been reached.

18. The audit committee will perform such other functions as assigned by law, the Company's articles, or the Board of Directors.

19. Review and approve hiring policies for employees or former employees of the past and present independent auditors.

III. The duties and responsibilities of the audit committee as they relate to the internal control procedures are to:

1. Review and approve the internal control assessment plan.
2. Review any significant findings and recommendations, and management's response thereto.
3. Review the appropriateness and effectiveness of the policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management.
4. Review any unresolved issues between management and the independent auditors that could affect the financial reporting or internal controls.
5. Review all material written communications between the independent auditors and management.
6. Periodically review the financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the independent auditors have been implemented.

IV. The audit committee is also charged with the responsibility to:

1. Review the quarterly financial statements and associated management's discussion and analysis and earnings release and recommend approval to the Board of Directors with respect thereto.
2. Review and approve the financial sections of (a) the annual report to shareholders; (b) the annual information form; (c) prospectuses and other offering documents; and (d) other public reports requiring approval by the Board of the Directors and report to the Board of Directors with respect thereto.
3. Review regulatory filings and decisions as they relate to the consolidated financial statements.
4. Review the appropriateness of the policies and procedures used in the preparation of the consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies.
5. Review and report on the integrity of the consolidated financial statements.
6. Review the minutes of any audit committee meetings of subsidiary companies.

7. Review with management, the independent auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results and the manner in which such matters have been disclosed in the consolidated financial statements.
8. Review the compliance with regulatory and statutory requirements as they relate to consolidated financial statements, tax matters and disclosure of materials facts.
9. Review with management the policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the independent auditors.
10. Receive a report annually from management of all accounting firms employed, other than the principal independent auditors, with such report to include the nature of the services performed and the fees charged.
11. Develop a calendar of activities to be undertaken by the audit committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Committee following each annual general meeting of shareholders.
12. Establish and periodically review procedures for: (a) the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

D. Appointment and Responsibilities of the Audit Committee Chair:

The audit committee shall appoint from its members a Audit Committee Chair (Edward O'Sullivan). The fundamental responsibility of the Audit Committee Chair is to be responsible for the management and effective performance of the audit committee and provide leadership to the audit committee in fulfilling its core responsibilities and any other matters delegated to it by the Board of Directors. To that end, the Audit Committee Chair's responsibilities shall include:

1. Working with the Board of Directors to establish the frequency of the audit committee meetings.
2. Provide leadership to the audit committee and presiding over the audit committee meetings.
3. Facilitating the flow of information to and from the audit committee and fostering an environment in which audit committee members may ask questions and express their viewpoints.
4. Reporting to the Board of Directors with respect to the significant activities of the audit committee and any recommendation of the audit committee.
5. Leading the audit committee in annually reviewing and assessing the adequacy of its terms of reference and evaluating its effectiveness in fulfilling its terms of reference.
6. Taking such other steps as are reasonably required to ensure that the audit committee carries out its core responsibilities.

E. Authority

1. The audit committee shall have access to such officers and employees and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
2. The independent auditors shall have a direct line of communication to the audit committee through its Audit Committee Chair and may bypass management if deemed necessary. The audit committee, through its Audit Committee Chair, may contact directly any of the Company's employee as it deems necessary, and any employee may bring before the audit committee any matter involving questionable, illegal or improper financial practices or transactions.
3. The audit committee shall have authority to engage independent counsel, consultants and other advisors at the expense of the Company, as it determines to be necessary or advisable to carry out its duties and responsibilities, including setting and authorizing the payment of the compensation for any advisors employed by the audit committee, and to communicate directly with the internal and independent auditors.

F. Accountability

1. The Audit Committee Chair has the responsibility to make periodic reports to the Board of Directors, as requested, on financial reporting and internal financial control matters relative to the Company.
2. The audit committee shall report its discussions to the Board of Directors by maintaining its meetings and providing an oral report at the next Board of Directors' meeting.

G. Meetings

Meetings of the audit committee shall be conducted as follows:

1. The audit committee shall meet at least once annually at such times and at such locations as may be requested by the Audit Committee Chair of the audit committee. The independent auditors or any member of the audit committee may request a meeting of the audit committee.
2. Notice of the time and place of every meeting of the audit committee shall be given in writing to each member of the audit committee a reasonable time before the meeting.
3. The external auditors shall receive notice of and have the right to attend all meetings of the audit committee.
4. Agendas for meetings of the audit committee shall be developed by the Audit Committee Chair of the audit committee in consultation with management, and should be circulated to audit committee members one week prior to audit committee meetings.
5. The following management representatives shall be invited to attend all meetings, except executive sessions and private sessions with the independent auditors: (a) Chief Executive Officer; and (b) Chief Financial Officer.
6. Other management representatives shall be invited to attend as necessary.
7. A member of the audit committee may be designated as the liaison member to report on the deliberations of the audit committee to the Board.

The audit committee is currently comprised of independent directors. Please see the biographies provided in the “Directors and Executive Officers” section for their relevant education and business experience.

The Company does not restrict the number of other audit committees on which members of the Company’s audit committee may serve.

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a “venture issuer”, is not required to comply with Parts 3 (Composition of the Audit Committee) and Parts 5 (Reporting Obligations) of NI 52-110.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor (currently, Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, British Columbia) not adopted by the Board.

Reliance on Certain Exemptions

During the most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4 or 8 of National Instrument 52-110 *Audit Committees*. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of all the non-audit services not pre-approved is reasonably expected to be no more than 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided, the Company did not recognize the services as non-audit services at the time of engagement, and the services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of the Instrument, in whole or in part.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of National Instrument 52-110 *Audit Committees*, the engagement of non-audit services is considered by, as applicable, the Board and the Audit Committee, on a case by case basis.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, British Columbia to the Company to ensure auditor independence. Fees incurred with Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, British Columbia for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Year ended December 31, 2020	Fees Paid to Auditor in the prior Fiscal Year
Audit Fees (1)	\$111,000	\$102,500
Audit-Related Fees (2)	Nil	Nil
Tax Fees (3)	Nil	Nil
All Other Fees (4)	Nil	Nil
Total	\$111,000	\$102,500

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-Related Fees” include fees for services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

Directorships

The following table sets forth the directors of the Company who currently hold directorships on other reporting issuers:

<u>Name of Director</u>	<u>Name of Other Reporting Issuer(s)</u>	<u>Marketplace</u>
William Espley	Predictive Health Analytics Inc.	Not Listed

Orientation and Continuing Education

The orientation policy of the Company is that a representative of the Board of Directors briefs all new directors with respect to the policies of the Board of Directors and other relevant corporate and business information.

The Board does not currently provide any formal continuing education.

Ethical Business Conduct

The Company has not yet adopted a complete code of ethics policy, however the Company has adopted a disclosure policy that applies to all directors, officers and employees of the Company, as part of a program to establish a comprehensive code of ethics.

Nomination of Directors

The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of shareholders. The Board does not have a nominations committee or a formal procedure with respect to the nomination of directors and does not have any defined policy or procedure requirements of shareholders to submit recommendations or nominations for directors.

The Company does not currently have any specific documented criteria for the election of nominees to the Board and it does not have any specific process or procedure for evaluating such nominees, however the Board currently operates on the basis that new nominees optimally have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Board of Directors is responsible for determining all forms of compensation to be paid to members of the Board and the executive team, and in doing so takes into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded companies.

Other Board Committees

Other than the Audit Committee, the Board currently has no committees and believes that given the current size of the organization, the functions of all common committees can be responsibly performed by the directors. All proceedings of the Board are conducted by way of formal meetings or through resolutions consented to in writing by all of the directors of the Company.

The Board does not have a formal process for reviewing the contributions of individual directors, however informal evaluations of members' contributions are usually performed during regular Board meetings.

Exemption

The Company is relying upon the exemption in section 6.1 of National Instrument 52-110 in respect of the composition of its Audit Committee and in respect of its reporting obligations under NI 52-110.

APPOINTMENT OF AUDITOR

Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, British Columbia, will be nominated at the Meeting for reappointment as auditor of the Company at a remuneration to be fixed by the directors.

EXECUTIVE COMPENSATION

Compensation of Executive Officers

The Compensation Discussion and Analysis section explains the compensation program for the fiscal year ended December 31, 2020 for the Company's Named Executive Officers.

Compensation Discussion and Analysis

The compensation of the executive officers is determined by the Board of Directors, based in part on recommendations from the Chief Executive Officer.

The Board evaluates individual executive performance with the goal of setting compensation at levels that they believe are comparable with executives in other companies of similar size and stage of development operating in the same industry. In connection with setting appropriate levels of compensation, the Board members base their decisions on their general business and industry knowledge and experience and publicly available information of comparable companies comprising the peer group of the Company while also taking into account our relative performance and strategic goals. Companies selected for comparison are publicly traded, internet of things hardware and software business companies of a similar size to the Company with operations considered to be analogous.

Executive officer compensation consists of three basic elements: i) base salary; ii) stock options; iii) and cash bonuses. The details are set out in the Summary Compensation Table.

The base salary established for each executive officer is intended to reflect each individual's responsibilities, experience, prior performance and other discretionary factors deemed relevant by the Board. In deciding on the salary portion of the compensation of the executive officers, major consideration is given to the fact that the Company has a limited operating history, has not yet achieved profitability and must rely on funds raised from equity or debt financing. Therefore, greater emphasis may be placed on stock option compensation.

The stock option portion of the compensation is designed to provide the executive officers of the Company with a long-term incentive in developing the Company's business. Options granted under the Company's stock option plan are approved by the Board, and if applicable, its subcommittees, after consideration of the Company's overall performance and whether the Company has met targets set out by the executive officers in their strategic plan.

Compensation Philosophy and Objectives

The primary goals of the Company's executive compensation program are to:

- attract, retain, motivate and reward talented executives;
- tie annual and long-compensation incentives to achievement of specified performance objectives inherent in the Company's business strategy;
- create long-term value for the Company's shareholders by aligning the interests of the Company's executives with those of the Company's shareholders; and
- provide the Company's executives with a total compensation package that recognizes individual contributions, as well as overall business results.

To achieve these goals, the Company intends to maintain compensation plans that tie a substantial portion of the Company's executive overall compensation to the achievement of key strategic, operation and financial goals and appreciation in the Company's stock price.

Components of Executive Compensation

Base Salary

In the view of the board of directors of the Company, paying base salaries that are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on comparable companies within the industry is compiled from a variety of sources, including surveys conducted by independent consultants and national and international publications. The salaries for the Named Executive Officers (excluding the grant date value of option awards) ranged from US\$181,942 to US\$302,130 in 2020.

Performance Bonus

The Company's objective will be to achieve certain strategic objectives and milestones. The Board will consider cash bonus compensation for its officers dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses. Bonuses are awarded at the discretion of the Chief Executive Officer.

Option Plan Awards

The Board believes that encouraging its officers and employees to become shareholders or have a significant portion of their potential income tied to appreciation of the price of the Company's shares, is the best way of aligning their interests with those of its shareholders. Equity participation will be accomplished through the Company's 2017 Stock Option Plan (or any successor plan thereof). Stock options are expected to be granted to officers taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. Options are expected to generally be granted to officers and vest on terms established by the Board.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES
(for the fiscal year ended December 31, 2020)

Name and Principal position	Year	Salary, consulting fee, retainer or commission (US\$)	Bonus (US\$)	Committee or meeting fees (US\$)	Value of Perquisites (US\$)	All other compensation (US\$)	Total compensation (US\$)
Chris Bursey <i>Chief Executive Officer</i>	2020	\$259,963	\$10,000	Nil	Nil	Nil	\$269,963
	2019	\$251,386	\$15,000	Nil	Nil	Nil	\$266,386
Rich Gomberg⁽¹⁾ <i>Chief Financial Officer</i>	2020	\$302,130	\$10,000	Nil	Nil	Nil	\$312,130
	2019	\$247,475	\$10,000	Nil	Nil	Nil	\$257,475
Dave Scowby <i>Chief Operating Officer</i>	2020	\$230,924	\$1,000	Nil	Nil	Nil	\$231,924
	2019	\$205,959	\$5,000	Nil	Nil	Nil	\$210,959
Michael T. Lawless <i>Executive Vice-President Business Development</i>	2020	\$181,942	\$10,000	Nil	Nil	Nil	\$191,942
	2019	\$179,330	\$10,000	Nil	Nil	Nil	\$189,330
Eric Placzek <i>Chief Technology Officer</i>	2020	\$204,699	\$1,000	Nil	Nil	Nil	\$205,699
	2019	\$252,484	\$5,000	Nil	Nil	Nil	\$257,484

⁽¹⁾ Mr. Gomberg receives his remuneration as a consultant to the Company through a third party contract services corporation.

COMPENSATION SECURITIES
(for the fiscal year end of December 31, 2020)

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽¹⁾	Date of issue or grant	Issue, conversion or exercise price (CDN\$/US \$)	Closing price of security or underlying security on date of grant (CDN\$/US \$)	Closing price of security or underlying security at year end (CDN\$/US \$)	Expiry Date
Chris Bursey, <i>CEO and Director</i>	Stock Options	20,000	Jan. 7/20	CDN\$2.20/ US\$1.68	CDN\$2.00/ US\$1.53	CDN\$2.05/ US\$1.61	Jan. 7/30
Edward O’Sullivan, <i>Director</i>	Stock Options	115,000	Jan. 7/20	CDN\$2.00/ US\$1.53	CDN\$2.00/ US\$1.53	CDN\$2.05/ US\$1.61	Jan. 7/30
William Espley, <i>Director</i>	Stock Options	100,000	Jan. 7/20	CDN\$2.00/ US\$1.53	CDN\$2.00/ US\$1.53	CDN\$2.05/ US\$1.61	Jan. 7/30
Winston Wong ⁽²⁾ , <i>Director</i>	Stock Options	100,000	Jan. 7/20	CDN\$2.00/ US\$1.53	CDN\$2.00/ US\$1.53	CDN\$2.05/ US\$1.61	Jan. 7/30
John Hubler, <i>Director</i>	Stock Options	100,000	May 20/20	CDN\$1.10/ US\$0.79	CDN\$1.10/ US\$0.79	CDN\$2.05/ US\$1.61	May 20/30
Rich Gomberg, <i>CFO</i>	Stock Options	250,000	Jan. 7/20	CDN\$2.00/ US\$1.53	CDN\$2.00/ US\$1.53	CDN\$2.05/ US\$1.61	Jan. 7/30

⁽¹⁾The total amount of compensation securities, and underlying securities, held by each named executive officer or director on the last day of the most recently completed financial year end and as of the date of the Company’s Information Circular are as follows:

Name	Type of Compensation Securities	Number	Description of Underlying Securities	Date of Grant
Dave Scowby, <i>Chief Operating Officer</i>	Stock options	1,000,000	Shares of common stock	October 5, 2017
Michael T. Lawless, <i>Executive Vice-President Business Development</i>	Stock options	1,000,000	Shares of common stock	October 5, 2017
Eric Placzek <i>Chief Technology Officer</i>	Stock options	250,000	Shares of common stock	October 5, 2017
Chris Bursey <i>Chief Executive Officer and Director</i>	Stock options	20,000	Shares of common stock	January 7, 2020

Rich Gomberg <i>Chief Financial Officer</i>	Stock options	250,000	Shares of common stock	January 7, 2020
William Espley <i>Director</i>	Stock options	100,000	Shares of common stock	January 7, 2020
Edward O’Sullivan <i>Director</i>	Stock options	115,000	Shares of common stock	January 7, 2020
Winston Wong⁽²⁾ <i>Director</i>	Stock options	100,000	Shares of common stock	January 7, 2020
John Hubler <i>Director</i>	Stock options	100,000	Shares of common stock	May 20, 2020

⁽²⁾ Resigned May 26, 2021

The Company’s compensation securities are granted pursuant to its stock option plan which allows for the grant of options to the Company’s directors, officers, and full-time and part-time employees and consultants. The Company’s Board of Directors is responsible for administering the stock option plan and any determinations by the Board of Directors shall be final, binding and conclusive upon all persons having interest in the stock option plan. Any officers shall have the authority to act on behalf of the Company with respect to any matter, right obligation, or election which is the responsibility or which is allocated to the Company, subject to the provisions of the plan, on such terms and conditions including: (i) the time or times at which options may be granted; (ii) the exercise price; (iii) the time or times when each option vests and becomes exercisable and the duration of the exercise period (provided however that the exercise period may not exceed 10 years); and (iv) whether restriction or limitations to be imposed on the shares underlying options and the nature of such restrictions or limitations.

Pursuant to the stock option plan, as it was amended in connection with this Offering, so that the number of shares of common stock that may be issued under the stock option plan will automatically increase on January 1st of each year, commencing on January 1, 2020 and ending on (and including) January 1, 2027, to an amount equal to 29.99% of the total number of shares of common stock outstanding on December 31st of the preceding calendar year.

Special features of the stock option plan include:

Cashless Exercise.

All options granted under the stock option plan have an exercise price that is not less than the fair market value of the underlying shares at the time of grant, as determined by good faith by the Board of Directors.

An option granted under the stock option plan is exercisable no later than ten years after the date of grant. In order to facilitate the payment of the exercise of the options, the stock option plan allows for the payment of the exercise price by means of a cashless exercise that could involve a net-exercise defined as follows:

“Net-Exercise” means a procedure by which the Participant will be issued a number of whole shares of Stock upon the exercise of an Option determined in accordance with the following formula:

$$N = X(A-B)/A, \text{ where}$$

“N” = the number of shares of Stock to be issued to the Participant upon exercise of the Option;

“X” = the total number of shares with respect to which the Participant has elected to exercise the Option;

“A” = the Fair Market Value of one (1) share of Stock determined on the exercise date; and

“B” = the exercise price per share (as defined in the Participant’s Award Agreement)

Change in Control.

In the event of an amalgamation, combination, plan of arrangement, merger or other reorganization, including by sale or lease of assets or otherwise, or of the payment of an extraordinary dividend, the Company’s Board of Directors may make certain adjustments to outstanding options and authorize such steps to be taken as may be equitable and appropriate to that end. In the event of certain change in control transactions, where the stock option plan is neither assumed nor substituted for by the acquirer in connection with the change in control, the options shall terminate and cease to be outstanding effective as of the time of consummation of the change in control to the extent that the option is not exercised as of the date of the change in control. Shares acquired upon exercise of the option prior to the change in control and any consideration received pursuant to the change in control with respect to such shares shall continue to be subject to all applicable provisions of the stock option plan. If the stock option plan is terminated or amended in connection with a change in control, it shall be subject to prior written approval of the CSE.

Termination or Amendment.

The Company’s Board of Directors, may, without notice, at any time from time to time, amend, suspend, or terminate the stock option plan or any provisions in such respects as it determines appropriate, except as provided in connection with a change in control, it may not without the consent of the optionee materially alter or impair any rights or obligations arising from any option previously granted to such optionee under the stock option plan. No termination or amendment to the Stock Option Plan may be effective unless otherwise approved in writing by the CSE.

PENSION PLAN BENEFITS

The Company does not have a pension plan or provide any benefits following or in connection with retirement.

TERMINATION AND CHANGE OF CONTROL BENEFITS

In fiscal year ended 2020, the Company did not have a compensatory plan, contract or arrangement where a Named Executive Officer is entitled to receive more than US\$100,000 to compensate such executive officers in the event of resignation, retirement or other termination, a change of control of the Company or its subsidiaries or a change in responsibilities following a change in control, except as disclosed herein.

Service Agreements

The Company has entered into service agreements in relation to the services of each of the Named Executive Officers and the compensation to be paid by the Company pursuant to such agreements are as disclosed in the

“Summary Compensation Table”. See “Executive Compensation”.

Termination and Change in Control Benefits

Termination of Employment

If the services agreement between the Company and Mr. Gomberg, Chief Financial Officer of the Company, is terminated by the Company without cause, Mr. Gomberg is entitled to receive any unpaid bonus with respect to the calendar year ending on or preceding the date of termination and an amount equal to US\$50,000, payable on the sixtieth (60th) day following Mr. Gomberg’s termination. In addition, all of the Chief Financial Officer’s outstanding stock options granted and after the effective date of his service agreement shall become immediately vested or become exercisable had employment continued through the next vesting date. If the services agreements between the Company and Mr. Scowby, Mr. Bursey, Mr. Lawless or Mr. Placzek is terminated without cause, they are entitled to receive from the Company any (i) accrued benefits; (ii) any unpaid bonuses with respect to the calendar year ending or preceding the date of the termination; (iii) an amount equal to fifty percent (50%) of the Executive’s then-current base salary; and (v) payments of COBRA premiums for six (6) months following termination. In addition, all of Executive’s outstanding stock options granted from and after the effective date shall become immediately vested for the portion that would have vested or become exercisable had employment continued through the next vesting date provided that the initial vesting date for such equity award occurred prior to the Executive’s termination date.

Change in Control

In the event of the resignation or termination of Mr. Gomberg, Chief Financial Officer, upon a change of control, the Company shall pay to Mr. Gomberg any accrued benefits, any unpaid bonuses, and an amount equal to US\$100,000.

In the event of the resignation or termination of Mr. Scowby, Mr. Bursey, Mr. Lawless or Mr. Placzek, upon a change of control, the Company shall pay to the Executive any (i) accrued benefits; (ii) any unpaid bonuses; (iii) an amount equal to one hundred percent (100%) of the Executive’s then-current base salary; (iv) and payments of COBRA premiums for six (6) months following termination.

EQUITY COMPENSATION PLAN INFORMATION (as of December 31, 2020)

	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 future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders	3,720,000	2.00	380,000
Equity compensation plans <i>not</i> approved by securityholders	Nil	Nil	Nil
Total	3,720,000		380,000

There are no employment contracts between either the Company and the above-named executive officers other than disclosed herein.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than as disclosed hereunder, no directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, “**Informed Person**” means (a) a Director or Executive Officer of the Company; (b) a Director or Executive Officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed below, elsewhere herein or in the Notes to the Company's financial statements for the financial year ended December 31, 2020, none of:

- (a) the Informed Persons of the Company;
- (b) the proposed nominees for election as a Director of the Company; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the last financial year of the Company or in a proposed transaction which has materially affected or would materially affect the Company or any subsidiary of the Company.

An informed person is one who generally speaking is a director or executive officer or a 10% shareholder of the Company. To the knowledge of management of the Company, no informed person or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during the year ended December 31, 2020, or has any interest in any material transaction in the current year other than as set out herein.

MANAGEMENT CONTRACTS

Except as set out herein, there are no management functions of the Company which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

STOCK OPTION PLAN

In October 2017, stockholders approved the adoption of the 2017 Stock Plan (“2017 Plan”), pursuant to which 3,500,000 shares of common stock were authorized for issuance. In June 2019, stockholders approved an increase in the number of authorized shares to 4,100,000 shares, and an annual evergreen feature that will adjust the number of authorized shares of common stock reserved to an amount equal to 29.99% of the Company’s issued capital stock (other than the maximum number of shares that may be issued through ISOs, which is fixed at 4,100,000 shares. The 2017 Plan provides for the awards of ISOs, NQOs and restricted stock to the employees,

directors, officers and consultants of the Company. The 2017 Plan will remain in effect until its termination by the Board, provided, however, that, all awards must be granted, if at all, within ten (10) years from October 5, 2017. The following is a summary of the material terms of the 2017 Plan:

- (a) employees, consultants and directors of the Company are eligible to receive awards under the 2017 Plan;
- (b) a number of shares currently equal to 4,100,000 of the issued and outstanding shares in the capital stock of the Company from time to time are reserved for the issuance of stock options. The Stock Option Plan has an annual evergreen feature that will adjust the number of authorized share reserved for issuance to an amount equal to 29.99% of the Company's issued capital stock, other than the maximum number of shares that may be issued through Incentive Stock Options ("ISOs") which is fixed at 4,100,000;
- (c) the exercise price of any options granted is determined by the Board in its sole discretion as of the date the Board grants the options, and if the Company is listed on the CSE, shall not be less than the last closing price of the Company's shares traded through the facilities of the CSE prior to the grant of the options;
- (d) options granted under the Stock Option Plan are issuable for a period of up to ten (10) years, and are not assignable or transferable except pursuant to the applicable limitations described in Rule 701 under the U.S. Securities Act, and the General Instructions to Form S-8 Registration Statement under the U.S. Securities Act;
- (e) if a majority of the shares that are subject to outstanding options are exchanged for or converted into shares of another corporation, the Company may unilaterally amend the outstanding options to provide that such option are for new shares. In the event of such amendment, the number of shares, subject to, and the exercise or purchase price per share of the outstanding options shall be adjusted in a fair and equitable manner as determined by the Company;
- (f) to the extent that an ISO becomes exercisable for the first time during any calendar year having a fair market value greater than US\$100,000, the portions of such options which exceed such amount shall be treated as non-statutory stock options;
- (g) payment of the exercise price for the shares being purchased pursuant to any option shall be made in accordance with the policies of the applicable stock exchange;
- (h) if change in control is applicable, the Company may provide for any one or more of the following for the outstanding options: (i) accelerated vesting, (ii) assumption, continuation or substitution of options, or (iii) cash-out outstanding options;
- (i) any person who is not an employee on the effective date of the grant of an option may be granted only a non-statutory stock option; and
- (j) notwithstanding the foregoing, if an optionee dies, any vested options held by him or her at the date of death will become exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such option.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. AMENDMENT TO CERTIFICATE OF INCORPORATION

We are asking our shareholders to approve an amendment (the “Amendment”) of our Certificate of Incorporation. The following description is a summary only and is qualified in its entirety by reference to the complete text of the Amendment appended to this Proxy Statement as Annex A, which we encourage you to read in its entirety.

The Amendment would amend and restate Article 11 of our Certificate of Incorporation. Currently, Article 11 provides that, unless the Company consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation’s stockholders, (c) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, the Corporation’s Certificate of Incorporation or Bylaws, or (d) or any action asserting a claim governed by the internal affairs doctrine. The Amendment would provide that the Delaware exclusive forum provision will not preclude or contract the scope of exclusive federal or concurrent jurisdiction for actions brought under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, or the respective rules and regulations promulgated thereunder. The Board unanimously approved, and recommends that our shareholders approve, the Amendment to amend and restate Article 11.

The affirmative vote of at least sixty-six and two-thirds percent (66 2/3%) of the voting power of the issued and outstanding shares of our capital stock entitled to vote at the 2021 Annual Meeting is required to approve the Amendment. Abstentions and broker non-votes have the effect of a vote “against” the Amendment and, therefore, may affect the outcome of the proposal.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” THE
AMENDMENT OF OUR CERTIFICATE OF INCORPORATION.
(RESOLUTION NO. 3 ON YOUR PROXY CARD)**

ADDITIONAL INFORMATION

Additional information relating to the Company is included in the Company's audited comparative financial statements for the year ended December 31, 2020 and the prior fiscal year, the auditor's report and related management discussion and analysis. Copies of such statements and the Company's most current interim financial statements and related management discussion and analysis, and additional copies of this proxy circular, may be obtained from SEDAR at www.sedar.com and upon request from the Company at the address of the Company.

OTHER MATTERS

The Directors are not aware of any other matters which they anticipate will come before the Meeting as of the date of mailing of this Information Circular.

DATED May 31, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

“Chris Bursey”

**Chris Bursey,
CEO and Director**

ANNEX A

AMENDMENT TO ARTICLE 11 OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO CLARIFY THAT THE EXCLUSIVE FORUM PROVISIONS WOULD NOT APPLY TO ACTIONS ARISING UNDER U.S. FEDERAL SECURITIES LAWS

ARTICLE 11

Except for (i) actions in which the Court of Chancery in the State of Delaware concludes that an indispensable party is not subject to the jurisdiction of the Delaware courts, and (ii) actions in which a federal court has assumed exclusive jurisdiction of a proceeding, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (c) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, the Corporation's Certificate of Incorporation or Bylaws, or (d) or any action asserting a claim governed by the internal affairs doctrine; unless the Corporation consents in writing to an alternative forum for any such proceedings upon the approval of the Board of Directors of the Corporation. **Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall, and shall be deemed to, have notice of and to have consented to the provisions of this Article 11. Notwithstanding the foregoing, nothing in this Article 11 shall preclude or contract the scope of exclusive federal or concurrent jurisdiction for actions brought under the U.S. Securities Act of 1933, as amended, or the U.S. Securities Exchange Act of 1934, as amended, or the respective rules and regulations promulgated thereunder.**