

**HEYBRYAN MEDIA INC.**

**NOTICE OF MEETING**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

**FOR**

**2018 ANNUAL GENERAL MEETING**

**HEYBRYAN MEDIA INC.**

Suite 501 – 318 Homer Street  
Vancouver, British Columbia V6B 2V2

**NOTICE OF ANNUAL GENERAL MEETING**

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the 2018 annual general meeting (the "**Annual Meeting**") of the holders of common shares of HeyBryan Media Inc. (the "**Company**") will be held at 11:00 a.m. (Vancouver time) on February 21, 2020, at the offices of the Company at Suite 501 – 318 Homer Street, Vancouver, British Columbia V6B 2V2 for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended December 31, 2018, together with the report of the auditor thereon;
2. to fix the number of directors to be elected for the ensuing year at five;
3. to elect five directors of the Company for the ensuing year;
4. to reappoint Davidson & Company LLP, Chartered Professional Accountants, as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix its remuneration;
5. to transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

Specific details of the matters proposed to be put before the Annual Meeting are set forth in the Information Circular which accompanies this Notice of Annual General Meeting.

The record date for determining shareholders entitled to receive notice of and vote at the Annual Meeting is the close of business (5:00 p.m. (Vancouver time)) on January 20, 2020 (the "**Record Date**"). Only those shareholders whose names have been entered in the register of holders of common shares of the Company as of close of business on the Record Date are entitled to receive notice of and vote at the Annual Meeting.

Registered shareholders may attend the Annual Meeting in person or may be represented by proxy. Those shareholders who are unable to attend the Annual Meeting, or any adjournment or postponement thereof, in person are requested to date, sign and return the accompanying form of proxy for use at the Annual Meeting or any adjournment or postponement thereof. To be effective, the form of proxy must be received by the Company's transfer agent, Computershare Investor Services Inc. at its offices at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 Attention: Proxy Department (according to the instructions on the proxy), not less than forty-eight (48) hours (other than a Saturday, Sunday or holiday) immediately preceding the date of the Annual Meeting (as it may be adjourned or postponed from time to time).

If you are a non-registered holder of common shares of the Company and have received these materials through your broker or through another intermediary, please follow the instructions set out in the voting instruction form or other instructions received from the financial intermediary to ensure that your shares will be voted at the Annual Meeting.

**BY ORDER OF THE BOARD OF DIRECTORS**

"Lance Montgomery"

Director and Chief Executive Officer

**HEYBRYAN MEDIA INC.**  
Suite 501 - 318 Homer Street  
Vancouver, British Columbia V6B 2V2

**INFORMATION CIRCULAR**  
**SOLICITATION OF PROXIES**

This information circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by management (the “**Management**”) of HeyBryan Media Inc. (the “**Company**”) in connection with the Annual General Meeting of the Company for the year ended December 31, 2018 to be held on February 21, 2020 (the “**Meeting**”), at the time and place, and for the purposes, set out in the accompanying Notice of Annual General Meeting (the “**Notice of Meeting**”). The Company will bear the cost of this solicitation. This solicitation will be made by mail, but may also be made by telephone.

The Board of Directors of the Company has fixed January 20, 2020 as the record date (the “**Record Date**”) for determination of persons entitled to receive notice of and to vote at the Meeting. Only holders of common shares of the Company of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy (“**Proxy**”) in the manner and subject to the provisions described herein will be entitled to vote or to have their common shares voted at the Meeting.

Information in this Circular is provided as of January 20, 2020, except as otherwise indicated. This Circular does not constitute the solicitation of an offer to purchase any securities or the solicitation of a proxy by any person in any jurisdiction in which such solicitation is not authorized or in which the person making such solicitation is not qualified to do so or to any person to whom it is unlawful to make such solicitation.

Information contained in this Circular should not be construed as legal, tax or financial advice and shareholders of the Company are urged to consult their own professional advisers in connection therewith.

**APPOINTMENT AND REVOCATION OF PROXY**

The purpose of a Proxy is to designate a person(s) who will vote the Proxy on behalf of a shareholder of the Company in accordance with the instructions given by the shareholder in the Proxy. Those shareholders who are unable to attend the Annual Meeting, or any adjournment or postponement thereof, in person are requested to date, sign and return the accompanying form of Proxy for use at the Annual Meeting or any adjournment or postponement thereof. The persons named in the Proxy are directors and/or officers of the Company. **A registered shareholder has the right to appoint another person to represent him or her at the Meeting other than the persons designated in the Proxy. To appoint another person to serve as your representative at the Meeting, you may do so by striking out the printed names in the Proxy and inserting the desired person’s name in the blank space provided.** To be effective, the Proxy must be received by the Company’s transfer agent, Computershare Investor Services Inc., at its offices at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 Attention: Proxy Department (according to the instructions on the proxy), not less than forty-eight (48) hours (other than a Saturday, Sunday or holiday) immediately preceding the date of the Annual Meeting (as it may be adjourned or postponed from time to time).

A Proxy may be revoked by: (a) signing a Proxy with a later date and delivering it at the time and place noted above; (b) signing and dating a written notice of revocation and delivering it to Computershare, or by transmitting a revocation by telephonic or electronic means, to Computershare, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the Proxy is to be used, or delivering a written notice of revocation and delivering it to the Chair of the Meeting

on the day of the Meeting or adjournment of it; or (c) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

### **Provisions Relating to Voting of Proxies**

**The shares represented by Proxy in the form provided to shareholders will be voted or withheld from voting by the designated proxyholder in accordance with the instructions of the registered shareholder appointing him or her, and if a choice is specified the shares will be voted accordingly. If there is no direction provided by a registered shareholder, those shares will be voted for all proposals set out in the Proxy and for the election of the directors and the appointment of the auditors as set out in this Circular. The Proxy gives the person named in it the discretion to vote as such person sees fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Circular, the Management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.**

### **Advice to Beneficial Holders of Common Shares**

**The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold common shares in their own name.** Shareholders who hold their common shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their common shares in their own name (referred to herein as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders who appear on the records maintained by the Company’s registrar and transfer agent as registered holders of common shares will be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then those common shares will, in all likelihood, not be registered in the shareholder’s name. Such common shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such common shares are registered under the name of Cede & Co., the registration name for The Depository Trust Company, which acts as nominee for many United States brokerage firms. Common shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted or withheld at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. The various brokers and other intermediaries have their own mailing procedures and provide their 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 form of instrument of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form (“**VIF**”), mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). 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 Broadridge VIF cannot use that form to vote common shares directly at the Meeting. The VIFs must be returned to Broadridge (or instructions respecting the voting of common shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted. If you have any questions respecting the voting of common shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

The Notice of Meeting, Circular, Proxy and VIF, as applicable, are being provided to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories - those who object to their identity being known to the issuers of securities which they own (“OBOs”) and those who do not object to their identity being made known to the issuers of the securities which they own (“NOBOs”). Subject to the provisions of National Instrument 54-101 - Communication with Beneficial Owners of Securities of a Reporting Issuer (“NI 54-101”), issuers may request and obtain a list of their NOBOs from intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

The Company has distributed copies of the Notice of Meeting, Circular and VIF to intermediaries for distribution to NOBOs. Unless you have waived your right to receive the Notice of Meeting, Circular and VIF, intermediaries are required to deliver them to you as a NOBO of the Company and to seek your instructions on how to vote your common shares.

The Company’s OBOs can expect to be contacted by Broadridge or their brokers or their broker’s agents as set out above. The Company does not intend to pay for intermediaries to deliver the Notice of Meeting, Circular and VIF to OBOs and, accordingly, if the OBO’s intermediary does not assume the costs of delivery of those documents in the event that the OBO wishes to receive them, the OBO may not receive the documentation.

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 broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. NI 54-101 allows a Beneficial Shareholder who is a NOBO to submit to the Company or an applicable intermediary any document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder. If such a request is received, the Company or an intermediary, as applicable, must arrange, without expenses to the NOBO, to appoint such NOBO or its nominee as a proxyholder and to deposit that proxy within the time specified in this Circular, provided that the Company or the intermediary receives such written instructions from the NOBO at least one business day prior to the time by which proxies are to be submitted at the Meeting, with the result that such a written request must be received by 9:00 a.m. (Vancouver, British Columbia time) on the day which is at least three business days prior to the Meeting. **A Beneficial Shareholder who wishes to attend the Meeting and to vote their common shares as proxyholder for the registered shareholder, should enter their own name in the blank space on the VIF or such other document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker.**

All references to shareholders in the Notice of Meeting, Circular and the accompanying Proxy are to registered shareholders of the Company as set forth on the list of registered shareholders of the Company

as maintained by the registrar and transfer agent of the Company, Computershare, unless specifically stated otherwise.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The Company's authorized capital consists of an unlimited number of common shares, of which 72,117,781 common shares are issued and outstanding. Holders of common shares as of the Record Date are entitled to vote at the Meeting. Each common share carries the right to one vote.

To the knowledge of our directors and officers, the only person who owns or controls, directly or indirectly, or exercises control or direction over, more than 10% of the Company's outstanding common shares is:

<b>Name of Common Shareholder</b>	<b>Type of Ownership</b>	<b>Number of Common Shares Owned</b>	<b>Percentage of Outstanding Common Shares</b>
Penny White	Direct and Indirect	16,153,500	22.4%

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

#### **Financial Statements**

The audited consolidated financial statements of the Company for the year ended December 31, 2018, together with the auditor's report on those statements, will be placed before the Meeting.

#### **Election of Directors**

The term of office of each of the present directors expires at the Meeting. The Company plans to effectively reconstitute the Board of Directors at the Meeting such that it shall become fully independent and diverse in its representation with the addition of two female directors.

Accordingly, at the Meeting, shareholders will be asked to fix the number of directors of the Company at five and the persons named below will be presented for election as directors (as Management's nominees). Management does not contemplate that any of the nominees will be unable to serve as a director. Each director elected will hold office until the next annual meeting of the Company or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Company or the provisions of the *Business Corporations Act* (BC).

The following table provides certain information relating to the persons nominated for election as directors:

<b>Name, Position and Residency</b>	<b>Number of Common Shares Beneficially Owned or Controlled</b>	<b>Number of Convertible or Exchangeable Securities Beneficially owned or Controlled</b>	<b>Total Ownership on a Diluted/ Undiluted Basis<sup>(1)</sup></b>
<b>Lance Montgomery</b> Director and Chief Executive Officer <i>British Columbia, Canada</i>	1,949,997	2,399,997 (comprised of 1,949,997 Warrants and 450,000 Options)	6.0%/3.2%
<b>Michael Stulp</b> (2)(3) Director <i>Ontario, Canada</i>	Nil	Nil	Nil
<b>Spiros Margaris</b> Director <i>Switzerland</i>	Nil	500,000 Options	< 1%
<b>Rita Theil</b> (2) (3) Proposed Director <i>Ontario, Canada</i>	Nil	(4)	< 1%
<b>Lianne Hannaway</b> (2) (3) Proposed Director <i>Ontario, Canada</i>	Nil	(5)	< 1%

- (1) Based on 72,117,781 issued and outstanding common shares on a non-diluted basis and 134,846,362 issued and outstanding common shares on a diluted basis.
- (2) Member or proposed member of the Audit Committee.
- (3) Member or proposed member of the Compensation and Governance Committee.
- (4) Upon her appointment as a director, Ms. Theil will be issued \$25,000 in Deferred Stock Units (“DSUs”) and she will be granted 100,000 stock options, on terms to be agreed between the Company and Ms. Theil prior to her appointment as a director.
- (5) Upon her appointment as a director, Ms. Hannaway will be issued \$25,000 in DSUs and she will be granted 100,000 stock options, on terms to be agreed between the Company and Ms. Hannaway prior to her appointment as a director.

Set forth below is a description of the experience of each of the director nominees for the past five years:

***Lance Montgomery, Chief Executive Officer and Director***

Lance Montgomery (age 41), has been a Director of the Company since September 2018 and its Chief Executive Officer since July 2018 which is his principal occupation.

Mr. Montgomery has spent over 15 years building organizations from early stage to acquisition. He has led multiple agency teams serving global brands across the continent and signing clients such as Keurig, 7-11 and Prana. In his latest role he led a full service agency that supported the largest Telco in Canada. Mr. Montgomery also has a significant technology industry background with end-to-end marketing & sales experience and success building top-tier technology teams. He was Managing Director at Cossette Inc, a marketing and advertising firm, between August, 2017 and July, 2018, Managing Director at Idea Rebel Interactive Inc., also a marketing and advertising firm, between January, 2015 and June, 2017 and Vice President of Business Development at Media Valet Inc., a digital asset management company, between June, 2013 and January, 2015. He has been involved in numerous app builds, such as BMW, Converse, infinity, Wiiv, and the 7-11 rewards app. Mr. Montgomery studied Business Administration at Okanagan College from 1996 to 1998.

***Michael Stulp, Director***

Michael Stulp (age 34), has been a Director of the Company since September 2018.

Mr. Stulp has over 15 years of experience in financial management and is currently the CFO of the Baeumler Group of Companies, overseeing Baeumler production and distribution in over 30 countries (we are endorsed by Bryan Baeumler who is our media partner and a shareholder and Mr. Stulp was appointed a director as Mr. Baeumler's representative on the Board). He has held that role since February, 2016. Prior to that, Mr. Stulp was the Manager of Finance and Supply Chain Operations for Azelis Canada Chemicals Ltd. from September, 2015 to February 2016 and was the Financial Controller & Business Manager for the Waterstreet Group & Scotiabank before that between May, 2009 and September, 2015. Mr. Stulp has a proven track record of increasing EBITDA through cost reduction and efficiency improvements and brings over 15 years of experience in financial management. Mr. Stulp holds an honors Bachelor degree in Business Administration from the University of Guelph-Humber. He is also a Chartered Professional Accountant and Certified General Accountant (CPA, CGA).

***Spiros Margaris, Director***

Spiros Margaris (age 54), has been a Director of the Company since July 2018.

Mr. Margaris is a thought leader in the FinTech, blockchain and InsurTech industries, and was ranked No. 1 global influencer by Onalytica across all three categories. He is a frequent speaker at international FinTech and InsurTech conferences and publishes articles on innovation and thought leadership. Mr. Margaris has over 25 years of extensive financial experience in investment management and financial statement analysis and is the Founder of Margaris Ventures, a venture capitalist and advisory firm. At Margaris Ventures, Mr. Margaris has served as its Chief Investment Officer since September, 2010. Mr. Margaris holds a Master's in Business Administration from the University of Toronto.

***Rita Theil, Proposed Director***

Ms. Theil (age 55) is expected to be appointed a director at the Meeting.

Ms. Theil is an experienced executive with extensive board, financial advisory and legal experience in Canada, the USA and the United Kingdom. Ms. Theil holds a Chartered Director designation, and has focused on corporate governance and financial oversight in her previous board roles. She brings her unique legal, investment banking and strategy/risk analysis experience to her board positions, providing a cross-national and cross-functional skillset. Ms. Theil also has a strong background in establishing and overseeing diversity programs and large-scale change management. Ms. Theil started her professional career as a lawyer with Davies Ward Phillips & Vineberg LLP in Toronto, before relocating to London, United Kingdom where she held a variety of investment banking roles at Dresdner Kleinwort and Citigroup. Ms. Theil has almost 30 years' experience in both private and public companies, including with Scottish Water plc, Sierra Geothermal Corp., Threshold Power Trust, Global Water Resources, Allstate Insurance Company of Canada and NewGen Asset Management.



Ms. Theil holds a Bachelor of Social Science, and LLB and an MBA; all from the University of Ottawa.

***Lianne Hannaway, Proposed Director***

Ms. Hannaway (age 42) is expected to be appointed a director at the Meeting.

Ms. Hannaway is a Chartered Professional Accountant (CPA) with a successful track record of building and leading high-performance finance and accounting teams. Her work experience provides her with a wealth of finance experience drawn mainly from the private sector, and a high degree of knowledge around financial reporting and accounting platforms. Ms. Hannaway started her career with KPMG LLP in Canada, where she was an audit manager, including for technology clients in the heart of Canada's tech corridor, the Waterloo area. Ms. Hannaway then moved to KPMP LLP France where she audited a major European public company, before returning to KPMG LLP Canada where she joined the Advisory Services team, being promoted to Partner. Ms. Hannaway then joined the TMX Group, which owns Canada's most prominent financial exchanges, where she held a variety of senior roles including acting as CFO for Shorcan-TMX (a subsidiary), and as Corporate Controller and Finance Director, Capital Markets, and then Managing Director, Business Finance and Controller for TMX Group.

Ms. Hannaway has had extensive experience dealing with Audit and Financial Control matters, and has previously served as a Member on the Board of Governors for Humber College. She has extensive experience advising on diversity issues, financial transformation at the corporate level and cross-functional collaboration in complex environments.

Ms. Hannaway holds an Honours Bachelor of Mathematics and Master of Accounting, both from the University of Waterloo.

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

No proposed director of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days, that was issued while that person was acting as a director or executive officer; or
- (b) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days, that was issued after the person ceased to be a director or executive officer of the company but in respect of an event that occurred while acting in the capacity of a director or executive officer; or
- (c) 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.

***Individual Bankruptcies***

No director or proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been 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 that individual.

***Penalties or Sanctions***

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, 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 that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

### **Appointment of Auditor**

The Audit Committee of the Company recommends that Davidson & Company LLP be reappointed as auditor for the Company to hold office until the next annual meeting of shareholders and that the shareholders authorize the directors to fix the remuneration of the auditors. Davidson & Company LLP was appointed as auditors of the Company effective August 2018.

### **General Matters**

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice of Meeting, but if any other matters do arise, the person named in the Proxy intends to vote on any poll, in accordance with his or her best judgement, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

## **STATEMENT OF EXECUTIVE COMPENSATION**

### **Compensation Discussion and Analysis**

The following table provides a summary of compensation paid, directly or indirectly, for the financial years ended December 31, 2018 and 2017, to the directors, and to the following persons (collectively, the “Named Executive Officers” or “NEOs”):

- (a) each individual that during any part of the financial years presented, served as CEO, including an individual performing functions similar to a CEO;
- (b) each individual that during any part of the financial years presented, served as chief financial officer, including an individual performing functions similar to a chief financial officer (“CFO”);
- (c) the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the financial years presented whose total compensation was more than \$150,000; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of the financial year.

Table of compensation excluding compensation securities							
Name and principal position	Financial Year Ended December 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
Lance Montgomery <i>CEO and Director</i> <sup>(1)</sup>	2018	82,500	nil	nil	nil	nil	82,500
	2017	nil	nil	nil	nil	nil	nil
Yucui Huang <i>CFO and Corporate Secretary</i> <sup>(2)</sup>	2018	3,450	nil	nil	nil	nil	3,450
	2017	nil	nil	nil	nil	nil	nil
Spiros Margaris <i>Director</i>	2018	4,000	nil	nil	nil	nil	4,000
	2017	nil	nil	nil	nil	nil	nil
Michael Stulp <i>Director</i>	2018	nil	nil	nil	nil	nil	nil
	2017	nil	nil	nil	nil	nil	nil
Penny White <i>Director</i> <sup>(3)</sup>	2018	125,000	nil	nil	nil	nil	125,000
	2017	25,000	nil	nil	nil	nil	25,000

Notes:

- (1) Mr. Montgomery was engaged to provide services to the Company under a contract with Thrive Activations Inc. (“Thrive”) in 2017 at a monthly compensation of \$13,765 starting July 3, 2018 (including as CEO of the Company from July 19, 2018) until the agreement with Thrive was terminated on February 28, 2019. The Company and Mr. Montgomery entered into an employment agreement dated March 1, 2019 pursuant to which he acts as CEO at an annual salary of \$165,000 per year. See “- *Employment, Consulting and Management Contracts*” below.
- (2) Mr. Huang acted as the CFO and Corporate Secretary of the Company through Thrive from December 1, 2018 until September 30, 2019 and was paid at an hourly rate (\$115 per hour) for five months and subsequently at a monthly fixed rate (between \$5,000 to \$7,000 per month) for five months. Blair Jordan was appointed CFO effective October 1, 2019 under a contract pursuant to which he is compensated at a rate of \$7,500 per month for his services plus he has been granted 150,000 incentive stock options (to be issued). See “- *Employment, Consulting and Management Contracts*” below.
- (3) The Company and Penny White had entered into a management agreement on November 1, 2017 effective until the agreement was mutually terminated on October 1, 2018 pursuant to which Mrs. White provided management services to the Company, including as President and CEO until July 19, 2018, at a monthly salary of \$12,500 paid in cash and common shares.

## Stock Options and Other Compensation Securities

The table below sets out information regarding compensation securities granted by us to each director and NEO to the date of this circular:

Compensation Securities							
Name and position	Type of Compensation Security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Lance Montgomery <i>CEO and Director</i>	Options	200,000	September 28, 2018	0.10	N/A	N/A	September 28, 2023
	Options	250,000	February 6, 2019	0.15	N/A	N/A	February 6, 2024
Yucai Huang <i>CFO and Corporate Secretary</i>	Options	100,000	December 21, 2018	0.15	N/A	N/A	December 21, 2023
Penny White <i>Director</i>	Options	200,000	February 6, 2019	0.15	N/A	N/A	February 6, 2024
Spiros Margaritis <i>Director</i>	Options	500,000	July 23, 2018	0.10	N/A	N/A	July 23, 2023
Michael Stulp <i>Director</i>	Options	nil	nil	nil	nil	nil	nil

There have been no exercises of options or other compensation securities by any director or Named Executive Officer to date.

### Stock Option Plan

The Board has adopted a Stock Option Plan whereby a maximum of 20% of the issued and outstanding common shares, from time to time, may be reserved for issuance pursuant to the exercise of options. Under the terms of the Stock Option Plan, options may be granted only to: (i) our employees, officers, directors, and consultants; or (ii) a corporation wholly owned by such an employees, officers, directors, or consultants.

The exercise price of an option may not be less than the closing market price of the common shares on the trading day immediately preceding the date of grant of the option. If any options are granted within 90 days of a public distribution by prospectus, then the minimum exercise price shall be the greater of: (a) if the common shares are listed on a securities exchange, the closing market price of the common shares on the trading day immediately preceding the date of grant of the option; and (b) the price per share paid by the investors for shares acquired under the public distribution; provided however, that if the common shares are not listed on any securities exchange, the exercise price may not be less than \$0.10.

The options are non-assignable and non-transferable. Options granted under the Stock Option Plan have a maximum term of five years and can only be exercised by the optionee as long as the optionee remains an eligible optionee pursuant to the Stock Option Plan or within 90 days (or as otherwise determined by the Board) after ceasing to be an eligible optionee, or, if the optionee dies, within one year from the date of the optionee's death.

Subject to shareholder and regulatory approvals as may be required under the plan, the Board may from time to time amend or revise the terms of the Stock Option Plan or may terminate the Stock Option Plan at any time.

### **Employment, Consulting and Management Agreements**

We have entered into employment consulting agreements with the following directors and NEOs:

Lance Montgomery: The Company and Lance Montgomery entered into an employment agreement dated March 1, 2019 pursuant to which the Company engaged Mr. Montgomery to provide services as CEO of the Company at a salary of \$165,000 per year plus benefits. Mr. Montgomery may terminate the agreement upon four weeks prior written notice to the Company. The Company may terminate the Agreement upon six months' prior written notice without cause (or payment in lieu), or immediately for cause, subject to applicable law. The agreement contains confidentiality, non-competition, non-solicitation and intellectual property provisions customary for agreements of this type.

Prior to entering the employment agreement with the Company described above, Mr. Montgomery was engaged to provide services to the Company under a contract with Thrive entered in 2017 at a monthly compensation of \$13,765 starting July 3, 2018 (including as CEO of the Company from July 19, 2018) until the agreement with Thrive was terminated on February 28, 2019.

Yucui Huang: On June 25, 2018, the Company, Thrive and FastTask SubCo entered into the Operating Agreement and a statement of work thereunder pursuant to which Mr. Huang provided CFO and Corporate Secretary services to the Company. From December 2018 to April 2019 he was paid on an hourly basis at the rate of \$115 per hour, from May 2019 to July 2019 he was paid a monthly fixed rate of \$7,000 per month, and from August 2019 to September 2010 he was paid a monthly fixed rate of \$5,000 per month, until his resignation on September 30, 2019.

Blair Jordan: The Company and Blair Jordan entered into a consulting services agreement effective October 1, 2019 pursuant to which the Company engaged Mr. Jordan to provide services as CFO of the Company at a rate of \$7,500 per month plus an aggregate of 150,000 incentive stock options (to be issued). The term of the agreement is from October 1, 2019 to March 31, 2020 and the agreement can be terminated by either party on two weeks prior written notice or by the Company without notice in the event of a breach of a material term of the agreement. The agreement contains confidentiality, non-competition, non-solicitation and intellectual property provisions customary for agreements of this type.

Spiros Margaritis: The Company and Spiros Margaritis entered into a director agreement dated July 23, 2018 pursuant to which Mr. Margaritis agreed to act as a director of the Company. Under the agreement, Mr.

Margaris was granted 500,000 stock options in the Company and is paid a fee of \$800 per month payable twelve months in advance.

Penny White: The Company and Penny White had entered into a management agreement on November 1, 2017 effective until the agreement was mutually terminated on October 1, 2018 pursuant to which Mrs. White provided management services to the Company, including as President and CEO until July 19, 2018, at a monthly salary of \$12,500 paid in cash and common shares.

### **Pension Plan Benefits**

Neither we, nor any of our wholly owned subsidiaries, currently provides any pension plan benefits for NEOs, directors or employees.

### **Termination and Change of Control Benefits**

There are no provisions granting any termination or change of control benefits to any of the NEOs, except as disclosed herein.

### **Oversight and Description of Director and NEO Compensation**

#### ***Compensation of Directors***

The Compensation and Governance Committee of the Board considers the form and amount of compensation for directors and recommends compensation of directors to the Board for consideration. The Committee periodically reviews such compensation, taking into consideration such factors as time commitment, compensation at comparable public corporations and responsibilities to ensure such compensation is reasonable, competitive, aligns the interests of directors with those of shareholders and is consistent with the time commitment, risks and responsibilities involved in being an effective director.

Our directors currently do not receive any compensation, other than the monthly salary of \$12,500 previously paid to Penny White and the monthly salary of \$800 to Spiros Margaris and \$13,750 to Lance Montgomery, as set out above under “*Employment, Consulting and Management Agreements*”. There are also no additional fees currently paid for membership or chairpersonship on any committee.

From time to time, directors may be retained as consultants or experts to provide specific services to us and will be compensated on a normal commercial basis for such services, provided that the independence of our independent board members is not affected. Other than as disclosed under “- *Employment, Consulting and Management Agreements*” above, none of our current or proposed directors have been retained by us as a consultant.

It is expected that the Committee together with the Board will consider appropriate compensation for directors after the election of board members at the Meeting.

#### ***Compensation of Named Executive Officers***

The Company’s compensation philosophy for NEOs contemplates the following principles:

- (a) compensation should properly reflect their respective duties and responsibilities based on corporate objectives and strategic goals;
- (b) compensation should be competitive in attracting, retaining and motivating people of the highest quality; and

(c) compensation should align their interests with the long-term interests of the Company and its shareholders, without encouraging the taking of excessive risks.

There are a number of elements taken into consideration in determining the appropriate compensation within the context of the principles noted above, including the amount of compensation generally paid by similarly situated companies to their executives with similar roles and responsibilities; each executive officer's individual performance during the financial year; each executive officer's experience, skills and level of responsibility; and existing market standards within the technology industry.

As a result, the Company has adopted an executive compensation model consisting primarily of base salary, bonuses and long-term incentive based awards as described below. The Compensation Committee manages the allocation of compensation between its various components.

#### *Base Salary*

Each of the Company's executives receive or will receive an annual base salary and any contracted executives receive or will receive monthly compensation as agreed. This compensation will be reviewed from time to time and annually to ensure it properly reflects market standards, as well as each person's contributions and performance towards the Company's strategic objectives.

#### *Bonuses*

Bonuses if any will be based upon, among other things, individual contributions towards the Company's strategic objectives, the achievement of performance milestones and profitability of the Company.

#### *Long-Term Incentive Awards*

Long-term incentives awards are and will be granted to align the interests of executives with those of the Company and its shareholders. These include stock options, restricted stock units, stock appreciation rights, performance shares and other similar awards. The granting of these awards will be based on, among other things (a) the executive's performance; (b) the executive's level of responsibility; and (c) the aggregate compensation package provided to the executive.

It is expected that the Committee together with the Board will consider appropriate compensation for executives after the election of board members at the Meeting.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of the 2018 financial year:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</b>
Equity compensation plans approved by security holders	Nil	Nil	Nil
Equity compensation plans not approved by security holders	4,080,000	0.15	10,343,556 (1)
<b>Total</b>	<b>4,080,000</b>		

(1) Based on 72,117,781 common shares issued and outstanding as of the Record Date. Pursuant to the Company's Stock Option Plan a maximum of 20% of the issued and outstanding common shares, from time to time, may be reserved for issuance pursuant to the exercise of options. See "Statement of Executive Compensation – Stock Option Plan" for more information.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers or employees of the Company, or any of the proposed nominees for election to the Board, are or have been indebted to the Company since the beginning of the 2018 financial year of the Company, except as disclosed herein.

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

No director or executive officer of the Company or any proposed nominee of Management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the most recently completed financial year of the Company in matters to be acted upon at the Meeting, other than the election of directors and the appointment of auditors.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as described below, none of the persons who were directors or executive officers of the Company or a subsidiary at any time during the Company's last completed financial year, the proposed nominees for election to the Board, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company, nor the associates or affiliates of those persons, has any material interest, direct or



indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company.

On September 28, 2018, the Company acquired HeyBryan Inc. and FastTask Inc. resulting in the acquisition of the business of the Company. The transaction and interests of directors, officers and others are described in the Company's prospectus dated August 15, 2019 filed on Sedar at [www.Sedar.com](http://www.Sedar.com), including under "Interests of Management and Others in Material Transactions", "Description of the Business", "Escrowed Securities and Securities Subject to Contractual Restriction on Transfer", "Directors and Executive Officers" and "Material Contracts". A copy of the prospectus will be provided at no charge upon request by a shareholder.

## **MANAGEMENT CONTRACTS**

Other than as disclosed elsewhere in this Circular, no management functions of the Company are to any substantial degree performed by a person or company other than the directors or NEOs of the Company.

## **AUDIT COMMITTEE**

### **Audit Committee**

We are required to have an audit committee comprised of not less than three directors. The members of our audit committee are currently Penny White (financially literate), Spiros Margaris (independent, financially literate), and Michael Stulp (independent, financially literate). Following the election of the proposed nominees as directors, the audit committee is expected to be comprised of Rita Theil, Lianne Hannaway and Michael Stulp.

The audit committee is responsible for overseeing our financial reporting process on behalf of the Board, including overseeing the work of the independent auditors who report directly to the audit committee.

The specific responsibilities of the audit committee, among others, include:

- evaluating the performance and assessing the qualifications of the independent directors and recommending to the Board and the shareholders the appointment of our external auditor;
- determining and approving the engagement of and compensation for audit and non-audit services of our external auditor;
- reviewing our financial statements and management's discussion and analysis of financial condition and results of operations and recommending to the Board whether or not such financial statements and management's discussion and analysis of financial condition and results of operations should be approved by the Board;
- conferring with our external auditor and with management regarding the scope, adequacy and effectiveness of internal financial reporting controls;
- establishing procedures for the receipt, retention and treatment of complaints received by us regarding our accounting controls, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting and auditing matters; and
- reviewing and discussing with management and the independent auditor, as appropriate, our guidelines and policies with respect to risk assessment and risk management, including major financial risk exposure and investment and hedging policies and the steps taken by management to monitor and control our exposure to such risks.

The following is the education and experience of each audit committee member and proposed audit committee member:

Name	Financial Literacy
Penny White	Penny White has over 20 years experience in the capital markets as counsel and as an executive and founder. She was the CEO of Bacchus Law Corporation for 20 years. Throughout those 20 years, Mrs. White provided legal advice to numerous companies with regard to corporate governance strategies and effective securities compliance. She regularly reviewed financial statements to provide advice to clients, and to address comments from the U.S. Securities and Exchange Commission and the British Columbia Securities Commission on prospectus' and registration statements in going public and capital raising transactions. Mrs. White has been CEO and a director of The Yield Growth Corp., a publicly listed company, for the past 3 years. She has been a member of the audit committee of several public companies for the past four years. Mrs. White has a Law degree from the University of British Columbia.
Spiros Margaris	Mr. Margaris is a thought leader in the FinTech, blockchain and InsurTech industries, and was ranked No. 1 global influencer by Analytica across all three categories. He is a frequent speaker at international FinTech and InsurTech conferences and publishes articles on innovation and thought leadership. Mr. Margaris has over 25 years of extensive financial experience in investment management and financial statement analysis and is the Founder of Margaris Ventures, a venture capitalist and advisory firm. At Margaris Ventures, Mr. Margaris has served as its Chief Investment Officer since September, 2010. Mr. Margaris holds a Master's in Business Administration from the University of Toronto.
Michael Stulp	Michael Stulp has over 15 years of experience in financial management and is currently the CFO of the Baeumler Group of Companies, overseeing Baeumler production and distribution in over 30 countries. Michael holds an honors Bachelor degree in Business Administration from the University of Guelph-Humber. He is also a Chartered Professional Accountant and Certified General Accountant (CPA, CGA).
Rita Theil	Ms. Theil is an experienced executive with extensive board, financial advisory and legal experience in Canada, the USA and the United Kingdom. Ms. Theil holds a Chartered Director designation, and has focused on corporate governance and financial oversight in her previous board roles. She brings her unique legal, investment banking and strategy/risk analysis experience to her board positions, providing a cross-national and cross-functional skillset. Ms. Theil also has a strong background in establishing and overseeing diversity programs and large-scale change management. Ms. Theil started her professional career as a lawyer with Davies Ward Phillips & Vineberg LLP in Toronto, before relocating to London, United Kingdom where she held a variety of investment banking roles at Dresdner Kleinwort and Citigroup. Ms. Theil has almost 30 years' experience in both private and public companies, including with Scottish Water plc, Sierra Geothermal Corp., Threshold Power Trust, Global Water Resources, Allstate Insurance Company of Canada and NewGen Asset Management.

Name	Financial Literacy
Lianne Hannaway	<p>Ms. Hannaway is a Chartered Professional Accountant (CPA) with a successful track record of building and leading high-performance finance and accounting teams. Her work experience provides her with a wealth of finance experience drawn mainly from the private sector, and a high degree of knowledge around financial reporting and accounting platforms. Ms. Hannaway started her career with KPMG LLP in Canada, where she was an audit manager, including for technology clients in the heart of Canada's tech corridor, the Waterloo area. Ms. Hannaway then moved to KPMP LLP France where she audited a major European public company, before returning to KPMG LLP Canada where she joined the Advisory Services team, being promoted to Partner. Ms. Hannaway then joined the TMX Group, which owns Canada's most prominent financial exchanges, where she held a variety of senior roles including acting as CFO for Shorcan-TMX (a subsidiary), and as Corporate Controller and Finance Director, Capital Markets, and then Managing Director, Business Finance and Controller for TMX Group.</p> <p>Ms. Hannaway has had extensive experience dealing with Audit and Financial Control matters, and has previously served as a Member on the Board of Governors for Humber College. She has extensive experience advising on diversity issues, financial transformation at the corporate level and cross-functional collaboration in complex environments.</p>

**Audit Committee Charter**

The Audit Committee Charter is attached to this Circular as Schedule “A”.

**Composition of Audit Committee and Independence**

As we are considered a “venture issuer” under NI 52-110, our audit committee is comprised of a majority of independent directors. The members of the audit committee currently are Penny White, Michael Stulp (independent) and Spiros Margaris (independent). Upon completion of the Meeting, the audit committee is expected to be comprised of Michael Stulp, Lianne Hannaway and Rita Theil, all of whom are independent.

NI 52-110 provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with a company, which could, in the view of that company’s board of directors, reasonably interfere with the exercise of the member’s independent judgment: Spiros Margaris and Michael Stulp, as well as Rita Theil and Lianne Hannaway are independent by reason that they have no direct or indirect material relationship with us, they are not nor ever have been employees or executive officers of us, nor have any of their immediate family.

The board of directors has determined that having a majority of independent directors has not materially adversely affected the ability of the audit committee to act independently and to satisfy the other requirements of NI 52-110.

**Relevant Education and Experience**

NI 52-110 provides that an individual is “financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues

that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by our financial statements. All of the current and proposed members of our audit committee are financially literate. See “Particulars of Matters to be Acted Upon – Election of Directors” for information about the education and experience of directors and proposed directors.

### **Audit Committee Oversight**

At no time since the commencement of the 2018 financial year has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

The Audit Committee charter annexed as Schedule “A” sets forth the specific policies and procedures that the Audit Committee has adopted for the engagement of audit and non-audit services.

### **Reliance on Certain Exemptions**

Since the commencement of our 2018 financial year, we have not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110
- (b) the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*);
- (c) the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*);
- (d) the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*); or
- (e) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

### **Pre-Approval Policies and Procedures**

The audit committee has not adopted any specific policies and procedures for the engagement of non-audit services.

### **External Auditor Service Fees**

The following table sets out the audit fees billed to us over the specified time periods:

	<b>Year Ended December 31, 2018</b> (\$)	<b>Year Ended December 31, 2017</b> (\$)
Audit Fees	45,000	3,750
Audit-Related Fees <sup>(1)</sup>	12,000	nil
Tax Fees	1,000	500
All Other Fees	Nil	Nil
<b>Total</b>	<b>58,000</b>	<b>4,250</b>

Notes:

- (1) *Audit-Related Fees* consist of the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the financial statements and are not reported under “Audit Fees” above. *Audit-Related Fees* also include the provision of comfort letters and consents, the consultation concerning financial accounting and reporting of specific issues and the review of documents filed with regulatory authorities.

### **Exemption in Section 6.1**

The Company is a “venture issuer” as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (Composition of Audit Committee) and 5 (Reporting Obligations).

### **CORPORATE GOVERNANCE**

The following disclosure relates to the Corporation’s Corporate Governance Practices as required under National Instrument 58-101 - Disclosure of Corporate Governance Practices.

#### **Board of Directors**

The Board facilitates its exercise of independent supervision over the Company’s Management through frequent formal and informal meetings with Management, as well as through formal and informal meetings of the Board.

The Board currently consists of four directors: Lance Montgomery, Penny White, Spiros Margaris and Michael Stulp. The Company plans to effectively reconstitute the Board at the Meeting such that it shall become fully independent and diverse in its representation with the addition of two female directors. Accordingly, after the meeting, the Board is expected to be comprised of Rita Theil, Lianne Hannaway, Michael Stulp, Spiros Margaris and Lance Montgomery.

An “independent” director is a director who has no direct or indirect “material relationship” with the Company. A “material relationship” means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member’s independent judgment. Section 1.4 of National Instrument 52-110 – Audit Committees contains further clarification of the meaning of “independence” and what constitutes a “material relationship”.

Rita Theil, Lianne Hannaway, Spiros Margaris and Michael Stulp are considered to be “independent” within the meaning of NI 58-101 as none of them is an officer or employee by the Company. Lance Montgomery is the Company’s CEO and is therefore not considered independent.

#### **Directorships**

Certain of our directors and proposed directors are also directors of other issuers that are reporting issuers, as follows:

<b>Director</b>	<b>Other Directorships</b>	<b>Stock Exchange Listing</b>	<b>Period</b>
Penny White	The Yield Growth Corp.	CSE:BOSS	November 28, 2016 - current
Spiros Margaritis	The Yield Growth Corp.	CSE:BOSS	January 8, 2018 - current
Rita Theil	GWR Global Water Resources Corp.	TSX:GWR	December 30, 2010 - current

### **Orientation and Continuing Education**

Each of our current and proposed directors is briefed about the Company’s policies, the nature of our business, our corporate strategy and our current issues, and other corporate and business matters. New directors are encouraged to review our public disclosure records. Directors are also provided with access to management to better understand our operations, and to our legal counsel to discuss their legal obligations as our directors.

### **Ethical Business Conduct**

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

The Board has adopted a written Code of Business Conduct and Ethics for all our directors, officers, employees and others which sets out requirements for ethical business conduct. In addition, directors have a fiduciary duty to act in the best interests of the Company, which the Board believes entails a requirement of ethical business conduct.

The Board is also required to comply with the conflict of interest provisions of the *BCBCA* and relevant securities regulation in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director is required to declare the nature and extent of his interest and is not entitled to vote on any matter that is the subject of the conflict of interest.

### **Nomination of Directors**

The Compensation and Governance Committee of the Board is tasked with reviewing and recommending suitable candidates to the Board as required. Reference and background checks on suitable candidates are conducted. New nominees generally must have a track record in business, areas of strategic interest to us, the ability to devote the time required to carry out the obligations and responsibilities of a director and a willingness to serve in that capacity.

### **Compensation**

The Compensation and Governance Committee is tasked with conducting reviews relating to the compensation of directors and executive officers. The Committee takes into various requirements, including under the Committee’s Charter. For details on compensation of directors and executive, see “Statement of Executive Compensation – Oversight”.

## **Board Committees**

The Board has an Audit Committee and a Compensation and Governance Committee. Information relating to their function is provided in this Circular under “Audit Committee” and “Statement of Executive Compensation”.

## **Assessments**

The Board currently assesses performance of individual directors, its committees and the Board as a whole through formal and informal meetings with Management, as well as through formal and informal meetings of the Board. The Board plans to implement additional measures in this regard after the Meeting.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information about the Company is provided in the Company’s comparative annual financial statements to December 31, 2018, a copy of which, together with Management’s Discussion and Analysis thereon, can be found in the prospectus filed August 15, 2019 on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com). Additional financial information concerning the Company may be obtained by any securityholder of the Company free of charge by contacting the Company at Suite 501 – 318 Homer Street, Vancouver, BC V6B 2V2 or calling (604) 240-8192.

## **BOARD APPROVAL**

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, the 24th day of January, 2020.

## **ON BEHALF OF THE BOARD**

“Lance Montgomery”

Director and Chief Executive Officer

Schedule “A”

**Audit Committee Charter**



## AUDIT COMMITTEE CHARTER

The following Audit Committee Charter was adopted by the Audit Committee of the Board of Directors and the Board of Directors of HeyBryan Media Inc. (the "Company").

### ***Mandate***

The primary function of the audit committee (the "Committee") is to assist the Company's Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

### ***Composition***

The Committee shall be comprised of a minimum three directors as determined by the Board of Directors. While the Company is a "venture issuer" (as that term is defined in National Instrument 51-102), then a majority of the members of the Committee shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee ("independent"). If the Company ceases to be a "venture issuer", then all members of the Committee shall (i) be independent, and (ii) have accounting or related financial management expertise.

All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For purposes hereof, "financially literate" means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to those that can be expected to be raised within the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following each annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote.

### ***Meetings***

The Committee shall meet a least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

### ***Authority***

The Committee has authority to:

- conduct or authorize investigations into any matters within its scope of responsibility;

- retain independent counsel, accountants or others to advise the Committee or assist in the conduct of an investigation;
- meet with Company officers, external auditors and outside counsel, as necessary; and
- determine appropriate funding for independent advisors.

### ***Responsibilities and Duties***

To fulfill its responsibilities and duties, the Committee shall:

#### *Documents/Reports Review*

- review and update this Audit Committee Charter annually;
- review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information, and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.
- discuss significant financial risk exposures and the steps management of the Company has taken to monitor, control and report such exposures;

#### *Compliance*

- review investments and transactions that could adversely affect the well-being of the Company which may be brought to its attention by the external auditors or by any officer of the Company; review the period reports on litigation matters;
- annually, review the Company's environmental policy and evaluate the Company's effectiveness in complying with that policy;
- annually, review the Charter for the Committee and evaluate the Committee's effectiveness in fulfilling its mandate;

#### *Internal Controls*

- require Company management to implement and maintain appropriate internal control procedures over financial reporting and review, evaluate and approve these procedures;
- establish procedures for processing complaints regarding accounting, internal controls or auditing matters;
- establish procedures for responding to complaints regarding environmental matters;

#### *External Auditors*

- review annually, the performance of the external auditors who shall be ultimately accountable to the Company's Board of Directors and the Committee as representatives of the shareholders of the Company;
- obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1;
- review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
- take, or recommend that the Company's full Board of Directors take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- recommend to the Company's Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
- recommend to the Company's Board of Directors the compensation to be paid to the external auditors;

- at each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;
- review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and
- review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided,
  - such services were not recognized by the Company at the time of the engagement to be non-audit services, and
  - such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

#### *Financial Reporting Processes*

- in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;
- consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;
- review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;
- following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- review certification process;
- establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

*Other*

- review any related-party transactions;
- engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- set and pay compensation for any independent counsel and other advisors employed by the Committee.