



**TRACKX HOLDINGS INC.**  
Suite 1430, 800 West Pender Street,  
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Tel: 604 638-8063 Fax: 604 648-8105

**INFORMATION CIRCULAR**  
as at February 15, 2019  
(except as otherwise indicated)

**This Information Circular is furnished in connection with the solicitation of proxies by the management of TrackX Holdings Inc. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on March 29, 2019 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.**

In this Information Circular, references to the “Company”, “we” and “our” refer to TrackX Holdings Inc. “Common Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common 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. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

**Appointment of Proxyholders**

The individuals named in the accompanying form of proxy (the “Proxy”) are directors and/or officers of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

**Voting by Proxyholder**

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of 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 Proxy will vote the Common Shares represented by the Proxy 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 in person. Registered Shareholders may choose one of the following options to submit their proxy:

- (a) complete, date and sign the Proxy and return it to the Company's transfer agent, Computershare Investor Services Inc. ("Computershare"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia Canada V6C 3B9;
- (b) use a touch-tone phone to transmit voting choices to a toll-free number. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll-free number, the holder's account number and the control number; or
- (c) use the internet through the website of the Company's transfer agent at [www.investorvote.com](http://www.investorvote.com). Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the control number.

In all cases the Registered Shareholder must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

### **Beneficial Shareholders**

**The following information is of significant importance to shareholders who do not hold Common Shares in their own name.** Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker (an "intermediary"). In the United States, the vast majority of such Common 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 meetings of shareholders. 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 taking advantage of the provisions of National Instrument 54-101 “Communication with Beneficial Owners of Securities of a Reporting Issuer” that permit it to directly deliver proxy-related materials to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form (“VIF”) from our transfer agent, Computershare. These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and internet voting as described on the VIF itself which contain complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

These securityholder materials are being 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 has sent these materials directly to you, your name and address and information about your holdings of securities, have been 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 Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“Broadridge”) in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company’s Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF, to represent your Common Shares at the Meeting and that person may be you. To exercise this right, you should insert the name of the desired representative (which may be yourself) 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 Common Shares to be represented at the Meeting and the appointment of any shareholder’s representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted at the Meeting or to have an alternate representative duly appointed to attend the Meeting and to vote your Common Shares at the Meeting.**

### Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder’s authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare, 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; or

- (b) personally attending the Meeting and voting the registered shareholder's Common 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**

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any 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, the appointment of auditor and as may be set out herein.

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

The Common Shares of the Company are listed for trading on the TSX Venture Exchange (the "TSXV") under stock symbol "TKX".

The board of directors (the "Board") of the Company has fixed February 15, 2019, at the close of business, as the record date for the Meeting (the "Record Date") for the determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The authorized common share capital of the Company consists of an unlimited number of common shares ("Common Shares"). As of February 15, 2019, there were 73,677,101 Common Shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

The Company's operating business is based in Denver, Colorado, with a development office in Riverside, California. The Company is an enterprise asset management company deploying SaaS-based solutions leveraging multiple auto-ID and sensor technologies for the comprehensive tracking and management of physical assets. TrackX's Global Asset Management for Enterprises (GAME) platform enables the IIoT by providing unique item level tracking, workflow processing, event management, alerting and powerful analytics to deliver solutions across a growing number of industries such as transportation, beverage, brewery, healthcare, hi-tech, hospitality, mining, agriculture, horticulture, manufacturing and government.

To the knowledge of the directors and executive officers of the Company, no person or corporation beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding of the Company as at February 15, 2019.

Certain corporate actions made since information set out in Company's Information Circular dated April 12, 2018 to the Company's March 28, 2018 annual general and special meeting to the date of this Information Circular:

#### Resignations and Appointments of Directors

Effective December 18, 2018 Darren Devine resigned as a director and the Corporate Secretary of the Company;

Effective December 18, 2018, Gene McConnell was appointed Corporate Secretary of the Company;

Effective January 23, 2019 Rick Kasch was appointed a director of the Company.

## FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the fiscal years ended September 30, 2018 and September 30, 2017 with Management Discussion and Analysis and the report of the auditor over the period, will be tabled at the Meeting and will be available at the Meeting. These documents are also available on the Company's SEDAR website at [www.sedar.com](http://www.sedar.com). Additional information relating to these documents may be obtained by a shareholder upon request without charge from the Company at Suite 1430, 800 West Pender Street, Vancouver, British Columbia, Canada V6C 2V6, Tel.: (604) 638-8063/ Fax: (604) 648-8105.

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

To the best of our knowledge, except as otherwise disclosed herein, no director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any 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 the Company's share compensation plan as set out herein.

## ELECTION OF DIRECTORS

There are currently four directors of the Company. The Board has determined the number of directors at four.

The term of office of each of the current directors cease to hold office immediately before the election or appointment of directors at the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) (the "BCA"), 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 disclosure sets out the names of management's four (4) nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, the principal occupation, business or employment of each director nominee, the period of time during which each has nominee been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at February 15, 2019.

Name of Nominee; Current Position with the Company and Province or State and Country of Residence	Principal Occupation	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled <sup>(1)</sup>
Tim Harvie <sup>(5)</sup> Chairman of the Board, President, Chief Executive Officer and Director Colorado, USA	Chairman of the Board, President and CEO of TrackX Holdings Inc. May 26, 2016 to present. <i>See Director Biographies below</i>	Officer and Director Since May 26, 2016	4,483,750 <sup>(2)</sup>
Blair Garrou <sup>(5)(6)</sup> Director Texas, USA	Managing Director, Mercury Fund. <i>See Director Biographies below.</i>	Since May 26, 2016	1,017,534 <sup>(3)</sup>
Kevin Shea <sup>(6)</sup> Director Massachusetts, USA	Businessman. <i>See Director Biographies below.</i>	Since January 26, 2018	66,500 <sup>(4)</sup>
Rick Kasch <sup>(5)</sup> Director Missouri, USA	Businessman. <i>See Director Biographies below.</i>	Since January 23, 2019	Nil

Notes:

- (1) Information as to number of common shares and incentive stock options (“Options”) beneficially owned or over which direction is exercised has been provided by the respective individuals named therein.
- (2) 4,483,750 common shares registered to Applied Logistics LLC, a private company owned and controlled by Mr. Harvie and includes 860,625 common shares held in escrow. Mr. Harvie also holds 850,000 Options to purchase 850,000 common shares at an exercise price of \$ 0.25 per common share exercisable to up to and including May 26, 2021.
- (3) 1,017,534 common shares registered to DFJ Mercury Venture Partners, L.P., a private company owned and controlled by Mr. Garrou and includes 152,631 common shares held in escrow. Mr. Garrou also holds 400,000 Options to purchase 400,000 common shares at an exercise price of \$0.25 per common share exercisable to up to and including May 26, 2021. Mr. Garrou also holds 100,00 Options to purchase 100,000 common shares at an exercise price of \$0.285 per common share exercisable to up to and including May 16, 2023.
- (4) Mr. Shea holds 300,000 Options to purchase 300,000 common shares at an exercise price of \$0.285 per common share exercisable to up to and including May 16, 2023.
- (5) Member of Audit Committee.
- (6) Member of Compensation Committee.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

A shareholder can vote for all of the above nominees, vote for some of the above nominees and withhold for other of the above nominees, or withhold for all of the above nominees. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Company. At the Meeting the above persons will be nominated for election as director as well as any person nominated pursuant to the Advance Notice Provision (see below). Only persons nominated by management pursuant to this Information Circular or pursuant to the Advance Notice Provision will be considered valid director nominees eligible for election at the Meeting.**

***Director Biographies***

*Tim Harvie –Chairman of the Board, President, CEO and Director*

Mr. Harvie is a supply chain industry veteran with more than 20 years of transportation, distribution, warehousing and logistics experience with industry-leading firms. Prior to TrackX, Mr. Harvie served as President and CEO of Vizional Technologies and then Fluensee Inc., providers of supply chain visibility and asset management software. Mr. Harvie participates in several industry forums and has served as a board member or advisor to many transportation and logistics companies. Mr. Harvie graduated with a Bachelor of Computer Science degree from Acadia University in Nova Scotia, Canada.

*Blair Garrou – Director*

Mr. Blair Garrou, CPA, is Co-Founder, Managing Director and Partner at Mercury Fund. Mr. Garrou is a part of the Information Technology team at the firm. He is a licensed Certified Public Accountant in the State of Texas. His background also includes investment banking and mergers and acquisitions. Mr. Garrou holds a B.S. degree in Business Administration, Management, and Accounting with special attainments in Commerce from the Williams School at Washington and Lee University. Mr. Garrou has extensive experience acting on the board of directors of technology companies.

*Kevin Shea – Director*

Mr. Shea was appointed a director of the Company on January 26, 2018. Mr. Shea has been a private investor for the past 11 years. Prior to that he was the principal at Caprock Consulting, a boutique management consulting firm that specialized in operating strategy, systems design, process management and optimization with a focus on the automotive industry. Mr. Shea was the founder and CEO of Binary engineering Software, a PC-based application for engineering productivity tools. He also created a Life Extension business unit within a Teledyne division.

*Rick Kasch – Director*

Mr. Kasch was appointed a director of the Company on January 23, 2019. Mr. Kasch has served 20 years in the roles of CEO and COO, and 19 years as CFO and Treasurer across several industries including Oil and Gas, Hospitality, Technology Development and Professional Services. Most recently, Mr. Kasch was the CEO and Chairman of the Board for Enservco Corporation, a Denver based oil and gas field services company. Prior to his work with Enservco, he held COO/CFO positions at Key Food Ingredients and Park Suite Corporation and CFO positions at XAware, SI International, BHC and TSCentral. He also served as Vice President, Operations, North America for ITT Sheraton.

**Advance Notice Provision**

Effective on the continuation of the Company to the *Business Corporations Act* (British Columbia) and at the Company's annual general and special meeting held on March 18, 2014, shareholders approved the Company's new form of *Business Corporations Act* (British Columbia) Articles that provide for advance notice provisions (the "**Advance Notice Provision**"). The Advance Notice Provision provides for advance notice to the Company in circumstances where nominations of persons for election to the Board of directors of the Company are made by shareholders of the Company other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the *Business Corporations Act* (British Columbia) or (ii) a shareholder proposal made pursuant to the provisions of the BCA.

The purpose of the Advance Notice Provision is to foster a variety of interests of the shareholders and the Company by ensuring that all shareholders - including those participating in a meeting by proxy rather than in person - receive adequate notice of the nominations to be considered at a meeting and can thereby exercise their voting rights in an informed manner. Among other things, the Advance Notice Provision fixes a deadline by which holders of Common Shares must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the minimum information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

The Advance Notice Provision also requires all proposed director nominees to deliver a written representation and agreement that such candidate for nomination, if elected as a director of the Company, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting and insider trading policies and other policies and guidelines of the Company applicable to directors and in effect during such person's term in office as a director.

The foregoing is merely a summary of the Advance Notice Provision, is not comprehensive and is qualified by the full text of such provision that is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The Company did not receive notice of a nomination in compliance with the Advance Notice Provision, and as such, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Company will be disregarded at the Meeting.

**Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the election of the Nominees.**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE "FOR" THE ELECTION OF THE ABOVE NOMINEES AS DIRECTORS.**

#### **APPOINTMENT OF AUDITOR**

Plante Moran, PLLC, Certified Public Accountants (formerly EKS&H LLLP) 8181 East Tufts Avenue, Suite 600, Denver, Colorado 80237-2521 USA, will be nominated at the Meeting for re-appointment as auditor of the Company.

#### **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR**

National Instrument 52-110 *Audit Committees* ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its management proxy circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

##### The Audit Committee's Charter

The Audit Committee's charter is attached as Schedule A to this Information Circular.

##### Composition of the Audit Committee

The current members of the Audit Committee are Rick Kasch (Chair), Tim Harvie and Blair Garrou. Rick Kasch and Blair Garrou are independent members of the Audit Committee as defined under section 1.4 of NI 52-110. Tim Harvie is the Chairman of the Board, President and Chief Executive Officer of the Company and therefore he is a non-independent member of the Audit Committee. Darren Devine was a member of this Committee until his resignation on December 18, 2018. Mr. Kasch replaced Mr. Devine as a member of this Committee on January 23, 2019. All members of the Audit Committee are financially literate as required under section 1.6 of NI 52-110. Refer to *Director Biographies* above.

##### **Relevant Education and Experience**

The relevant education and/or experience of each of the members of the Audit Committee are described under *Director Biographies* above.

##### **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 not adopted by the Board of Directors.

## Reliance on Certain Exemptions

At no time since the commencement of the Company’s most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110.

## Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board to review the performance of the Company’s external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary, and the Chairman will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee’s consideration, and if thought fit, approval in writing.

## External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by Plante Moran PLLC, Certified Public Accountants (formerly EKS&H LLLP), to the Company to ensure auditor independence. Fees incurred with Plante Moran PLLC in year September 30, 2018 and EKS&H LLLP in year September 30, 2017, for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table:

<b>Nature of Services</b>	<b>Fees Paid to Plante Moran, PLLC (formerly EKS&amp;H LLLP) in Year Ended September 30, 2018</b>	<b>Fees Paid to EKS&amp;H LLLP in Year Ended September 30, 2017</b>
Audit Fees <sup>(1)</sup>	\$64,148	\$35,410
Audit-Related Fees <sup>(2)</sup>	\$Nil	\$Nil
Tax Fees <sup>(3)</sup>	\$12,958	\$15,509
All Other Fees <sup>(4)</sup>	\$Nil	\$Nil
Total	\$77,106	\$50,919

Notes:

- (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 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.

## Exemption

The Company is a “venture issuer” under NI 52-110 and pursuant to NI 52-110, section 6.1, the Company is exempt from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of NI 52-110.

## CORPORATE GOVERNANCE

### General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - Corporate Governance Guidelines provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“NI 58-101”) prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

### Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Company’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board facilitates its exercise of independent supervision over the Company’s management through frequent meetings of the Board.

At the date of this Information Circular, the Board is comprised of four (4) directors, of whom each of Blair Garrou, Kevin Shea and Rick Kasch are independent for the purposes of NI 58-101. Tim Harvie is not independent since he serves as the Chairman of the Board, President and Chief Executive Officer of the Company.

### Directorships

There are no directors who are presently serving on the boards of other reporting companies or equivalent.

### Orientation and Continuing Education

New Board members receive an orientation package which includes reports on operations and results, and public disclosure filings by the Company. Board meetings are sometimes held at the Company’s offices and, from time to time, are combined with presentations by the Company’s management to give the directors additional insight into the Company’s business. In addition, management of the Company makes itself available for discussion with all Board members.

### Ethical Business Conduct

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

### Nomination of Directors

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company’s mission and strategic objectives, and a willingness to serve.

## Compensation

The Company has a Compensation Committee. The current members of this Committee are Blair Garrou (Chair) and Kevin Shea. The Company has adopted a Compensation Committee Charter. The Compensation Committee conducts reviews with regard to the directors' and the CEO's compensation once a year. To make its recommendation on directors' and the CEO's compensation, this Committee takes into account the types of compensation and the amounts paid to directors and the CEO of comparable publicly traded Canadian companies. Members of the Compensation Committee do not currently receive any remuneration for acting in such capacity.

## Other Board Committees

The Board has no other committees, other than the Audit Committee and the Compensation Committee.

## Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees of the Board.

## STATEMENT OF EXECUTIVE COMPENSATION

### GENERAL

For the purposes of this Information Circular:

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

“**NEO**” or “**named executive officer**” means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer (“CEO”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer (“CFO”), including an individual performing functions similar to a CFO;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V *Statement of Executive Compensation - Venture Issuers*, for that financial year;
- (d) each individual who would be a named executive officer 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 that financial year.

**DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION**

**Director and NEO Compensation, Excluding Options and Compensation Securities**

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEO's and directors of the Company for the two completed financial years ended September 30, 2018 and September 30, 2017. Options and compensation securities are disclosed under the heading "Stock Options and Other Compensation Securities" of this Information Circular.

During financial year ended September 30, 2018, based on the definition above, the NEOs of the Company were: Tim Harvie, Chairman of the Board, President, Chief Executive Officer and director, Gene McConnell, Chief Financial Officer, Christopher Brumett, Chief Operating Officer, Jason Read, former Chief Operating Officer, and Eddie Shek, former Chief Strategy Officer. The directors of the Company who were not NEO's during financial year ended September 30, 2018 were Darren Devine, Corporate Secretary and director, Blair Garrou and Kevin Shea. Eddie Shek resigned as Chief Strategy Officer on November 9, 2017. Jason Read resigned as Chief Operating Officer on November 13, 2017. Christopher Brumett was appointed Chief Operating Officer on November 13, 2017. Darryl Cardey resigned as a director of the Company on January 26, 2018. Kevin Shea was appointed a director on January 26, 2018.

During financial year ended September 30, 2017, based on the definition above, the NEOs of the Company were: Tim Harvie, Chairman of the Board, President, Chief Executive Officer and director, Gene McConnell, Chief Financial Officer, Eddie Shek, Chief Strategy Officer, Mark Lotz, former Chief Financial Officer, Robb James, former Chief Marketing Officer and former director, and Jason Read, former Chief Operating Officer. The directors of the Company who were not NEOs during financial year ended September 30, 2017 were Darren Devine, Corporate Secretary and director, Blair Garrou and Darryl Cardey.

Jason Read was appointed Chief Operating Officer on October 18, 2016. Eddie Shek was appointed Chief Strategy Officer on May 6, 2016. Robb James resigned as Chief Marketing Officer on February 24, 2017 and resigned as a director on March 28, 2017. Mark Lotz resigned as Chief Financial Officer of the Company on May 30, 2017 and Gene McConnell was appointed Chief Financial Officer on May 30, 2017.

**Table of Compensation, Excluding Compensation Securities in Financial Years ended September 30, 2018 and September 30, 2017**

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Tim Harvie, Chairman of the Board, President, Chief Executive Officer and Director	2018	231,427	Nil	Nil	13,086	Nil	244,513
	2017	216,860	Nil	Nil	13,406	Nil	230,266
Gene McConnell, Chief Financial Officer	2018	184,747	Nil	Nil	Nil	Nil	184,747
	2017	194,730	Nil	Nil	Nil	Nil	194,730
Mark Lotz, former Chief Financial Officer	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	30,886	Nil	Nil	Nil	Nil	30,886
Christopher Brumett, Chief Operating Officer	2018	249,031	Nil	Nil	7,697	Nil	256,728
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Jason Read, former Chief Operating Officer	2018	150,000	Nil	Nil	Nil	Nil	150,000
	2017	183,333	Nil	Nil	Nil	Nil	183,333

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Darren Devine, former Corporate Secretary and former Director	2018	15,396	Nil	Nil	Nil	Nil	15,396
	2017	15,772	Nil	Nil	Nil	Nil	15,772
Blair Garrou, Director	2018	15,396	Nil	Nil	Nil	Nil	15,396
	2017	15,772	Nil	Nil	Nil	Nil	15,772
Kevin Shea, Director	2018	21,644	Nil	Nil	Nil	Nil	21,644
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Eddie Shek, former Chief Strategy Officer	2018	177,000	Nil	Nil	Nil	Nil	177,000
	2017	170,859	Nil	Nil	Nil	Nil	170,859
Robb James, former Chief Marketing Officer and former Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	221,328	Nil	Nil	Nil	Nil	221,328

### External Management Companies

CDM Capital Partners Inc., is a private company whose principals are Darren Devine and Darryl Cardey, both former directors of the Company. Pursuant to monthly invoices, CDM Capital Partners Inc. provides services for corporate administration, regulatory compliance and office space. Darryl Cardey resigned as director of the Company on January 26, 2018. Mr. Devine resigned as a director and Corporate Secretary of the Company on December 18, 2018.

### Stock Options and Other Compensation Securities

#### Fixed Share Option Plan

On February 9, 2017, the Board approved the adoption by the Company of a fixed number share option plan and shareholders approved the Fixed Option Plan at the Company's March 28, 2017 annual general and special meeting (the "**Fixed Option Plan**"). The Fixed Option Plan amends and supersedes the Company's 2009 "rolling" share option plan (the "2009 Rolling Plan"). The Fixed Option Plan is designed to provide certain directors, officers and other key employees of the Company with incentive share options at the discretion of the Board. Under the Fixed Option Plan, a maximum of 6,500,000 Shares of the Company are reserved for Options, together with all other share compensation arrangements. Options are to be granted at the discretion of the Board to Service Providers as defined in the Fixed Option Plan.

The Fixed Option Plan provides for and encourages ownership of Common Shares by the Company's directors, officers, key employees and consultants; and management of the Company believes the Fixed Option Plan will assist the Company in attracting and maintaining the services of senior executives and other employees to make the Company's share incentive compensation more competitive with other companies in the Company's industry. The Board or, if the Board so determines, a committee of the Board will be responsible for the general administration of the Fixed Option Plan.

The material terms of the Fixed Option Plan are as follows:

- (a) Service Provider means a Person who is a bona fide Director, Officer, Employee, Management Company Employee, Consultant or Company Consultant, and also includes a company, 100% of the share capital of which is beneficially owned by one or more Service Providers;

(b) Maximum Plan Shares - The aggregate number of Fixed Option Plan Shares that may be reserved for issuance under the Option Plan, together with all other share compensation arrangements of the Company, is fixed at 6,500,000 Shares, unless the Fixed Option Plan is amended pursuant to the requirements of TSX Venture Exchange Policies.

(c) Limitations on Issue - the following restrictions on issuances of Options are applicable under the Fixed Share Option Plan:

- i. no Service Provider can be granted an Option if that Option would result in the total number of Options, together with all other Share Compensation Arrangements granted to such Service Provider in the previous 12 months, exceeding 5% of the outstanding Common Shares, unless the Company has obtained Disinterested Shareholder Approval to do so;
- ii. the aggregate number of Options granted to all Service Providers conducting Investor Relations Activities in any 12-month period cannot exceed 2% of the outstanding Common Shares, calculated at the time of grant, without the prior consent of the; and
- iii. the aggregate number of Options granted to any one Consultant in any 12-month period cannot exceed 2% of the outstanding Common Shares, calculated at the time of grant, without the prior consent of the TSX Venture Exchange.

(d) Maximum Percentage to Insiders. The aggregate number of Common Shares reserved for issuance to Insiders under the Fixed Option Plan will not exceed 10% of the Company's outstanding Common Shares.

(e) Maximum Percentage to Insiders within any one-year period. The number of Common Shares issued to Insiders within any one-year period, under the Fixed Option Plan will not exceed 10% of the Company's outstanding Common Shares.

(f) Exercise Price. The Exercise Price of an Option will be set by the Board at the time such Option is allocated under the Fixed Option Plan, and cannot be less than the Discounted Market Price (as defined by Policy 1.1 of the TSX Venture Exchange);

(g) Vesting of Options. Vesting of Options shall be at the discretion of the Board and, with respect to any particular Options granted under the Fixed Option Plan, in the absence of a vesting schedule being specified at the time of grant, all such Options shall vest immediately. Where applicable, vesting of Options will generally be subject to:

- i. the Service Provider remaining employed by or continuing to provide services to the Company or any of its Affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or any of its Affiliates during the vesting period; or
- ii. the Service Provider remaining as a Director of the Company or any of its Affiliates during the vesting period.

(h) Vesting of Options Granted to Consultants Conducting Investor Relations Activities. Options granted to Consultants conducting Investor Relations Activities will vest:

- i. over a period of not less than 12 months as to 25% on the date that is three months from the date of grant, and a further 25% on each successive date that is three months from the date of the previous vesting; or
- ii. such longer vesting period as the Board may determine.

(i) Term of Option. An Option can be exercisable for a maximum of 10 years from the Effective Date.

(j) Expiry Date. Options may be exercised after the Service Provider has left his/her employ/office or has been advised by the Company that his/her services are no longer required or his/her service contract has expired, until the term applicable to such Options expires, except as follows:

- i. in the case of the death of an Optionee, any vested Option held by such Optionee 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;
- ii. an Option granted to any Service Provider will expire 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option) after the date the Optionee ceases to be employed by or provide services to the Company, and only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company; and
- iii. in the case of an Optionee being dismissed from employment or service for cause, such Optionee's Options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same.

(k) Assignability of Options. All Options will be exercisable only by the Optionee to whom they are granted and will not be assignable or transferable.

(l) Amendment of the Plan by the Board of Directors. Subject to the requirements of TSX Venture Exchange policies, and the prior receipt of any necessary Regulatory Approval, the Board may in its absolute discretion, amend or modify the Fixed Option Plan or any granted Options as follows:

- i. it may make amendments which are of a typographical, grammatical or clerical nature only;
- ii. it may change the vesting provisions of an Option granted hereunder, subject to prior written approval of the TSX Venture Exchange, if applicable;
- iii. it may change the termination provision of an Option granted hereunder which does not entail an extension beyond the original Expiry Date of such Option;
- iv. it may make amendments necessary as a result in changes in securities laws applicable to the Company;
- v. if the Company becomes listed or quoted on a stock exchange or stock market senior to the TSX Venture Exchange, it may make such amendments as may be required by the policies of such senior stock exchange or stock market; and
- vi. it may make such amendments as reduce, and do not increase, the benefits of this Fixed Option Plan to Service Providers.

(m) Amendments Requiring Disinterested Shareholder Approval. The Company will be required to obtain Disinterested Shareholder Approval prior to any of the following actions becoming effective:

- i. the Fixed Option Plan, together with all of the Company's other Share Compensation Arrangements, could result at any time in:
  - a. the aggregate number of Common Shares reserved for issuance under Options granted to Insiders exceeding 10% of the outstanding Common Shares in the event that the Fixed Option Plan is amended to reserve for issuance more than 10% of the outstanding Common Shares;
  - b. the number of optioned Common Shares issued to Insiders within a one-year period exceeding 10% of the outstanding Common Shares in the event that the Fixed Option Plan is amended to reserve for issuance more than 10% of the outstanding Common Shares; or,
  - c. the issuance to any one Optionee, within a 12-month period, of a number of Common Shares exceeding 5% of the outstanding Common Shares; or
- iii. any reduction in the Exercise Price of an Option previously granted to an Insider.

(n) Takeover Bid. If a Take Over Bid is made to the shareholders generally then the Company shall immediately upon receipt of notice of the Take Over Bid, notify each Optionee currently holding an Option of the Take Over Bid, with full particulars thereof whereupon such Option may, notwithstanding any vesting requirements set out in the Option Commitment, be immediately exercised in whole or in part by the Optionee, subject to the approval of TSX Venture Exchange for vesting requirements imposed by TSX Venture Exchange policies.

(o) Black-Out Period. The Option Plan also contains a "black-out" provision. Should the Expiry Date for an Option fall within a Blackout Period, or within nine (9) Business Days following the expiration of a Blackout Period, such Expiry Date shall, subject to the approval of the TSX Venture Exchange, be automatically extended without any further act or formality to that day which is the tenth (10th) Business Day after the end of the Blackout Period, such tenth Business Day to be considered the Expiry Date for such Option for all purposes under the Plan. Notwithstanding provisions in the Fixed Option Plan, the tenth Business Day period referred to in the Fixed Option Plan may not be extended by the Board.

At the date of this Information Circular, there are 5,072,500 outstanding Options under the Option Plan

#### Fixed Restricted Share Unit Plan

On February 9, 2017, the Board approved the adoption by the Company of a fixed restricted share unit plan and shareholders approved the fixed restricted share unit plan at the Company's annual general and special meeting held on March 28, 2017 (the "**RSU Plan**"). The RSU Plan is designed to provide certain directors, officers, employees and consultants of the Company and its related entities with the opportunity to acquire restricted stock units ("**RSUs**") of the Company in order to enable them to participate in the long-term success of the Company. The purpose of the RSU Plan is to further promote a greater alignment of the interests of directors, officers, employees and consultants of the Company with the interests of the Shareholders. The Board (or the Compensation Committee, or such other committee the Board may appoint) is responsible for administering the RSU Plan.

RSUs will vest on terms established by the Board, or any Board committee appointed for such purpose.

### Maximum Number of Common Shares Issuable under RSU Plan

The RSU Plan allows the Company to grant RSUs, under and subject to the terms and conditions of the RSU Plan, which may be exercised to purchase up to a fixed maximum number of 2,000,000 Common Shares.

The RSU Plan provides that the maximum number of Common Shares issuable pursuant to the RSU Plan, together with any common shares issuable pursuant to any other Security Based Compensation Arrangement outside of the RSU Plan (namely the Fixed Option Plan described above), will not exceed an aggregate of 20% of the total number of issued and outstanding Common Shares at any time.

**Capitalized terms used below are not defined below and shall have the meanings ascribed thereto in the RSU Plan.**

### ***Benefits of the RSU Plan***

The RSU Plan is designed to be a long-term incentive for the directors, officers, employees and consultants of the Company. RSUs provide the Board (or a Board committee) with an additional compensation tool that can be used to help retain and attract highly qualified directors, officers and employees and further align the interests of directors, officers, employees and consultants of the Company with the interest of the Shareholders. It is intended to promote a greater alignment of interests between the Shareholders of the Company and the directors, officers, employees and consultants of the Company by providing an opportunity to participate in any increases to the value of the Company.

The Board may engage such consultants and advisors as it considers appropriate, including compensation or human resources consultants or advisors, to provide advice and assistance in determining the amounts to be paid under this Plan and other amounts and values to be determined hereunder or in respect of this Plan including, without limitation, those related to a particular Fair Market Value.

### ***Nature and Administration of the RSU Plan***

All Directors, Officers, Employees and Consultants (as defined in the RSU Plan) of the Company and its related entities (“**Eligible Persons**”) are eligible to participate in the RSU Plan (as “**RSU Plan Recipients**”), though the Company reserves the right to restrict eligibility or otherwise limit the number of persons eligible for participation in the RSU Plan at any time. Eligibility to participate in the RSU Plan does not confer upon any person a right to receive an award of RSUs.

Subject to certain restrictions, the Board (or a Committee delegated by the Board), may, from time to time, award RSUs to Eligible Persons. All RSUs awarded will be credited to an account maintained for each RSU Plan Recipient on the books of the Company as of each award date. The number of RSUs to be credited to each RSU Plan Recipient’s account shall be determined at the discretion of the Board and pursuant to the terms of the RSU Plan.

Each award of RSUs vests on the date(s) (each a “**Vesting Date**”) that is the earlier of the Trigger Date (defined below) and the date upon which the relevant performance condition or other vesting condition set out in the award has been satisfied, subject to the requirements of the RSU Plan. Rights and obligations under the RSU Plan can be assigned by the Company to a successor in the business of the Company, any company resulting from any amalgamation, reorganization, combination, merger or arrangement of the Company, or any corporation acquiring all or substantially all of the assets or business of the Company.

### ***Payment of RSUs***

Under the RSU Plan, the Company, in its discretion and as may be determined by the Board, will pay out vested RSU’s by paying or issuing (net of any applicable withholding taxes) to a RSU Plan Recipient, on or subsequent to the Trigger Date and before the Expiry Date (as defined below) an award payout of either: (a) one Common

Share for each whole vested RSU; and (b) a cash amount equal the fair market value of one Common Share (as determined in accordance with the RSU Plan) as at the Trigger Date (the “**Vesting Date Value**”) of each whole vested RSU.

Fractional Common Shares will not be issued pursuant to the RSU Plan, and where a RSU Plan Recipient would be entitled to receive a fractional Common Share in respect of a fractional vested RSU, the Company shall pay to such RSU Plan Recipient, in lieu of such fractional Common Share, cash value equal to the Vesting Date Value of such fractional Common Share.

### ***Credit for Dividends***

An RSU Plan Recipient’s account will be credited with additional RSUs as of each dividend payment date in respect of which cash dividends are paid on common shares. The number of additional RSUs to be credited to an RSU Plan Recipient’s account is computed by multiplying the amount of the dividend per Common Share by the aggregate number of RSUs that were credited to the RSU Plan Recipient’s account as of the record date for payment of the dividend, and dividing that number by the Fair Market Value (as defined in the RSU Plan). Note that the Company is not obligated to pay dividends on Common Shares.

### ***Resignation, Termination, Leave of Absence or Death***

Generally, if an RSU Plan Recipient’s employment or service is terminated, or if the RSU Plan Recipient resigns from employment with the Company, then any RSUs credited to him or her under the RSU Plan which have not vested on or before the separation date for the RSU Plan Recipient are forfeited, cancelled and terminated without payment.

In the event an RSU Plan Recipient is terminated without cause, all unvested RSUs credited to such terminated RSU Plan Recipient will immediately vest on the date of termination. If an RSU Plan Recipient’s employment or service is terminated (otherwise than without cause), or the RSU Plan Recipient enters Retirement (as defined in the RSU Plan), dies, or suffers Total Disability (as defined in the RSU Plan), all unvested RSUs will automatically be cancelled without compensation.

The number of Common Shares available for reserve under the RSU Plan is a fixed number, therefore when RSUs are terminated or cancelled under the Plan, the Common Shares reserved for the exercise of such RSUs are also terminated and cancelled and no longer available for reserve under the RSU Plan.

### ***Change of Control***

In the event of a Change of Control (as defined in the RSU Plan), all RSUs credited to an RSU Plan Recipient vest on the date on which the Change of Control occurs. Within thirty (30) days after the date on which the Change of Control Occurs, the RSU Plan Recipient must receive a payment equal to the number of RSUs that vested on the date of the Change of Control, multiplied by the Fair Market Value on that date.

### ***Adjustments***

In the event of any dividend paid in Common Shares, any subdivision of the Common Shares, any combination or exchange of the Common Shares, merger, consolidation, spin-off or other distribution of Company assets to shareholders, or any other change in the capital of the Company affecting the common shares, the Board will make adjustments with respect to the number of RSUs outstanding and any proportional adjustments as the Board, in its discretion, considers appropriate to reflect the change.

### ***Vesting***

The Board has the discretion to grant RSUs to Eligible Persons as the Board determines is appropriate, and can impose conditions on vesting as it sees fit in addition to the Performance Conditions (as defined in the RSU

Plan) if any. RSUs vest on the date that is the later of (a) the date set by the Board at the time of the grant or if no date is set then September 1 of the third calendar year following the date of the grant (the “Trigger Date”), and (b) the date upon which the relevant Performance Condition or other vesting condition has been satisfied, subject to the limitations of the RSU Plan.

RSUs only vest on the Trigger Date to the extent that the Performance Conditions have been satisfied on or before the Trigger Date, and no RSU will remain outstanding for any period which exceeds the expiry date (which shall be September 30 of the third calendar year after the date of grant, or such earlier date as may be established by the Board (the “Expiry Date”).

The Board may accelerate the Trigger Date of any RSU at its election.

#### ***Limitations under the RSU Plan***

Unless disinterested Shareholder Approval is obtained, or unless permitted otherwise by the policies of the TSX Venture Exchange:

- (a) the maximum number of Common Shares which may be reserved for issuance to Insiders, as a group, under the RSU Plan together with any other Share Compensation Arrangement (as defined in the RSU Plan), may not exceed 10% of the outstanding Common Shares;
- (b) the maximum number of RSUs that may be granted to Insiders, as a group, under the Plan together with any other Share Compensation Arrangement, within a 12-month period, cannot exceed 10% of the outstanding Common Shares calculated on the date of the grant of the RSUs;
- (c) the maximum number of RSUs that can be granted to any one Eligible Person under the Plan, together with any other Share Compensation Arrangement, within a 12-month period, cannot exceed 5% of the outstanding Common Shares calculated on the date of the grant of the RSUs; and
- (d) the maximum number of RSUs that may be granted to any one Consultant, within a 12-month period, may not result in a number of RSUs exceeding 2% of the number of issued and outstanding Common Shares at the Grant Date, together with any other Share Compensation Arrangement, without the prior consent of the TSX Venture Exchange.

#### ***Amendment or Termination of RSU Plan***

Subject to the requirements of applicable laws, the Board may amend or terminate the RSU Plan at any time, but the consent of the RSU Plan Recipient is required for any such amendment that adversely affects the rights of the RSU Plan Recipient, unless the amendment or termination is required by law. A termination of the RSU Plan will not accelerate the vesting of RSUs or the time in which a RSU Plan Recipient would otherwise be entitled to receive payment in respect of the RSUs.

The RSU Plan is considered a Share Compensation Agreement. Any grants under the Fixed Option Plan would be considered in the limitations under the RSU Plan.

At the date of this Information Circular, there are 1,250,000 outstanding RSUs under the RSU Plan.

### Outstanding Compensation Securities

Financial year ended September 30, 2018

The below chart describes incentive stock options (option-based awards) and restricted stock units (share-based awards) that were outstanding to NEOs and directors of the Company as at September 30, 2018.

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
Tim Harvie, Chairman of the Board, Chief Executive Officer and Director	Options	850,000, 13%	May 26, 2016	0.25N/A	0.10	0.35	Oct. 26, 2021
	RSUs	500,000, 25%	May 16, 2018		0.25	0.35	
Gene McConnell, Chief Financial Officer	RSUs	100,000, 5%	May 16, 2018	N/A	0.25	0.35	May 16, 2019
Chris Brummett, Chief Operating Officer	RSUs	150,000, 8%	May 16, 2018	N/A	0.25	0.35	May 16, 2019
Darren Devine, former Corporate secretary and Director	Options	200,000, 3%	May 26, 2016	0.25	0.10	0.35	Oct. 26, 2021
	Options	200,000, 3%	May 16, 2018	0.285	0.25	0.35	
Blair Garrou, Director	Options	400,000, 6%	May 26, 2016	0.25	0.10	0.35	Oct. 26, 2021
	Options	100,000, 3%	May 16, 2018	0.285	0.25	0.35	
Kevin Shea, Director	Options	300,000, 5%	May 16, 2018	0.285	0.25	0.35	May 16, 2023
Darryl Cardey, Former Director	Options	200,000, 3%	May 26, 2016	0.25	0.10	0.35	Oct. 26, 2021
Eddie Shek, Former Chief Strategy Officer	Options	702,500, 11%	May 26, 2016	0.25	0.10	0.35	Oct. 26, 2021

### **Exercise of Compensation Securities by NEOs and Directors**

#### **Financial Year Ended September 30, 2018**

There were no exercises of option-based awards or share-based awards by an NEO or a director of the Company during the financial year ended September 30, 2018.

#### **Financial Year Ended September 30, 2017**

There were no exercises of option-based awards or share-based awards by an NEO or a director of the Company during the financial year ended September 30, 2017.

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

Except as disclosed above, the Company does not have any employment, consulting or management agreements or arrangements with any of the Company's current NEOs or directors.

### **Oversight and Description of Director and Named Executive Officer Compensation**

Executive compensation is set to attract and retain the best available talent while efficiently utilizing available resources. The Company compensates executive management with a package typically including a base salary ("Base Salary"), an incentive compensation plan ("Incentive Compensation") and equity compensation (the "Equity Compensation") designed to be competitive with comparable employers. In considering executive management's compensation, the Board takes into consideration the financial condition of the Company. The Base Salary is set in comparison to the comparable positions in the market and in the industry, the Incentive Compensation is used as a short-term incentive to achieve Company objectives, and the Equity Compensation is designed to allow the participants to enjoy the benefits of any increase in company valuation and share price, should such an increase occur. Executive compensation is designed to reward activities and achievements that are aligned with the long-term interests of the Company's shareholders.

The Base Salary, Incentive Compensation and Equity Compensation for the Company's NEOs, including the CEO and the CFO is determined by the Company's Compensation Committee. The Compensation Committee sets the compensation of the NEOs using generally available market data and their combined industry experience. The Compensation Committee delegates to the NEOs the responsibility to set the compensation packages for all other senior management and staff.

The Compensation Committee is responsible for executive and director compensation, including reviewing and recommending director compensation, overseeing the Company's base compensation structure and equity-based compensation program, recommending compensation of the Company's officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives.

The Compensation Committee also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company's senior management. The Compensation Committee reviews the compensation of senior management on an annual basis taking into account compensation paid by other issuers of similar size and activity.

The current members of the Company's Compensation Committee are: Blair Garrou (Chair) and Kevin Shea.

#### **Philosophy and Objectives**

The compensation program for the senior management of the Company is designed with a view that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining qualified executives;

- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company has employed a combination of base salary and equity participation through its share option plan in order to enable them to participate in the long-term success of the Company and to promote a greater alignment of their interests with the interests of the Shareholders. Recommendations for senior management compensation are presented to the Board for review.

Base Salary or Consulting Fees

In the Board's view, paying base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates is a first step to attracting and retaining qualified and effective executives.

Each Named Executive Officer of the Company receives a base salary in recognition of the position's day-to-day duties and responsibilities, which constitutes the largest share of the Named Executive Officer's compensation package. The Board reviews each Named Executive Officer's base salary on an annual basis, and may also consider a Named Executive Officer's qualifications, experience, and length of service and past contributions in determining a Named Executive Officer's base salary.

In determining the base salary of an executive officer, the Board considers the following factors:

- (a) the particular responsibilities related to the position;
- (b) salaries paid by other companies in the technology industry which were similar in size as the Company;
- (c) the experience level of the executive officer;
- (d) the amount of time and commitment which the executive officer devotes to the Company; and
- (e) the executive officer's overall performance and performance in relation to the achievement of corporate milestones and objectives.

Financial Year ended September 30, 2018

*Related party transactions*

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities including key members of management and the Board of Directors that are members of the same group, under common control, or provide key management personnel services to another entity. A transaction is considered to be a related party transaction when there is a transfer of resources, services or obligations between related parties. During the financial year ended September 30, 2018, key management personnel consists of directors and senior management including the President and Chief Executive Officer, Chief Operating Operator, and Chief Financial Officer. Key management personnel compensation includes:

	<b>2018</b>	<b>2017</b>
Salaries and wages	\$808,312	\$855,922
Consulting	\$184,747	\$290,873

	2018	2017
Automobile Allowance	\$25,403	\$24,972
Share-based compensation	\$150,995	\$177,750
	<b>\$1,169,417</b>	<b>\$1,284,310</b>

Included in the professional fees are \$130,491 (2017 - \$112,573) for directors' fees and services charged by non-key management and therefore are not included in the amounts above. Included in share-based compensation are \$86,823 (2017 - \$Nil) for directors Darren Devine, \$28,851, Blair Garrou, \$14,561, and Kevin Shea, \$43,411 and therefore are not included in the amounts above.

As of September 30, 2018, \$32,501 (2017 - \$8,576) is included in the due to related party (short term) for reimbursements and consulting fees to directors and officers of the Company.

Included in due to related party (short term) is \$210,137 along with the \$107,470 due to related party (long term) is owed to the sellers of the assets of broTECH, one of whom is an officer of the Company.

Contingently issuable shares are due to a director Tim Harvie and Applied Logistics, Inc., a company owned by Tim Harvie. The following balances remain at September 30, 2018:

- \$Nil relating to the future grant of contingently issuable common shares included in share-based compensation for 2018. Forfeitures of \$127,920 were recorded in the Company's audited financial statements during the year ended September 30, 2018 and are included in share-based compensation.
- Incentive bonus payments of \$132,000 (2017 - \$133,000) were made during the year ended September 30, 2018.

#### Bonus Incentive Compensation

The base salary component is intended to provide a fixed level of competitive pay that is established at the time when an officer, employee or consultant joins the Company. The Company's board and/or Compensation Committee are expected to periodically review compensation levels to determine if adjustments are necessary.

The Company's objective is to achieve certain strategic objectives and milestones. The Board will consider executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses. The Board approves executive bonus compensation dependent upon compensation levels based on recommendations of the CEO. Such recommendations are generally based on information provided by issuers that are similar in size and scope to the Company's operations.

#### Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's existing fixed share option plan and fixed restricted share unit plan. Stock options and restricted share units are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the Compensation Committee based on recommendations put forward by the CEO. Due to the Company's limited financial resources, the Company emphasizes the provisions of option and restricted share unit grants to maintain executive motivation.

## **Compensation Review Process**

### **Risks Associated with the Company's Compensation Program**

The Company's directors have not considered the implications of any risks to the Company associated with decisions regarding the Company's compensation program. The Company intends to formalize its compensation policies and practices and will take into consideration the implications of the risks associated with the Company's compensation program and how it might mitigate those risks.

The Company currently does not retain a compensation consultant.

### **Benefits and Perquisites**

The Company does not, as of the date of this Information Circular, offer any benefits or perquisites to its NEOs other than potential grants of incentive stock options as otherwise disclosed and discussed herein.

### **Hedging by Directors or NEOs**

The Company has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors. The Company is not, however, aware of any directors or officers having entered into this type of transaction.

## **Option-Based Awards**

As described above, the Company has a Fixed Option Plan, which was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Board (or a Committee delegated by the Board) proposes share option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the Board. The Fixed Option Plan is administered by the Board (or a Committee delegated by the Board), and provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

The Fixed Option Plan allows the Company to grant Options, under and subject to the terms and conditions of the Fixed Option Plan, which may be exercised to purchase up to a maximum of 6,500,000 Common Shares.

## **Share-Based Awards**

As described above, the Company has an RSU Plan. The RSU Plan was designed to provide certain directors, employees, officers, other key employees and consultants of the Company and its related entities with the opportunity to acquire restricted share units ("RSUs") of the Company in order to enable them to participate in the long-term success of the Company and to promote a greater alignment of their interests with the interests of the Shareholders. The Board (or a Committee delegated by the Board) is responsible for administering the RSU Plan.

The RSU Plan allows the Company to grant RSUs, under and subject to the terms and conditions of the RSU Plan, which may be exercised to purchase up to a maximum number of 2,000,000 Common Shares.

## **Pension Disclosure**

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has two equity compensation plans: i) a fixed share option plan and ii) a fixed restricted share unit plan, as described in this Information Circular.

The following table sets out equity compensation plan information as at financial year end of September 30, 2018.

### *Equity Compensation Plans Information*

	<b>Number of securities to be issued upon exercise of outstanding options</b>	<b>Weighted-average exercise price of outstanding options</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
<b>Plan Category</b>	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>
Equity compensation plans approved by securityholders	5,197,500 Options 1,250,000 RSUs	\$0.270 Options \$Nil RSUs	1,302,500Options 750,000 RSUs
Equity compensation plans not approved by security holders – N/A	N/A	N/A	N/A
Total	5,197,500 Options 1,250,000 RSUs		1,302,500 Options 750,000 RSUs

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than set out in this Information Circular, 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 ended September 30, 2018.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this information circular, no informed person, director or executive officer of the Company, no proposed nominee for election as a director of the Company and no associate or affiliate of any of such persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, except for any interest arising from the ownership of shares of the Company where the shareholder will receive no extra or special benefit or advantage not shared on a pro-rata basis by all holders of shares in the capital of the Company.

## MANAGEMENT CONTRACTS

There are no management functions of the Company which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

## ADDITIONAL INFORMATION

Additional information relating to the Company can be found in the Company's audited consolidated financial statements for fiscal years September 30, 2018 and September 30, 2017,, the accompanying auditor's report and related management's discussion and analysis, and additional copies of this information may be obtained from SEDAR at [www.sedar.com](http://www.sedar.com) and upon request from the Company at Suite 1430, 800 West Pender Street, Vancouver, British Columbia, Canada V6C 2V6 Tel.: (604) 638-8063/Fax.: (604) 648-8105. Copies of documents will be provided free of charge to security holders of the Company. The Company may require the

payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document.

#### **OTHER MATTERS**

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

The contents of this Information Circular and its distribution to shareholders have been approved by the Board of the Company.

**DATED** at Vancouver, British Columbia on February 15, 2019.

#### **BY ORDER OF THE BOARD**

*/s/ "Tim Harvie"*

**Tim Harvie**  
**Chairman of the Board, President**  
**and Chief Executive Officer**

**SCHEDULE AB TO TRACKX HOLDINGS INC. INFORMATION CIRCULAR DATED  
FEBRUARY 15, 2019 – AUDIT COMMITTEE CHARTER**

**CHARTER OF THE AUDIT COMMITTEE OF**

**TRACKX HOLDINGS INC.  
("CHARTER")**

**ARTICLE I  
MEMBERSHIP**

**Section 1.01** The audit committee (the "**Committee**") of the board of directors (the "**Board**") of TRACKX HOLDINGS INC. (the "**Company**") shall consist of three or more directors. The composition of the Committee shall comply with all of the independence requirements applicable pursuant to corporate laws, securities laws, and the policies of the stock exchange upon which shares of the Company are listed.

**Section 1.02** Each member of the Committee must be financially literate, as this term is defined under National Instrument 52-110 - Audit Committees (the "**Instrument**").

**Section 1.03** The Board shall appoint members to the Committee. Each Committee member shall be appointed for a one-year term/shall serve until a successor is duly appointed or until the member's earlier death, resignation, disqualification or removal. The Board may remove any member from the Committee at any time with or without cause. The Board shall fill Committee member vacancies by appointing a member from the Board. If a vacancy on the Committee exists, the remaining members shall exercise all the Committee's powers so long as a quorum exists.

**Section 1.04** New Committee members shall be provided with an orientation program to educate them on the Company, their roles and responsibilities on the Committee, and the Company's financial reporting and accounting practices. In addition, Committee members shall receive training as necessary to increase their understanding of financial, accounting, auditing and industry issues applicable to the Company.

**Section 1.05** The Board shall appoint the chairperson of the Committee ("**Chairperson**") from the Committee members. The Chairperson must be a non-executive Director. Subject to Section 1.04, the Board shall determine the Chairperson's term of office.

**Section 1.06** A quorum for decisions of the Committee shall be two members.

**ARTICLE II  
COMMITTEE MEETINGS**

**Section 2.01** The Committee shall meet at least quarterly at such times and places as determined by the Committee. The Committee is governed by the same rules regarding meetings (including the procedure used to call meetings, and conducting meetings electronically, in person or by telephone), notice of meetings and waiver of notice by committee members, written resolutions in lieu of a meeting, and voting at meetings that apply to the Board.

**Section 2.02** The Chairman shall seek input from Committee members, the Company's management, the Auditor and Board members when setting each Committee meeting's agenda.

**Section 2.03** Any written material to be provided to Committee members for a meeting must be distributed in advance of the meeting to give Committee members time to review and understand the information. All material provided to Committee members shall be relevant and concise.

**Section 2.04** The chairperson of the Board, the chief executive officer of the Company (“CEO”), and chief financial officer of the Company (“CFO”) may, if invited by the Chairperson, attend and speak at Committee meetings. Other Board members may also, if invited by the Chairperson, attend and speak at Committee meetings.

**Section 2.05** The Chairperson, on the Committee’s recommendation, may invite members of the Company’s management to attend meetings and give presentations relating to their responsibilities.

**Section 2.06** The Committee may appoint a Committee member or any other attendee to be the secretary of a meeting. The Chairperson shall circulate minutes of all Committee meetings to the Company’s Board members and its Auditor (defined below). The Committee shall report its decisions and recommendations to the Board promptly after each Committee meeting.

**Section 2.07** The Committee shall meet for a private session, excluding management and the Auditor, following each Committee meeting.

### **ARTICLE III PURPOSE, ROLE AND AUTHORITY**

**Section 3.01** The purpose of the Committee is to oversee the Company’s accounting and financial reporting processes and the preparation and auditing of the Company’s financial statements.

**Section 3.02** The Committee is authorized by the Board to investigate any matter set out in this Charter or otherwise delegated to the Committee by the Board.

### **ARTICLE IV DUTIES AND RESPONSIBILITIES**

The Committee has the duties and responsibilities set out in sections 5 to 14 of this Charter, as may be amended, supplemented or restated from time to time.

### **ARTICLE V EXTERNAL AUDITOR - APPOINTMENT AND REMOVAL**

**Section 5.01** To consider and recommend to the Board, to put forward for shareholder approval at the annual meeting, an Auditor that will be appointed or reappointed to prepare or issue an auditor’s report as well as perform audit, review, attest or other services for the Company in compliance with the Instrument, and to recommend to the Board the Auditor’s removal, if necessary.

**Section 5.02** To set the terms of the Auditor’s engagement and its remuneration, including reviewing and negotiating the Auditor’s engagement letter.

**Section 5.03** To review and monitor the independence of the Auditor.

**Section 5.04** To, at least once per fiscal year, review the qualifications and performance of the Auditor and the Auditor’s lead partners and consider and decide if the Company should adopt or maintain a policy of rotating the accounting firm serving as the Company’s external auditor.

### **ARTICLE VI AUDITOR OVERSIGHT - AUDIT SERVICES**

**Section 6.01** To require the Auditor to report directly to the Committee.

**Section 6.02** To discuss with the Auditor, before an audit commences, the nature and scope of the audit, the Auditor's responsibilities in relation to the audit, the overall audit strategy, the timing of the audit, the processes used by the Auditor to identify risks and reporting such risks to the Committee. To discuss with the Auditor any other matters relevant to the audit, including the coordination of services and processes, where more than one audit firm is involved.

**Section 6.03** To review and discuss with the Auditor all critical accounting policies and practices to be used in the audit, all alternative treatments of financial information within International Financial Reporting Standards ("IFRS") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the Auditor.

**Section 6.04** To review any major issues regarding accounting principles, including IFRS, and financial statement presentation with the Auditor and Company's management, including any significant changes in the Company's selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

**Section 6.05** To review and discuss with the Auditor and management any problems or difficulties encountered during the audit, including restrictions on the scope of activities or access to information, and any significant disagreements between the Auditor and management in relation to financial reporting. The Committee may meet with the Auditor and management (together or separately) to discuss and resolve such disagreements.

**Section 6.06** To review all material communications between management and the Auditor, including reviewing the Auditor's management letter and management's response.

**Section 6.07** To create (if required), review, and approve the Company's policies respecting the hiring of any (former or current) Auditor's past or present employees or past or present partners that participated in any capacity in any Company audit.

**Section 6.08** To oversee any other matters relating to the Auditor and the performance of audit services on the Company's behalf.

## **ARTICLE VII AUDITOR OVERSIGHT - NON-AUDIT SERVICES**

**Section 7.01** To pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries in accordance with the Instrument.

**Section 7.02** Notwithstanding section 7.1, the Committee may delegate the pre-approval of non-audit services to a member or certain members of the Committee. Such member or members shall notify the Committee at each Committee meeting of the non-audit services they approved since the last Committee meeting.

## **ARTICLE VIII INTERNAL CONTROLS**

**Section 8.01** To monitor and review the effectiveness of the Company's internal audit function (the "Internal Auditors"), including ensuring that the Internal Auditors have adequate monetary and other resources to complete their work, and ensuring that the Internal Auditors have appropriate standing within the Company. If the Company has no Internal Auditors, to consider, on an annual basis, whether the Company requires Internal Auditors, and to recommend to the Board whether Internal Auditors should be employed by the Company.

**Section 8.02** To oversee an effective system of internal controls and procedures for the Company relating to the financial reporting process and disclosure of the financial results (“**Internal Controls**”).

**Section 8.03** To review with management and the Internal Auditors (with each privately or together) the adequacy and effectiveness of the Company’s Internal Controls, including any significant deficiencies or material weaknesses in the design or operation of the Internal Controls, and to determine if any special steps must be adopted by the Auditor during its audit in light of any such deficiencies or weaknesses.

**Section 8.04** To review management’s roles, responsibilities, and performance in relation to the Internal Controls.

**Section 8.05** To review, discuss and investigate any alleged fraud involving the Company’s management or employees in relation to the Internal Controls, including management’s response to any allegations of fraud. To implement corrective and disciplinary action in cases of proven fraud, and to determine if any special steps must be adopted by the Auditor during its audit in light of any proven fraud or any allegations of fraud.

**Section 8.06** To establish and monitor the procedures for: (a) the receipt, retention, and treatment of complaints the Company receives relating to its Internal Controls; (b) the anonymous submission of employees’ concerns relating to questionable accounting or audited matters engaged in by the Company; and (c) the independent investigation of the matters set out in (a) and (b), including the appropriate follow up action for each.

**Section 8.07** To review and discuss with the CEO and CFO, or those officers who perform the duties similar to a CEO or CFO, the steps taken to complete the required certifications of the annual and interim filings with the securities commissions.

## **ARTICLE IX FINANCIAL STATEMENTS**

**Section 9.01** To review and discuss with the Auditor and management the Company’s annual audited financial statements as well as the accompanying Auditor’s report and management discussion and analysis (“**MD&A**”). The Committee’s review of the annual audited financial statements will include a review of the notes contained in the financial statements, in particular the notes on: (a) significant accounting policies, including any changes made to them and the effect this may have on the Company; (b) significant estimates and assumptions; (c) significant adjustments resulting from the an audit; (d) the going concern assumption; (e) compliance with accounting standards; (f) investigations and litigation undertaken by regulatory authorities; (g) the impact of unusual transactions; and (h) off-balance sheet and contingent asset and liabilities, and related disclosures.

**Section 9.02** To assess: (a) the quality of the accounting principles applied to the financial statements; (b) the clarity of disclosure in the financial statements; and (c) whether the audited annual financial statements present fairly, in all material respects, in accordance with IFRS, the Company’s financial condition, operational results and cash flows.

**Section 9.03** Upon satisfactory completion of its review, to recommend the annual audited financial statements, Auditor’s report and annual MD&A for Board approval.

**Section 9.04** To review the interim financial statements and related MD&A with the Auditor (if the interim financial statements are audited) and management, and if satisfied that the interim financial statements meet the criteria set out in subsection 9.2 to recommend to the Board that it approve the interim financial statements and accompanying MD&A.

**ARTICLE X  
DISCLOSURE OF OTHER FINANCIAL INFORMATION**

**Section 10.01** To review and discuss with management the design, implementation and maintenance of effective procedures relating to the Committee's prior review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements ("**Disclosure Procedures**"). To ensure that the Disclosure Procedures put in place are followed by the Company's management and employees, and to periodically assess the adequacy of the Disclosure Procedures.

**Section 10.02** To review the Company's profit and loss press releases and other related press releases before they are released to the public, including the Company's annual information form, earnings press releases and any other public disclosure documents required by the securities commissions, and to review the nature of any financial information and ratings information provided to agencies and analysts per the Company's disclosure policy.

**Section 10.03** To monitor and review the Company's policy on confidentiality and disclosure on a yearly basis.

**ARTICLE XI  
RISK MANAGEMENT**

**Section 11.01** To review and discuss with management and the Internal Auditors (each privately or together) policies and guidelines to govern the processes by which management assesses and manages the Company's risks, including the Company's major financial risk exposures and fraud, and the steps management has taken to monitor and control such exposures.

**Section 11.02** To review the periodic reports delivered to the Committee by the Internal Auditors, and to oversee the processes by which major Company risks are reviewed by either the Committee, another Board committee or the full Board.

**ARTICLE XII  
LEGAL COMPLIANCE**

To review with legal counsel any legal matters, including inquiries received from regulators and governmental agencies, that may have a significant impact on the Company's financial statements, cash flows or operations, to review and oversee any policies, procedures and programs designed by the Company to promote legal compliance.

**ARTICLE XIII  
RELATED PARTY TRANSACTIONS**

To review all proposed related party transactions, other than those reviewed by a special committee of disinterested directors in accordance with Canadian corporate or securities laws.

**ARTICLE XIV  
OTHER DUTIES AND RESPONSIBILITIES**

To complete any other duties and responsibilities delegated by the Board to the Committee from time to time.

**ARTICLE XV  
MEETINGS WITH THE AUDITOR**

Notwithstanding anything set out in this Charter to the contrary, the Committee may meet privately with the Auditor or Internal Auditors as frequently as the Committee deems appropriate for the Committee to fulfil its responsibilities and to discuss any concerns of the Committee or Auditor in relation to the matters covered by the Committee's Charter, including the effectiveness of the Company's financial recording procedures and systems, and management's cooperation and responsiveness to matters arising from the audit and non-audit services performed by the Auditor.

**ARTICLE XVI  
MEETINGS WITH MANAGEMENT**

The Committee may meet privately with management and the Company's Internal Auditors (together or separately) as frequently as the Committee deems appropriate for the Committee to fulfil its responsibilities, and to discuss any concerns of the Committee, management or the Internal Auditors.

**ARTICLE XVII  
OUTSIDE ADVISORS**

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfil its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of any outside counsel and other advisors to be paid by the Company.

**ARTICLE XVIII  
REPORTING**

The Committee shall report to the Board on all matters set out in this Charter and other matters assigned to the Committee by the Board, including: (a) the Auditor's independence; (b) the Auditor's performance and the Committee's recommendation to reappoint or terminate the Auditor; (c) the Internal Auditors' performance; (d) the adequacy of the Internal Controls; (e) the Committee's review of the Company's annual and interim financial statements, and any IFRS reconciliation, including any issues respecting the quality and integrity of financial statements, along with the MD&A; (f) the Company's compliance with legal and regulatory matters and such matters impact on the financial statements; and (g) the Company's risk management programs and any risks identified in accordance with this program.

**ARTICLE XIX  
CHARTER REVIEW**

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

**ARTICLE XX  
PERFORMANCE EVALUATION**

The Committee shall conduct an annual evaluation of the performance of its duties and responsibilities under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

**ARTICLE XXI  
NO RIGHTS CREATED**

This Charter is a broad policy statement and is intended to be part of Committee's flexible governance framework. While this Charter should comply with all applicable laws, regulations and listing requirements, as well as the Company's articles and by-laws, this Charter does not create any legally binding obligations on the Committee, the Board or the Company.

**ARTICLE XXII  
EFFECTIVE DATE**

This Charter was implemented by the Board on May 26, 2016.