

**TRUTRACE TECHNOLOGIES INC.**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON NOVEMBER 6, 2020**

**AND**

**INFORMATION CIRCULAR**

*October 6, 2020*

*This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this notice and information circular, you should immediately contact your advisor.*

**TRUTRACE TECHNOLOGIES INC.**

L120, 2303 4 Street SW  
Calgary, AB T2S 2S7  
Telephone: 844.656.3629

**NOTICE OF ANNUAL GENERAL MEETING**

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of shareholders of TruTrace Technologies Inc. (the “**Company**”) will be held via ZOOM, on Friday, November 6, 2020, at the hour of 11:00 a.m. (Vancouver time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the fiscal year ended April 30, 2020, and the accompanying report of the auditors;
- (2) to set the number of directors of the Company at six (6);
- (3) to elect Robert Galarza, Allan O’Dette, Michael Kraft, Pradeep Sood, Cesare Fazari and Cameron Chell as directors of the Company;
- (4) to appoint Dale Matheson Carr-Hilton LaBonte LLP as the auditors of the Company for the fiscal year ending April 30, 2021;
- (5) to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending April 30, 2021; and
- (6) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of the Company has fixed September 9, 2020 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

In view of the current and rapidly evolving COVID-19 outbreak, the Company will not be providing a physical location for shareholders to attend the Meeting in person. As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference. To access the Meeting by ZOOM, please join via the following link: <https://us02web.zoom.us/j/83454011608>, or by dialing +1 (778) 907-2071 in Canada or +1 (408) 638-0968 in the United States; Meeting ID: Meeting ID: 834 5401 1608

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator

of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 6th day of October, 2020.

By Order of the Board of Directors of

**TRUTRACE TECHNOLOGIES INC.**

*“Robert Galarza”*

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Robert Galarza  
Chief Executive Officer, interim Chief  
Financial Officer and Director

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO  
ATTEND THE MEETING BY TELECONFERENCE, PLEASE COMPLETE, SIGN AND  
DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE  
ENVELOPE PROVIDED.**

## TRUTRACE TECHNOLOGIES INC.

L120, 2303 4 Street SW  
Calgary, AB T2S 2S7  
Telephone: 844.656.3629

### INFORMATION CIRCULAR

October 6, 2020

#### INTRODUCTION

This information circular (the “**Information Circular**”) accompanies the notice of annual general meeting of shareholders (the “**Notice**”) of TruTrace Technologies Inc. (the “**Company**”) and is furnished to shareholders (each, a “**Shareholder**”) holding common shares (the “**Shares**”) of the Company in connection with the solicitation by the management of the Company of proxies to be voted at the annual general meeting (the “**Meeting**”) of the Shareholders to be held at 11:00 a.m. on Friday, November 6, 2020 via ZOOM To access the Meeting by ZOOM, please join via the following link: <https://us02web.zoom.us/j/83454011608>, or by dialing +1 (778) 907-2071 in Canada or +1 (408) 638-0968 in the United States; Meeting ID: Meeting ID: 834 5401 1608, or at any adjournment or postponement thereof.

#### Covid-19

In view of the current and rapidly evolving COVID-19 outbreak, the Company will not be providing a physical location for shareholders to attend the Meeting in person. As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference. To access the Meeting by ZOOM, To access the Meeting by ZOOM, please join via the following link: <https://us02web.zoom.us/j/83454011608>, or by dialing +1 (778) 907-2071 in Canada or +1 (408) 638-0968 in the United States; Meeting ID: Meeting ID: 834 5401 1608.

#### Date and Currency

The date of this Information Circular is October 6, 2020. Unless otherwise stated, all amounts herein are in Canadian dollars.

#### PROXIES AND VOTING RIGHTS

##### Management Solicitation

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation to any of the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers who are NOBOs (as defined below), and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company.

The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

### **Appointment of Proxy**

Registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each common share that such Shareholder holds on the record date of September 9, 2020 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the “**Designated Persons**”) in the enclosed form of proxy are directors and/or officers of the Company.

**A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING.**

**A SHAREHOLDER MAY EXERCISE THIS RIGHT BY INSERTING THE NAME OF SUCH OTHER PERSON IN THE BLANK SPACE PROVIDED ON THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.**

The Shareholder may vote by mail, by telephone or via the Internet by following instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. The Chairman of the Meeting, in his sole discretion, may accept completed forms of proxy on the day of the Meeting or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

### **Revocation of Proxies**

A Shareholder who has given a proxy may revoke it at anytime before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

#### **Voting of Shares and Proxies and Exercise of Discretion by Designated Persons**

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space on the proxy. **The Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

**IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares of a Shareholder on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

#### **ADVICE TO BENEFICIAL SHAREHOLDERS**

**The information set out in this section is of significant importance to those Shareholders who do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at the Meeting.** If Shares are listed in an account statement provided by a broker, then in almost all cases those Shares will not be registered in the Beneficial Shareholder's name on the records of the Company. Such Shares will more likely be registered under the names of the Beneficial Shareholder's broker or an agent of that broker. In the United States, the vast majority of such Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person well in advance of the Meeting.**

The Company does not have access to the names of all Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by his, her or its broker (or the agent of the broker) is similar to the form of proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the

registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Shares to be voted at the Meeting. If Beneficial Shareholders receive the voting instruction forms from Broadridge, they are requested to complete and return the voting instruction forms to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Shares directly at the Meeting - the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the applicable Shares voted at the Meeting.**

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

Alternatively, a Beneficial Shareholder may request in writing that his, her or its broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his, her or its Shares.

Beneficial Shareholders consist of non-objecting beneficial owners and objecting beneficial owners. A non-objecting beneficial owner is a beneficial owner of securities that has provided instructions to an intermediary holding the securities in an account on behalf of the beneficial owner that the beneficial owner does not object, for that account, to the intermediary disclosing ownership information about the beneficial owner under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") of the Canadian Securities Administrators. An objecting beneficial owner means a beneficial owner of securities that has provided instructions to an intermediary holding the securities in an account on behalf of the beneficial owner that the beneficial owner objects, for that account, to the intermediary disclosing ownership information about the beneficial owner under NI 54-101.

The Company is sending proxy-related materials directly to non-objecting beneficial owners of the Shares. The Company will not pay for the delivery of proxy-related materials to objecting beneficial owners of the Shares under NI 54-101 and Form 54-107F1 - *Request for Voting Instructions Made by Intermediary*. The objecting beneficial owners of the Shares will not receive the materials unless their intermediary assumes the costs of delivery.

All references to Shareholders in this Information Circular are to registered Shareholders, unless specifically stated otherwise.

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

The Company is authorized to issue an unlimited number of Shares without par value. As of the record date, determined by the board of directors of the Company (the "**Board**") to be the close of business on

September 9, 2020, a total of 114,334,892 Shares were issued and outstanding. Each Share carries the right to one vote at the Meeting.

Only registered Shareholders as of the record date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

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

| Name of Shareholder | Number of Shares          | Percentage of Issued and Outstanding |
|---------------------|---------------------------|--------------------------------------|
| Thomas Stephenson   | 19,700,000 <sup>(1)</sup> | 17.23%                               |

<sup>(1)</sup> Mr. Stephenson holds 9,500,000 Shares directly; 2,500,000 Shares are owned by Ember Technology Partners Inc., a private company owned by Mr. Stephenson; and 7,700,000 Shares are owned by OrionOne Global Inc., a private company owned by Mr. Stephenson. The total does not include 975,000 stock options convertible into Shares held by Mr. Stephenson.

#### FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended April 30, 2020, together with the auditor's report thereon, will be presented to the Shareholders at the Meeting. The Company's financial statements and management discussion and analysis are available on SEDAR at [www.sedar.com](http://www.sedar.com).

#### NUMBER OF DIRECTORS

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company at six (6). An ordinary resolution needs to be passed by a simple majority of the votes cast by the Shareholders present in person or represented by proxy and entitled to vote at the Meeting.

**Management of the Company recommends the approval of setting the number of directors of the Company at six (6).**

#### ELECTION OF DIRECTORS

At present, the directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting, or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal.

Management of the Company proposes to nominate the following, as set out in the table below, for election by the shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:



| Name,<br>Place of Residence and<br>Position(s)<br>with the Company   | Principal Occupation,<br>Business or Employment<br>for Last Five Years <sup>(1)</sup>   | Director<br>Since  | Number of<br>Shares<br>Owned <sup>(1)</sup> |
|--|---|--------------------|---|
| Robert Galarza <sup>(3)(5)</sup><br>California, United<br>States<br><br><i>Chief Executive Officer,<br/>interim Chief Financial<br/>Officer and Director</i> | Mr. Galarza has served as the Chief Executive Officer and Director of the Company since May 17, 2018. He was a co-founder and chief executive officer of a technology startup in 2016 and has served as Senior Vice-President of Business Development for Heated Details from September 2015 to Present. He was a self-employed attorney from January 2011 until September 2015.  | May 17, 2018       | 2,000,000 <sup>(5)</sup>                    |
| Allan O’Dette<br>Ontario, Canada<br><br><i>Nominee</i>   | Mr. O’Dette is the Chief Executive Officer of the Ontario Medical Association (OMA) and is appointed to the chief executive officer role of the Ontario Medical Association Insurance Company. Prior to joining the OMA, Mr. O’Dette was appointed the first chief investment officer for the Province of Ontario, Canada and prior to that served as the president and CEO of the Ontario Chamber of Commerce.   | To be<br>Nominated | Nil   |
| Michael Kraft <sup>(2)(4)</sup><br>Ontario, Canada<br><br><i>Director</i>  | Founder, president and chief executive officer of Lingo Media Corporation, an online and print-based English language learning company listed on the TSXV, since 1996. He has been the chairman and a director of WeedMD Inc., a cannabis company listed on the TSXV that he co-founded in 2013, since April 2017.  | May 17, 2018       | 125,000 <sup>0</sup>                        |
| Pradeep Sood<br>Ontario, Canada<br><br><i>Nominee</i>  | Mr. Sood is a director and principal at Highbury Canco Corporation, where he also served as chairman, which is food processing facility which employs over 600 full time workers. He is also founder of XactScribe, Inc. and OutSource Process, Inc., and was the Chairman of the Ontario Chamber of Commerce, and director on the Boards of the Toronto Regional Board of Trade and Canadian Chamber of Commerce.  | To be<br>Nominated | Nil   |
| Cesare Fazari<br>Ontario, Canada<br><br><i>Director</i>  | Mr. Fazari is a founding partner of Northwood Developments and has been active in the company for over 30 years. He specializes in commercial retail rollout, having completed thousands of turnkey projects for major commercial franchises such as Shoppers Drug Mart, Marshalls, Trade Secrets and Public Mobile to name a few.<br><br>Mr. Fazari has been the seed Venture Capital investor in many successful public companies such as Hydrothacary Corp., Ianthus, Drone Delivery Services and others, and is the current chief executive officer of RYU Apparel, Inc., a Canada-based urban athletic apparel company listed on the TSXV, since 2014. | March 9,<br>2020   | 4,273,160 <sup>(6)</sup>                    |
| Cameron Chell <sup>(3)(4)</sup><br>California, United<br>States<br><br><i>Director</i>   | Mr. Chell has been the chief executive officer of Business Instincts Group Inc., a venture creation firm focused on high-tech start-ups since November 2009. He has been the chairman and a director of CurrencyWorks Inc., a technology company listed on the TSXV, since August 21, 2017. Mr. Chell has also been a director and secretary of RYDE Holding Inc., a private blockchain and cryptocurrency company, from December 2017 and the chairman from February 2018.   | May 17, 2018       | 2,388,000 <sup>(7)</sup>                    |

(1) Information has been furnished by the respective nominees individually.

(2) Member of the Audit Committee.

(3) Member of Corporate Governance and Nominating Committee.

- (4) Member of Compensation Committee.
- (5) This number includes 2,000,000 Shares held indirectly through Ignite Holdings Ltd. Does not include options to acquire: (i) 800,000 Shares, each of which is exercisable into one Share at a price of \$0.30 per Share until May 18, 2023 and (ii) 175,000 Shares, each of which is exercisable into one Share at a price of \$0.25 per Share until July 30, 2024.
- (6) This number includes 4,273,160 Shares held indirectly through CESF JS Holdings Inc.
- (7) This number includes: (i) 750,000 Shares held directly, (ii) 1,000,000 Shares held by Blockchain Merchant Group and (iii) 638,000 Shares held by Business Instincts Group Inc. Does not include options to acquire: (i) 800,000 Shares, each of which is exercisable into one Share at a price of \$0.30 per Share until May 18, 2023 and (ii) 100,000 Shares, each of which is exercisable into one Share at a price of \$0.25 per Share until July 30, 2024. Does not include options to acquire: (i) 800,000 Shares, each of which is exercisable into one Share at a price of \$0.30 per Share until May 18, 2023 and (ii) 100,000 Shares, each of which is exercisable into one Share at a price of \$0.25 per Share until July 30, 2024.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the Shares represented by proxies for the election of any other persons as directors.

**Management recommends the election of each of the nominees listed above as a director of the Company.**

*Orders*

Except as set forth below, to the best of management's knowledge, no proposed director of the Company is, or within the ten (10) years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company that:

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

### *Bankruptcies*

No proposed director of the Company is, or within ten (10) years before the date of this Information Circular, has been, a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets or made a proposal under any legislation relating to bankruptcies or insolvency.

### *Penalties and Sanctions*

To the best of management's knowledge, no proposed director of the Company has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

## STATEMENT OF EXECUTIVE COMPENSATION

### **General**

For the purpose of this Statement of Executive Compensation:

**"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 (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

**"NEO" or "named executive officer"** means:

- (a) each individual who served as chief executive officer ("**CEO**") of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as chief financial officer ("**CFO**") of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) the most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than 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, for that financial year, and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries (if any), nor acting in a similar capacity, at the end of that financial year;

**"plan"** includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

“underlying securities” means any securities issuable on conversion, exchange or exercise of compensation securities.

### Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company or any subsidiary thereof to each NEO and each director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company or any subsidiary thereof for each of the two most recently completed financial years of the Company, other than stock options and other compensation securities:

| Name and Position  | Year | Salary, Consulting Fee, Retainer or Commission (\$) | Bonus (\$) | Committee or Meeting Fees (\$) | Value of Perquisites <sup>(1)</sup> (\$) | Value of All Other Compensation (\$) | Total Compensation (\$) |
|--|------|---|------------|--------------------------------|--|--------------------------------------|-------------------------|
| Robert Galarza <sup>(2)</sup><br><i>CEO, interim CFO and Director</i>                | 2020 | 150,000   | Nil        | Nil                            | Nil                                      | Nil                                  | 150,000                 |
|  | 2019 | 150,000   | Nil        | Nil                            | Nil                                      | 199,280                              | 349,280                 |
| Thomas Stephenson <sup>(3)</sup><br><i>Chief Technology Officer</i>                  | 2020 | 150,000   | Nil        | Nil                            | Nil                                      | Nil                                  | 150,000                 |
|  | 2019 | 150,000   | Nil        | Nil                            | Nil                                      | 199,280                              | 349,280                 |
| Swapan Kakumanu <sup>(4)</sup><br><i>Former Chief Financial Officer and Director</i> | 2020 | Nil   | Nil        | Nil                            | Nil                                      | Nil                                  | Nil                     |
|  | 2019 | 35,000  | Nil        | Nil                            | Nil                                      | 84,905                               | 119,905                 |
| Cesare Fazari <sup>(5)</sup><br><i>Director</i>                                      | 2020 | 10,500  | Nil        | Nil                            | Nil                                      | Nil                                  | 10,500                  |
|  | 2019 | N/A   | N/A        | N/A                            | N/A                                      | N/A                                  | N/A                     |
| Cameron Chell <sup>(6)</sup><br><i>Director</i>                                      | 2020 | Nil   | Nil        | Nil                            | Nil                                      | Nil                                  | Nil                     |
|  | 2019 | Nil   | Nil        | Nil                            | Nil                                      | 199,280                              | 199,280                 |
| Michael Kraft <sup>(7)</sup><br><i>Director</i>                                      | 2020 | 18,000  | Nil        | Nil                            | Nil                                      | Nil                                  | 18,000                  |
|  | 2019 | N/A   | Nil        | Nil                            | Nil                                      | 199,280                              | 199,280                 |
| James Carter <sup>(8)</sup><br><i>Director</i>                                       | 2020 | 15,000  | Nil        | Nil                            | Nil                                      | Nil                                  | 15,000                  |
|  | 2019 | 14,419  | Nil        | Nil                            | Nil                                      | 47,540                               | 61,959                  |

(1) “Perquisites” include perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are: (a) \$15,000, if the NEO or director’s total salary for the financial year is \$150,000 or less, (b) 10% of the NEO or director’s salary for the financial year if the NEO or director’s total salary for the financial year is greater than \$150,000 but less than \$500,000, or (c) \$50,000 if the NEO or director’s total salary for the financial year is \$500,000 or greater.

(2) Robert Galarza has been the CEO and a director of the Company May 17, 2018 and the interim CFO since March 27, 2020.

(3) Thomas Stephenson has been the chief technology officer of the Company since May 17, 2018.

(4) Swapan Kakumanu was the CFO of the Company from September 28, 2018 until March 27, 2020 and a director of the Company from September 28, 2018 until March 9, 2020.

(5) Cesare Fazari has been a director of the Company since March 9, 2020.

- (6) Cameron Chell has been a director of the Company since May 17, 2018.
- (7) Michael Kraft has been a director of the Company since May 17, 2018.
- (8) James Carter has been a director of the Company since July 12, 2018. He will not be re-elected as a director at the Meeting.

### Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Company or any subsidiary thereof in the year ended April 30, 2020 for services provided, or to be provided, directly or indirectly, to the Company or any subsidiary thereof:

| 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      |
| Robert Galarza<br>CEO,<br>interim<br>CFO and<br>Director                   | Stock Options                 | 175,000/175,000/1.17%  | July 30,<br>2019       | \$0.25                                   | \$0.255   | \$0.08   | July 30,<br>2024 |
| Thomas Stephenson<br>Chief<br>Technology<br>Officer                        | Stock Options                 | 175,000/175,000/1.17%  | July 30,<br>2019       | \$0.25                                   | \$0.255   | \$0.08   | July 30,<br>2024 |
| Swapan Kakumanu<br>Former<br>Chief<br>Financial<br>Officer and<br>Director | Stock Options                 | 175,000/175,000/1.17%  | July 30,<br>2019       | \$0.25                                   | \$0.255   | \$0.08   | July 30,<br>2024 |
| Michael Kraft<br>Director  | Stock Options                 | 100,000/100,000/0.67%  | July 30,<br>2019       | \$0.25                                   | \$0.255   | \$0.08   | July 30,<br>2024 |
| Cameron Chell<br>Director  | Stock Options                 | 100,000/100,000/0.67%  | July 30,<br>2019       | \$0.25                                   | \$0.255   | \$0.08   | July 30,<br>2024 |
| James Carter<br>Former<br>Director   | Stock Options                 | 100,000/100,000/0.67%  | July 30,<br>2019       | \$0.25                                   | \$0.255   | \$0.08   | July 30,<br>2024 |

As at April 30, 2020:

- (a) Robert Galarza, the CEO and a director of the Company, owned an aggregate of 975,000 compensation securities, comprised solely of stock options, each of which is exercisable into one

Share. Of these, 800,000 are exercisable at a price of \$0.30 per Share until May 18, 2023 and 175,000 are exercisable at a price of \$0.25 per Share until July 30, 2024;

- (b) Swapan Kakumanu, the former CFO, Secretary and director of the Company, owned an aggregate of 625,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 300,000 are held directly and are exercisable at a price of \$0.30 per Share until May 18, 2023, 150,000 are held indirectly through Red to Black Inc. and are exercisable at a price of \$0.30 until September 28, 2023 and 175,000 are held directly and are exercisable at a price of \$0.25 per Share until July 30, 2024;
- (c) Cameron Chell, a director of the Company, owned an aggregate of 900,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 800,000 are exercisable at a price of \$0.30 per Share until May 18, 2023 and 100,000 are exercisable at a price of \$0.25 per Share until July 30, 2024;
- (d) Michael Kraft, a director of the Company, owned an aggregate of 900,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 800,000 are exercisable at a price of \$0.30 per Share until May 18, 2023 and 100,000 are exercisable at a price of \$0.25 per Share until July 30, 2024; and
- (e) James Carter, a former director of the Company, owned an aggregate of 400,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these 300,000 are exercisable at a price of \$0.30 per Share until September 28, 2023 and 100,000 are exercisable at a price of \$0.25 per Share until July 30, 2024.

### **Stock Option Plans and Other Incentive Plans**

The Company's current stock option plan (the "**Plan**"), which it adopted in 2018, is a "fixed" number stock option plan, whereby the aggregate number of Shares reserved for issuance, together with any other Shares reserved for issuance under any other plan or agreement of the Company, is fixed at 16,000,000 Shares. The Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Company and its subsidiaries or affiliates, options to purchase Shares. As at September 9, 2020, there were 14,900,000 options outstanding under the Plan.

The purpose of the Plan is to give to Eligible Persons (as defined in the Plan) the opportunity to participate in the success of the Company by granting to such individuals options to acquire common shares of the Company in accordance with the terms of the plan, thereby giving such Eligible Persons an ongoing proprietary interest in the Company.

The following information is intended as a brief description of the Plan and is qualified in its entirety by the full text of the Plan, which is attached as Schedule "E" to the Company's filing statement dated May 10, 2018, which was filed under the Company's profile on SEDAR on May 14, 2018 and is available at [www.sedar.com](http://www.sedar.com):

1. The Board shall establish the exercise price at the time each Option is granted, subject to the following conditions:
  - (a) the exercise price will not be less than the minimum prevailing price permitted by applicable stock exchange policies;

- (b) if the Shares are not listed, posted and trading on any stock exchange or bulletin board, then the exercise price will be determined by the Board at the time of granting;
  - (c) if an option is granted within 90 days of a distribution by a prospectus by the Company, the exercise price will not be less than the price that is the greater of the minimum prevailing price permitted by applicable stock exchange and the per share price paid by public investors for Shares acquired under the distribution by the prospectus, with the 90 day period beginning on the date a final receipt is issued for the prospectus; and
  - (d) in all other cases, the exercise price shall be determined in accordance with the rules and regulations of any applicable regulatory bodies.
2. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, without having been exercised in full, the number of Shares in respect of the expired or terminated option shall again be available for a grant under the Plan.
  3. No option granted under the Plan may have an expiry date exceeding ten years from the date on which the option is granted (unless automatically extended as a result of a blackout period).
  5. Options granted to any one individual in any 12 month period cannot exceed more than 5% of the issued Shares, unless the Company has obtained disinterested shareholder approval.
  6. Options granted to any one consultant in any 12 month period cannot exceed more than 2% of the issued Shares, without the prior consent of the applicable stock exchange.
  7. Options granted to all persons, in aggregate, conducting investor relations activities in any 12 month period cannot exceed more than 2% of the issued Shares, without the prior consent of the applicable stock exchange.
  8. Options issued to optionees performing investor relations activities will vest in stages over 12 months with no more than one quarter of the options vesting in any three month period.
  9. If a director, employee or consultant of the Company is terminated for cause, then any option granted to the option holder will terminate immediately upon the option holder ceasing to be a director, employee, or consultant of the Company by reason of termination for cause.
  10. If an option holder ceases to be a director, employee or consultant of the Company (other than by reason of death, disability or termination of services for cause), or if an optionee resigns, as the case may be, then any option granted to the holder that had vested and was exercisable on the date of termination will expire on the earlier of the expiry date and the date that is 90 days following the date that the holder ceases to be a director, employee or service provider of the Company.
  11. If the engagement of an option holder engaged in investor relations activities as a consultant is terminated for any reason other than cause, disability or death, any option granted to such holder that was exercisable and had vested on the date of termination will be exercisable until the earlier of the expiry date and the date that is 30 days after the effective date of the holder ceasing to be a consultant.
  12. If an option holder dies, the holder's lawful personal representatives, heirs or executors may exercise any option granted to the holder that had vested and was exercisable on the date of death until the earlier of the expiry date and one year after the date of death of the holder.

13. If an option holder ceases to be a director, employee or consultant of the Company as a result of a disability, the holder may exercise any option granted to the holder that had vested and was exercisable on the date of disability until the earlier of the expiry date and one year after the date of disability.
14. Options granted to directors, employees or consultants will vest when granted unless determined by the Board on a case by case basis, other than options granted to consultants performing investor relations activities, which will vest in stages over 12 months with no more than one quarter of the options vesting in any three month period.
15. The Plan will be administered by the Board who will have the full authority and sole discretion to grant options under the Plan to any eligible party, including themselves.
16. Options granted under the Plan shall not be assignable or transferable by an option holder.
17. The Board may from time to time, subject to regulatory or shareholder approval, amend or revise the terms of the Plan.

The Plan provides that other terms and conditions may be attached to a particular option at the discretion of the Board.

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

Other than as set forth below, the Company is not party to any formal, written employment, consulting or management agreements with any NEO or director.

#### *Executive Employment Agreement with Robert Galarza*

Pursuant to an executive employment agreement dated May 17, 2018, between Robert Galarza and the Company, Mr. Galarza serves as the CEO of the Company for a: (i) base salary of \$150,000 per annum (the "**Base Salary**") and a signing bonus of \$32,000 payable on the effective date of the agreement. Under the agreement, the Company may pay Mr. Galarza an annual discretionary performance bonus, in the sole discretion of the Board, based on the achievement of the Company's annual short-term and long-term performance goals and objectives as set by the Board for each fiscal year. Mr. Galarza was granted 800,000 stock options exercisable at a price of \$0.30 per Share until May 18, 2023 and 175,000 stock options exercisable at a price of \$0.25 per Share until July 30, 2024. Mr. Galarza may also be eligible to receive additional stock option grants or awards under other equity based incentive plans from time to time. The agreement is for a period of one year and is automatically renewable on each one year anniversary unless earlier terminated. If Mr. Galarza terminates his employment for any reason other than for just cause, the Company will pay Mr. Galarza any unpaid base salary earned but unpaid. If the Company terminates Mr. Galarza's employment for any reason other than for just cause, the Company will pay Mr. Galarza a one-time lump sum payment (the "**Severance Payment**") to be paid as follows:

- (i) where Mr. Galarza has completed less than two years of continuous services with the Company, an amount equal to six months of the Base Salary at such time, plus any earned annual bonus and earned entitlement under any bonus programs ("**AIP**") or long-term incentive plan ("**LTIP**") offered by the Company, and granted to Mr. Galarza prior to the date of termination which have not been paid, plus any accrued but unpaid vacation;
- (ii) where Mr. Galarza has completed two years of continuous service with the Company but less than five years of service with the Company, an amount equal to 12 months of the



Base Salary at such time, plus any earned annual bonus and earned entitlement under any AIP or other LTIP and granted to Mr. Galarza prior to the date of termination which have not been paid, plus any accrued but unpaid vacation, plus a payment in lieu of further AIP and LTIP payments in an amount which shall be equal to one times Mr. Galarza's average annual target AIP and LTIP payment for the year immediately preceding the year in which the date of termination occurs;

- (iii) where Mr. Galarza has completed five years of continuous service or in excess of five years of service with the Company, an amount equal to 24 months of the Base Salary at such time, plus any earned annual bonus and earned AIP or LTIP entitlements ) and granted to Mr. Galarza prior to the date of termination which have not been paid, plus any accrued but unpaid vacation, plus a payment in lieu of further AIP and LTIP payments in an amount which shall be equal to two times Mr. Galarza's average annual target AIP and LTIP payment for the year immediately preceding the year in which the date of termination occurs; and
- (iv) reimbursement of expenses incurred up to the date of termination in accordance with the Company's Expense Policy.

*Independent Consulting Agreement with Thomas Stephenson*

Pursuant to an independent consulting agreement dated May 17, 2018, between Thomas Stephenson and the Company, Mr. Stephenson serves as the chief technology officer of the Company for a: (i) signing bonus of \$32,000 payable on the effective date of the agreement and (ii) a cash compensation of \$12,500 per month (the "**Monthly Fee**"), payable within 15 days of the end of each calendar month. Mr. Stephenson was granted 800,000 stock options exercisable at a price of \$0.30 per Share until May 18, 2023 and 175,000 stock options exercisable at a price of \$0.25 per Share until July 30, 2024. Mr. Stephenson may also be eligible to receive additional stock option grants or awards under other equity based incentive plans from time to time. The agreement is for a period of one year and is automatically renewable on each one year anniversary unless earlier terminated. If Mr. Stephenson terminates his employment for any reason other than for just cause, the Company will pay Mr. Stephenson any unpaid base salary earned but unpaid. If the Company terminates Mr. Stephenson's employment for any reason other than for just cause, the Company will pay Mr. Stephenson a one-time lump sum to be paid as follows:

- (i) where Mr. Stephenson has completed less than two years, an amount equal to six months of the Monthly Fee at such time, plus any earned compensation as determined by the Board (or the Compensation Committee thereof), and granted to Mr. Stephenson prior to the date of termination which has not been paid;
- (ii) where Mr. Stephenson has completed two years of continuous service with the Company but less than five years of service with the Company, an amount equal to 12 months of the Monthly Fee at such time, plus any earned compensation as determined by the Board (or the Compensation Committee thereof), and granted to Mr. Stephenson prior to the date of termination which has not been paid;
- (iii) where Mr. Stephenson has completed five years of continuous service or in excess of five years of service with the Company, an amount equal to 24 months of the Monthly Fee at such time, plus any earned compensation as determined by the Board (or the Compensation Committee thereof) and granted to Mr. Stephenson prior to the date of termination; and

- (iv) reimbursement of expenses incurred up to the date of termination in accordance with the Company's Expense Policy.

*Independent Consulting Agreement with Swapan Kakumanu*

Pursuant to a board resolution, effective September 28, 2019, Mr. Kakumanu serves as the CFO of the Company for cash compensation of \$5,000 per month, payable within 15 days of the end of each calendar month. Mr. Kakumanu was granted 300,000 stock options exercisable at a price of \$0.30 per Share until September 28, 2023, 100,000 stock options exercisable at a price of \$0.25 per Share until July 30, 2024 and Red to Black Inc., a company wholly owned by Swapan Kakumanu was granted 150,000 stock options exercisable at a price of \$0.30 per Share until May 18, 2023. Mr. Kakumanu may also be eligible to receive additional stock option grants or awards under other equity-based incentive plans from time to time. Mr. Kakumanu may be terminated with no notice. The independent consulting agreement with Mr. Kakumanu terminated March 27, 2020, being the date of his resignation as CFO of the Company.

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

The Board appointed a compensation committee (the "**Compensation Committee**") consisting of James Carter (Chair), Cesare Fazari and Michael Kraft. On resignation of Swapan Kakumanu, the Board appointed Cesare Fazari to the Compensation Committee. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors are performed by the Compensation Committee in consultation with the Board. The compensation of the NEOs, directors and the Company's employees or consultants, if any, is reviewed, recommended and approved by the Compensation Committee in consultation with the Board.

The overall objective of the Company's compensation strategy is to offer short, medium and long-term compensation components to ensure that the Company has in place programs to attract, retain and develop management of the highest calibre and has in place a process to provide for the orderly succession of management, including receipt on an annual basis of any recommendations of the chief executive officer, if any, in this regard.

Executive officers' compensation is currently composed of two major components: a short term compensation component, which includes the payment of management fees to certain NEOs, and a long-term compensation component, which includes the grant of stock options under the Plan. Management fees primarily reward recent performance and incentive stock options encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The Company intends to further develop these compensation components.

The management fee for each NEO, as applicable, is determined by the Board based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time.

The second component of the executive officers' compensation is stock options. The objectives of the Company's compensation policies and procedures are to align the interests of the Company's employees with the interests of the shareholders of the Company. Therefore, a significant portion of total compensation granted by the Company, being the grant of stock options, is based upon overall corporate performance.

Although it has not to date, the Board may in the future consider, on an annual basis, an award of bonuses to key executives and senior management. The amount and award of such bonuses is expected to be discretionary, depending on, among other factors, the financial performance of the Company and

the performance of the executive. The Board considers that the payment of such discretionary annual cash bonuses may satisfy the medium term compensation component.

The Company relies on Board discussion, without formal objectives, criteria and analysis, when determining executive compensation. There are currently no formal performance goals or similar conditions that must be satisfied in connection with the payment of executive compensation.

The NEOs' performances and salaries or fees are to be reviewed periodically. Increases in management fees are to be evaluated on an individual basis and are performance and market-based. The Company does not use a "peer group" to determine compensation.

### **Pension Plan Benefits**

The Company does not have any pension, defined benefit, defined contribution or deferred compensation plans in place.

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets forth details of the Plan, being the Company's only equity compensation plan, as of April 30, 2020.

| <b>Plan Category</b>                                   | <b>Number of shares to be issued upon exercise of outstanding options <sup>(1)</sup></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> |
|--|--|---|--|
| Equity compensation plans approved by shareholders     | 14,900,000   | \$0.25  | 1,100,000  |
| Equity compensation plans not approved by shareholders | N/A  | N/A   | N/A  |
| <b>Total</b>   | <b>14,900,000</b>  | <b>\$0.25</b>   | <b>1,100,000</b>   |

<sup>(1)</sup> The Company does not have any warrants or rights outstanding under any equity compensation plans.

### **APPOINTMENT OF AUDITOR**

At the Meeting, Shareholders will be asked to pass an ordinary resolution to appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants as auditors of the Company for the fiscal year ending April 30, 2021, and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending April 30, 2021. An ordinary resolution needs to be passed by a simple majority of the votes cast by the Shareholders present in person or represented by proxy and entitled to vote at the Meeting.

**Management of the Company recommends that Shareholders vote for the appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as the Company's auditors for the Company's fiscal year ending April 30, 2021 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending April 30, 2021.**

## AUDIT COMMITTEE DISCLOSURE

Under National Instrument 52-110 *Audit Committees* (“**NI 52-110**”), a reporting issuer is required to provide disclosure annually with respect to its audit committee, including the text of its audit committee charter, information regarding the composition of the audit committee, and information regarding fees paid to its external auditor. The Company provides the following disclosure with respect to its audit committee (the “**Audit Committee**”):

### **The Audit Committee Charter**

The full text of the Company’s audit committee charter (the “**Audit Committee Charter**”) is attached as Schedule “A” to the Company’s information circular dated November 14, 2017 filed under the Company’s profile on SEDAR on November 17, 2017 at [www.sedar.com](http://www.sedar.com)

### **Composition of the Audit Committee**

The Company’s Audit Committee is comprised of two directors consisting of Michael Kraft and James Carter (Chair). Mr. Sood will replace James Carter as a member of the audit committee as of the date of the Meeting. As defined in NI 52-110, Messrs. Kraft and Carter are independent. Swapan Kakumanu, the Company’s former CFO resigned from his position on the audit committee upon his resignation as CFO. The Company will appoint a new member to the audit committee after the Meeting. All of the Audit Committee members are “financially literate”, as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

The Audit Committee is responsible for review of both interim and annual financial statements for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right, at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The Audit Committee members meet periodically with management and annually with the external auditors.

### **Relevant Education and Experience**

The following sets out the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member and that provides each member with: (i) an understanding of the accounting principles used by the Company to prepare its financial statements; (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions, (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements, or experience actively supervising one or more individuals engaged in such activities; and (iv) an understanding of internal controls and procedures for financial reporting:

Mr. Kraft is the founder, president and chief executive officer of Lingo Media Corporation, an online and print-based English language learning company listed on the TSXV, since 1996. He has been the chairman and a director of WeedMD Inc., a cannabis company listed on the TSXV that he co-founded in 2013, since April 2017.

Mr. Carter was a Vice President of MFC Bancorp Ltd., a merchant banking company listed on the New York Stock Exchange, from January 1998 to February 2017. He has been a chartered professional

accountant with the Chartered Professional Accountants of British Columbia since March 1973 and is currently retired. He has been a director of Aloro Mining Corp., a mining company listed on the TSXV, since April 2, 2018.

### **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

### **Reliance on Certain Exemptions**

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions in Sections 2.4, 6.1.1(4), 6.1.1(5), or 6.1.1(6) or Part 8 of NI 52-110. Section 2.4 (*De Minimis Non-Audit Services*) which provide an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the financial year in which the non-audit services were provided. Sections 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), 6.1.1(5) (*Events Outside Control of Member*) and 6.1.1(6) (*Death, Incapacity or Resignation*) provide exemptions from the requirement that a majority of the members of the Company's Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company. Part 8 (*Exemptions*) permits a company to apply to a securities regulatory authority or regulator for an exemption from the requirements of NI 52-110 in whole or in part.

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

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

### **External Auditor Service Fees**

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Company's external auditor in the last two fiscal years by category, are as follows:

| <b>Year Ended</b> | <b>Audit Fees</b> | <b>Audit Related Fees</b> | <b>Tax Fees</b> | <b>All Other Fees</b> |
|-------------------|-------------------|---------------------------|-----------------|-----------------------|
| 2020              | \$24,170          | Nil                       | Nil             | Nil                   |
| 2019              | \$18,500          | Nil                       | Nil             | Nil                   |

## **Exemption**

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

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No current or former director, executive officer, proposed nominee for election to the Board, or associate of such persons is, or at any time since the beginning of the Company's most recently completed financial year has been, indebted to the Company or any of its subsidiaries.

No indebtedness of current or former director, executive officer, proposed nominee for election to the Board, or associate of such person is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

## **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as otherwise disclosed herein and below, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Shares or who exercises control or direction of Shares, or a combination of both, carrying more than ten percent of the voting rights attached to the Shares outstanding (each, an "**Insider**"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of Shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of Shares.

The Company signed a software license agreement with OrionOne Global, Inc. ("**OrionOne**") of 2110 Hewitt Avenue, Suite 300, Everett, WA 98201, a company controlled by Tommy Stephenson, an officer of the Company. Under the License Agreement, the Company issued 7,700,000 Shares at a deemed price of \$0.05 per Share to OrionOne. In addition, the Company agreed to pay OrionOne a fee of US\$25,000 within 30 days of the closing of the Company's next equity financing, or six months from the date of the License Agreement, whichever is sooner. The Company also agreed to pay OrionOne an annual license fee.

## **MANAGEMENT CONTRACTS**

There were no management functions of the Company, which were, to any substantial degree, performed by a person other than the directors or executive officers of the Company, except as otherwise described in this Information Circular.

## **CORPORATE GOVERNANCE**

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to disclose its corporate governance practices as follows:

## Board of Directors

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

Michael Kraft, Cameron Chell, James Carter and Cesare Fazari are “independent” in that each are independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director’s ability to act with the best interests of the Company, other than the interests and relationships arising from being Shareholders. Robert Galarza is the CEO and interim CFO of the Company.

## Directorships

Certain directors of the Company are currently also directors of other reporting issuers, as described in the table below:

| Name          | Name of Reporting Issuer         | Trading Market       |
|---------------|----------------------------------|----------------------|
| Michael Kraft | WeedMD Inc.                      | TSXV                 |
|               | Lingo Media Corporation          | TSXV                 |
|               | Pioneering Technology Corp.      | TSXV                 |
|               | Percy Street Capital Corporation | TSXV                 |
|               | JM Capital II Corp.              | TSXV                 |
|               | Internet of Things Inc.          | TSXV                 |
| Cameron Chell | CurrencyWorks Inc.               | TSXV and OTCQB       |
|               | Pounce Technologies Inc.         | NEX Board of<br>TSXV |
|               | Draganfly Inc.                   | CSE                  |
|               | XTM Inc.                         | CSE                  |
| Cesare Fazari | RYU Apparel Inc.                 | TSXV                 |

## Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education.

## Ethical Business Conduct

The Board has not adopted a written ethical business code of conduct for directors, officers and employees. However, 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 created the corporate governance and nominating committee on September 28, 2018 (the “**Governance Committee**”). The members of the Governance Committee are Cameron Chell (Chair), James Carter and Robert Galarza. Mr. Carter will not be standing for re-election at the Meeting. A new

member will be appointed to the corporate governance and nominating committee after the Meeting. The Governance Committee is responsible for developing governance principles and guidelines for the Company, identifying and recommending candidates for election or appointment to the Board, reviewing the Company's process for orientation, and assessing the Board, its committees and the directors. On September 28, 2018, the Board adopted a formal charter which sets out the duties and responsibilities of the Governance Committee. Shareholders may contact the Company by mail at its office at L120, 2303 4 Street SW, Calgary, AB T2S 2S7, to request a copy.

### **Compensation**

The Company has a Compensation Committee. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors are performed by the Compensation Committee in consultation with the Board. The compensation of the NEOs, directors and the Company's employees or consultants, if any, is reviewed, recommended and approved by the Compensation Committee in consultation with the Board.

### **Other Board Committees**

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

### **Assessments**

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

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

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, no proposed nominee for election as a director of the Company, nor any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of Shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors.

## **ADDITIONAL INFORMATION**

Shareholders may contact the Company at its office by mail at L120, 2303 4 Street SW, Calgary, AB T2S 2S7, to request copies of the Company's financial statements and related Management's Discussion and Analysis (the "MD&A"). Financial information is provided in the Company's audited financial statements and MD&A for the most recently completed financial year and in the financial statements and MD&A for subsequent financial periods, which are available on SEDAR.

## **OTHER MATTERS**

Other than the above, management of the Company know of no other matters to come before the Meeting other than those referred to in the Notice. If any other matters that are not currently known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the Designated Persons named therein to vote on such matters in accordance with their best judgment.



**APPROVAL OF THE BOARD OF DIRECTORS**

The contents of this Information Circular have been approved, and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized, by the Board.

Dated at Vancouver, British Columbia this 6<sup>th</sup> day of October, 2020.

**ON BEHALF OF THE BOARD OF DIRECTORS OF  
TRUTRACE TECHNOLOGIES INC.**

*“Robert Galarza”*

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Robert Galarza  
Chief Executive Officer, interim Chief  
Financial Officer and Director