



PERK LABS INC.

NOTICE OF MEETING AND INFORMATION CIRCULAR

**FOR THE ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS**

TO BE HELD ON JUNE 9, 2021

In light of the ongoing public health concerns related to the ongoing COVID-19 outbreak and in order to comply with the measures imposed by the federal and provincial governments, the Company is encouraging shareholders to vote on the matters before the meeting by proxy. The Company may take additional precautionary measures in relation to the meeting in response to further developments in the COVID-19 outbreak.

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

PERK LABS INC.

Suite 1755 – 555 Burrard Street
Vancouver BC Canada V7X 1M9

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the “**Meeting**”) of the holders of Common Shares (the “**Shareholders**”) of Perk Labs Inc. (the “**Company**”) will be held at Suite 1755, 555 Burrard Street, Vancouver, British Columbia Canada V7X 1M9, on Wednesday, June 9, 2021 at 10:00 a.m. (Pacific time), for the following purposes:

1. to receive the audited annual financial statements of the Company for the fiscal year ended November 30, 2020 and the interim unaudited financial statements of the Company for the three months ended February 28, 2021;
2. to elect the directors of the Company to hold office until the next annual meeting of Shareholders;
3. to appoint Saturna Group Chartered Accountants LLP as the Company’s auditor for the fiscal year ending November 30, 2021 and to authorize the Board of Directors to fix the remuneration to be paid to the auditor;
4. to consider and, if thought advisable, pass an ordinary resolution to ratify, confirm and approve certain amendments to the Company’s restricted share unit award plan, as more particularly described in the accompanying management information circular (the “**Information Circular**”);
5. to consider and, if thought advisable, pass an ordinary resolution to ratify, confirm and approve certain amendments to the Company’s stock option plan, as more particularly described in the Information Circular; and
6. to transact such other business as may be properly brought before the Meeting or any adjournment 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. In particular, disclosure concerning the matters set forth above is included in the “Particulars of Matters to be Acted Upon at the Meeting” section beginning on page 5 of the Information Circular.

The proxy materials for the Meeting, including the Information Circular, are also available on the Internet at www.Perklabs.io (under the “Investors” tab) or under the Company’s SEDAR profile at www.sedar.com. This Notice of Meeting presents only an overview of the more complete proxy materials that are available on the Internet. The Company reminds you to access and review all of the important information contained in the accompanying Information Circular and other proxy materials before voting.

The Board of Directors has fixed May 5, 2021 as the Record Date for the determination of Shareholders entitled to receive 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 receive notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

YOU CANNOT VOTE BY RETURNING THIS NOTICE OF MEETING. If you are a registered Shareholder and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Computershare Investor Services Inc., Attention: Proxy Department at its office located on the 8th floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1 by no later than 10:00 a.m. (Pacific time) on Monday, June 7, 2021, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

If you are a non-registered Shareholder and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered 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 (the “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Dated at Vancouver, British Columbia, Canada as of May 4, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Jonathan Hoyles

Jonathan Hoyles
Chief Executive Officer and Director

PERK LABS INC.

Suite 1755 – 555 Burrard Street
Vancouver BC Canada V7X 1M9

INFORMATION CIRCULAR**INTRODUCTION**

This Information Circular accompanies the notice of annual general and special meeting (the “**Notice**”) and is being furnished to the holders of Common Shares of Perk Labs Inc. (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 shareholders to be held at 10:00 a.m. (Pacific time) on Wednesday, June 9, 2021 at Suite 1755, 555 Burrard Street, Vancouver, British Columbia Canada V7X 1M9, or at any adjournment or postponement thereof.

Date and Currency

The date of this Information Circular is May 4, 2021. 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 by the directors, officers and employees of the Company. The Company does not reimburse shareholders, nominees or agents for costs incurred in obtaining authorization from their principals 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, 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.

The Company has arranged for intermediaries to forward the Meeting materials to beneficial owners of Common Shares of the Company (“**Common Shares**”) held of record by those intermediaries. The Company has distributed or made available for distribution, copies of the Notice, this Information Circular and form of proxy to clearing agencies, securities dealers, banks and trust companies or their nominees (collectively, the “**Intermediaries**”) for distribution to holders (the “**Beneficial Shareholders**”) of the Common Shares held of record by those Intermediaries. Such Intermediaries are required to forward such documents to the Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. The solicitation of proxies from Beneficial Shareholders will be carried out by the Intermediaries or by the Company if the names and addresses of the Beneficial Shareholders are provided by Intermediaries. The Company will pay the permitted fees and costs of the Intermediaries for reasonable fees and disbursements incurred in connection with the distribution of these materials.

The Company will pay for intermediaries to forward to non-objecting beneficial owners under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) the proxy-related materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary*.

These materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer 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 on your behalf.

Appointment of Proxy

Registered shareholders are entitled to vote at the Meeting. Every registered shareholder is entitled to one vote for each Common Share that such registered shareholder holds on the Record Date of May 5, 2021 (the “**Record Date**”) on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting. The list of registered shareholders is available for inspection during normal business hours at the offices of the Company’s registrar and transfer agent, Computershare Investor Services Inc. (the “**Transfer Agent**”), and will be available at the Meeting.

The persons named as proxyholders (the “**Designated Persons**”) in the enclosed form of proxy are: (1) **Kirk Herrington**, the Chair of the Board; or failing him (2) **Jonathan Hoyles**, the CEO and a director of the Company.

Proxy Instructions

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

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN 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.

In order to be voted, the completed form of proxy must be received by the Company’s transfer agent, Computershare Investor Services Inc., Attention: Proxy Department at its office located on the 8th floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1, by mail or fax, no later than 10:00 a.m. (Pacific time) on Monday, June 7, 2021, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

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 Proxy

A registered shareholder who has given a proxy may revoke it at any time 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, or (ii) to the Chair 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 registered 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 Common 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. If the instructions as to voting indicated in the proxy are certain, the Common Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Common Shares represented will be voted or withheld from the vote on that matter accordingly. **The Common 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 Common 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 COMMON 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, and with respect to other matters which may properly come before the Meeting. 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 Common Shares on any matter, the Common 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 Common Shares can be recognized and acted upon at the Meeting. 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. 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). **Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting.**

The Company does not have access to the names of 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 Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the Form of Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Common Shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions 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 Common 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 who receives a Broadridge voting instruction form cannot use that form as a proxy to vote Common Shares directly at the Meeting. Rather, such a voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Common 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 or her broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend the Meeting and vote his or her Common Shares.

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 Common Shares without par value. As of the date of this Information Circular, a total of 174,473,743 Common Shares were issued and outstanding. Each common share carries the right to one vote at the Meeting.

Only registered shareholders as of May 5, 2021, being the Record Date, are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement thereof.

As of the date of this Information Circular, to the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

Presentation of Financial Statements

The audited financial statements of the Company for the fiscal year ended November 30, 2020, together with the report of the auditor thereon, as well as the interim unaudited financial statements of the Company for the three months ended February 28, 2021, will be placed before the Meeting. Receipt at the Meeting of those financial statements will not constitute approval or disapproval of any matters referred to therein. No vote will be taken on the financial statements, which are available for viewing under the Company's SEDAR profile at www.sedar.com.

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102") and NI 54-101, a person or corporation who in the future wishes to receive annual and interim financial statements from the Company must deliver a written request for such material to the Company. Shareholders who wish to receive annual and interim financial statements are encouraged to complete the appropriate section on the enclosed request form and send it to the Transfer Agent.

Election of Directors

The directors of the Company are elected at each annual meeting of shareholders and hold office until the next annual meeting, or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier resignation, removal or death. In the absence of instructions to the contrary, the enclosed form of proxy will be voted for the nominees listed in the form of proxy.

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

Name, Province, Country of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years	Director Since	Number of Common Shares Owned ⁽¹⁾
Kirk Herrington ⁽²⁾⁽³⁾ British Columbia, Canada <i>Director</i>	Mr. Herrington was Chief Operating Officer and Chief Technology Officer with Connect2Classes. He is also the CEO of mPloy Solutions Inc., a software technology company that helps hospitality organizations find workers.	October 29, 2015	100,000

Name, Province, Country of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years	Director Since	Number of Common Shares Owned ⁽¹⁾
James Topham ⁽²⁾ British Columbia, Canada <i>Director</i>	Mr. Topham was formerly a Director of UrtheCast Inc. (TSX:UR), a technology company, a Director of Novoheart Limited (TSX-V:NVH), a biotechnology company; Director of Norsat International Inc.(TSX:NII), a satellite imaging company; Director of LED Medical Diagnostics Inc. (TSX-V:LMD), a dental imaging technology company; Chair of the Board and Audit Committee of Epic Fusion Corp.; Director and Audit Committee Chair of DDS Wireless International; Director of 3 Tier Logic Inc.; Audit Partner in KPMG's Technology Group in Vancouver BC.	May 12, 2016	Nil
Larry Timlick ⁽²⁾⁽³⁾ British Columbia, Canada <i>Director</i>	Mr. Timlick is currently the President of Triplet Management, a Board member of Numinus Wellness Inc.(TSXV:NUMI), a health solutions company, and Myriad Metals Corp. (MMC.CN), a resource company. Formerly: Board Member of CounterPath Corporation (NASDAQ: CPAH TSX:PATH), a software company; Para Resources Inc. (TSXV:PBR), a mining company, Rojo Resources Ltd. (TSXV:RJ.H), an exploration company and Soma Gold Corp. (TSXV:SOMA), a mining company. VP of Western Canada and Director of Networking Sales for Avaya Inc.; Regional Sales Leader, Western Canada for Arista Networks, Inc. (NYSE:ANET); Board member of Sora Capital Corp. and Elevation Capital Corp.	April 18, 2017	81,828
Steven Cadigan ⁽³⁾ California, USA <i>Director</i>	Currently: Founder of Cadigan Talent Ventures, a consulting company; Director of Certn, a background check company and Giroux Glass, a glass construction company; Formerly: VP Talent at LinkedIn Corporation; VP Human Resources at Electronic Arts and PMC Sierra.	June 12, 2018	Nil
Jonathan Hoyles Vancouver, BC <i>Director & CEO</i>	Currently: Director & CEO at Perk Labs, Perk Hero Software Inc., Perk Hero USA, Inc., and Glance Coin Inc., and Director of Converge MobiSolutions Inc. Formerly: Chief Commercial Officer & General Counsel at Perk Labs Formerly: VP, Legal & General Counsel at Skidmore Group	Director and CEO June 12, 2019 Formerly Chief Commercial Officer & General Counsel January 2, 2018	5,281,681

Notes:

- (1) The number of common shares beneficially owned, or controlled or directed, directly or indirectly, at the date of this Information Circular is based upon information furnished to the Company by the individual directors.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation Committee.

Management recommends that shareholders vote FOR the resolution to elect each of the nominees listed above as a director of the Company for the ensuing year.

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 common shares represented by proxy for the election of any other persons as directors.

Advance Notice Policy

On February 23, 2018, the Company adopted an advance notice policy (the “**Advance Notice Policy**”) that requires that advance notice to the Company must be provided in circumstances where nominations of persons for election to the Board of Directors are made by shareholders of the Company, subject only to the *Business Corporations Act* (British Columbia) and the Articles of the Company. The full text of the Advance Notice Policy is available on SEDAR at www.sedar.com.

Among other things, the Advance Notice Policy fixes a deadline by which holders of record of Common Shares must submit director nominations to the secretary of the Company prior to any annual or special meeting of shareholders and sets forth the specific information that a shareholder must include in the written notice to the secretary of the Company for an effective nomination to occur. No person will be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice Policy.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

The Board of Directors may, in its sole discretion, waive any requirement of the Advance Notice Policy.

Majority Voting Policy

The Corporation has adopted a majority voting policy where any nominee proposed for election as a director is required to tender his or her resignation if the director receives more “Withheld” votes than “For” votes (i.e., a majority of withheld votes) at any meeting where Shareholders vote on the election of directors. The Board of Directors will make a decision whether or not to accept the resignation to the Board of Directors, but in the absence of exceptional circumstances, the Board of Directors shall accept such resignation. Within 90 days after the meeting, the Board of Directors will issue a press release either announcing the resignation of the director or explaining the reasons justifying its decision not to accept the resignation. A director who tenders a resignation pursuant to this policy will not participate in any meeting of the Board of Directors at which the resignation is considered.

Minimum Share Ownership Policy

The Company has adopted a minimum share ownership policy for its non-employee directors (the “**Ownership Policy**”). Pursuant to the Ownership Policy, all independent directors must maintain a minimum ownership of 100,000 Common Shares after serving on the Board of Directors for at least three (3) years. All vested stock options exercisable to acquire Common Shares (“**Options**”) (net of that number of Common Shares that such director would need to sell to cover the exercise price with respect to such vested Options) shall be treated as Common Shares owned by such director with respect to the minimum ownership requirement. The Ownership Policy is intended to encourage independent directors to own Common Shares whether or not they receive compensation beyond Options for serving on the Board of Directors.

Cease Trade Orders

Other than as set out below, no proposed director of the Company is, or within the 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 an order 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 an order 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.

James Topham was a director of UrtheCast Corp. (“**UrtheCast**”), a Vancouver-based technology company that was listed on the Toronto Stock Exchange. On September 4, 2020, UrtheCast was granted an initial order pursuant to the Companies' Creditors Arrangement Act by the Supreme Court of British Columbia on application by UrtheCast seeking court protection from its creditors to allow it to pursue a restructuring of its business and property as a going concern. Trading in UrtheCast's common shares on the Toronto Stock Exchange was halted on September 4, 2020 and the common shares were delisted on October 16, 2020. On March 23, 2021, UrtheCast filed an assignment in bankruptcy.

Bankruptcies

Other than as set out above, no proposed director of the Company is, or within 10 years before the date of this Information Circular has been, a director or 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.

Personal Bankruptcies

No proposed director of the Company has, within 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Securities Related Penalties and Sanctions

No proposed director has been subject to, or entered into a settlement agreement resulting from:

- (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.

Appointment of Auditor

At the Meeting, shareholders will be asked to pass an ordinary resolution re-appointing Saturna Group Chartered Accountants LLP as the auditor of the Company to hold office until the next annual meeting of the shareholders or until such firm is removed from office or resigns as provided by law and to authorize the Board of Directors to fix the remuneration to be paid to the auditor. Saturna Group Chartered Accountants LLP, of Vancouver, British Columbia, has served as the auditor of the Company since December 2015.

Management recommends that shareholders approve the appointment of Saturna Group Chartered Accountants LLP as the auditor of the Company for the fiscal year ended November 30, 2021, at a remuneration to be fixed by the Board of Directors.

Approval of Amendments to Restricted Share Unit Award Plan

At the Meeting, disinterested shareholders will be asked to consider and, if thought advisable, pass with or without variation, an ordinary resolution (the “**RSU Plan Amendment Resolution**”) ratifying, confirming and approving certain amendments (the “**RSU Plan Amendments**”) to the Company’s restricted share unit award plan (the “**RSU Plan**”). The RSU Plan Amendments were approved by the Board of Directors and made effective on November 4, 2020. If the RSU Plan Amendment Resolution is not passed, the RSU Plan Amendments will be of no further force and effect, and any RSUs granted pursuant to the amended RSU Plan shall be terminated and of no further force and effect.

As at the date of this Information Circular, the Company has granted restricted share units (“**RSUs**”) subsequent to the RSU Plan Amendments as follows, which are conditional on the approval of the RSU Plan Amendment Resolution:

Recipient	Number of RSUs	Number of Common Shares Underlying RSUs	Vesting Terms
Employees	620,000	620,000	vest quarterly over 36 months
Directors	706,730	706,730	earlier of expiry, or on termination as Director
Officers – CEO & CFO	1,690,339	1,690,339	earlier of expiry, or on termination as Officer

In addition to the above-noted conditional RSUs, the Company currently has 5,777,053 RSUs outstanding.

Background

To promote the alignment of directors, officers and employees’ interests with those of shareholders, and to assist with the Company attracting, retaining and motivating its directors, officers and employees, the Board of Directors adopted the RSU Plan for directors, officers and employees of the Company. The RSU Plan is administered by the Compensation Committee.

The RSU Plan, as described more fully below, was developed by management of the Company and the Compensation Committee and is share-based incentive compensation for directors, officers and employees.

Other than as described below under the heading “*Summary of Amendments*”, the terms of the amended RSU Plan will remain the same as those of the original RSU Plan. A summary of the material terms of the RSU Plan and the RSU Plan Amendments is set out below. The below summary is qualified in its entirety by the full text of the amended RSU Plan and the full text of the original RSU Plan, both of which are available for review on SEDAR under the Company’s profile at www.sedar.com.

Summary of the RSU Plan

All directors, officers and employees of the Company are eligible to participate in the RSU Plan (“**Award Participants**”). Award Participants may be awarded RSUs from time to time at the discretion of the Compensation Committee. Each RSU confers on the holder the right to receive one Common Share from treasury (subject to adjustment in accordance with the RSU Plan), upon the completion of certain conditions during such periods as the Compensation Committee shall establish.

The maximum number of Common Shares that may be issuable pursuant to the RSU Plan, combined with all of the Company’s other security based compensation arrangements, including the Option Plan (as defined below), shall not exceed 15% of the outstanding Common Shares (the RSU Plan Amendments reflect an increase of this threshold from 10%). The number of Common Shares that may be issued under any RSU will be determined by the Compensation Committee, provided that the number of Shares reserved for issuance to any one Award Participant pursuant to the RSU Plan combined with all of the Company’s other security compensation based arrangements, including the Plan, within any one year period shall not, in aggregate, exceed 5% of the total number of outstanding Common Shares and the number of Common Shares (i) issuable, at any time, to Award Participants that are insiders of the Company and (ii) issued to Award Participants that are insiders of the Company within any one year period pursuant to the RSU Plan, or when combined with all of the Company’s other security based compensation arrangements that provide for the issuance from treasury or potential issuance from treasury of Common Shares shall not, in aggregate, exceed 10% of the total number of outstanding Common Shares. Rights or interests of an Award Participant under the RSU Plan may not be assigned except pursuant to a will or by the laws of succession and distribution.

Under no circumstances shall RSUs be considered Common Shares nor entitle an Award Participant to any rights as a shareholder of the Company, including, without limitation, voting rights, distribution entitlements (other than as set out below) or rights on liquidation. Fractional Awards (as defined in the RSU Plan) may accrue pursuant to the

RSU Plan. Each RSU will be payable in Common Shares. The Company is authorized to take such steps as may be necessary to ensure all Applicable Withholding Taxes (as defined in the RSU Plan) are withheld, deducted and remitted as required by law.

RSUs credited to an Award Participant shall count towards any such employee's ownership requirements as prescribed from time to time by the Board of Directors.

The Board of Directors or the Compensation Committee may, in their sole discretion, determine: (i) the time during which RSUs shall vest and whether there shall be any other conditions or performance criteria to vesting; (ii) the method of vesting; or (iii) that no vesting restrictions shall exist. In the absence of any determination by the Board of Directors or the Compensation Committee to the contrary, RSUs will vest three years after the date of grant.

Except as otherwise determined by the Compensation Committee, upon the termination of an Award Participant's employment (as determined under criteria established by the Compensation Committee), including by way of death, retirement, disability, termination without cause and termination for cause during the term of a RSU, all unvested RSUs held by the Award Participant shall be forfeited and cancelled; provided, however, that the Compensation Committee may, if it determines that a waiver would be in the best interest of the Company, waive in whole or in part any or all remaining restrictions or conditions with respect to any such RSU.

Any unvested RSUs held by an Award Participant at the time of a Merger and Acquisition Transaction (as defined in the RSU Plan) shall immediately vest if either (i) the Award Participant is either terminated without cause or resigns with good reason (as such term has been defined under common law, including any reason that would be considered to amount to constructive dismissal by a court of competent jurisdiction) from their position with the Company within the period ending 12 months from the date of the completion of the Merger and Acquisition Transaction, or (ii) the Compensation Committee, acting reasonably, determines that an adjustment to the number and type of Common Shares (or other securities or other property) issuable pursuant to a RSU resulting from a Merger and Acquisition Transaction is impractical or impossible. In such an event, the Compensation Committee shall, acting reasonably, determine the extent to which the Award Participant met the conditions for vesting of RSUs.

The administration of the RSU Plan shall be subject to and performed in conformity with all applicable laws, regulations, orders of governmental or regulatory authorities and the requirements of any stock exchange on which the Common Shares are listed. Each Award Participant shall comply with all such laws, regulations, rules, orders and requirements, and shall furnish the Company with any and all information and undertakings, as may be required to ensure compliance therewith.

The RSU Plan provides that the Company may make any amendment to any RSU or the RSU Plan with the approval of shareholders, including any amendment that would:

- (a) increase the number of Common Shares, or rolling maximum, reserved for issuance under the RSU Plan;
- (b) extend the term of a RSU beyond its original expiry time; or
- (c) result in any modification to the amendment provisions of the RSU Plan.

The RSU Plan also permits the Company to make any amendment other than those listed above without prior approval of shareholders, including:

- (a) amendments of a clerical nature, including but not limited to the correction of grammatical or typographical errors or clarification of terms;
- (b) amendments to reflect any requirements of any regulatory authorities to which the Company is subject, including the Canadian Securities Exchange (the "CSE");
- (c) amendments to any vesting provisions of a RSU; and
- (d) amendments to the expiration date of a RSU that does not extend the term of a RSU past the original date of expiration for such RSU.

Summary of Amendments

Other than as described below, the terms of the RSU Plan will remain the same. The RSU Plan Amendments are to set the aggregate number of Common Shares that may be issuable pursuant to the RSU Plan, combined with all of the Company's other security based compensation arrangements (including the Option Plan), to not exceed 15% of the issued and outstanding Common Shares, an increase from the prior threshold of 10% of the issued and outstanding Common Shares.

The Board of Directors believes the RSU Plan Amendments are in the best interest of the Company and its shareholders. At the Meeting, disinterested shareholders will be asked to consider and, if deemed advisable, pass the RSU Plan Amendment Resolution, as follows:

“RESOLVED, as an ordinary resolution, THAT:

1. the amendments to the RSU Plan, as set out in the management information circular dated May 4, 2021, are hereby ratified, confirmed and approved;
2. the reservation under the RSU Plan of up to a maximum of 15% of the issued and outstanding Common Shares (together with all of the Company's other security based compensation arrangements, including the Company's stock option plan), as at the time of granting of an RSU pursuant to the RSU Plan, is hereby ratified, confirmed and approved; and
3. any one director or officer of the Company be and is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents, agreements and instruments, and to do all such other acts and things as such director or officer may determine to be necessary or advisable to give effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such documents, agreements or instruments or the doing of any such act or thing.”

Management recommends that shareholders approve the RSU Plan Amendment Resolution.

Approval of Amendments to Stock Option Plan

At the Meeting, shareholders will be asked to consider and, if thought advisable, pass with or without variation, an ordinary resolution (the “**Option Plan Amendment Resolution**”) approving certain amendments (the “**Option Plan Amendments**”) to the Company's stock option plan (the “**Option Plan**”). The Option Plan Amendments were approved by the Board of Directors and made effective on November 4, 2020. If the Option Plan Resolution is not passed, the Option Plan Amendments will be of no further force and effect, and any Options granted pursuant to the amended Option Plan shall be terminated and of no further force and effect.

As at the date of this Information Circular, the Company has granted Options as follows, which are conditional on the approval of the Option Plan Amendment Resolution.

Recipient	Number of Options	Number of Common Shares Underlying Options	Exercise Price	Vesting Terms
Employees	300,000	300,000	\$0.05	vest quarterly over 12 months
Officer - CTO	350,000	350,000	\$0.05	vest according to performance milestones
Consultants	700,000	700,000	300,000 @ \$0.05 300,000 @ \$0.10 50,000 @ \$0.13 50,000 @ \$0.11	vest over 12 months

In addition to the above-noted conditional Options, the Company currently has 7,226,000 Options outstanding.

Background

The purpose of the Option Plan is to attract and retain directors, officers, employees of, and consultants to, the Company, its subsidiaries and affiliates and motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company through Options granted under the Option Plan.

Other than as described below under the heading “*Summary of Amendments*”, the terms of the amended Option Plan will remain the same as those of the original Option Plan. A summary of the material terms of the Option Plan and the proposed amendments is set out below. The below summary is qualified in its entirety by the full text of the amended Option Plan and the full text of the original Option Plan, both of which are available for review on SEDAR under the Company’s profile at www.sedar.com.

Summary of the Option Plan

Unless authorized by the shareholders of the Company, the Option Plan limits the total number of Common Shares that may be reserved for issuance on the exercise of Options outstanding under the Option Plan, together with all of the Company’s other previously established or proposed Options, Option plans, employee stock purchase plans or any other compensation or incentive mechanisms involving the issuance or potential issuance of Common Shares, to a number not exceeding 15% of the number of Common Shares outstanding from time to time (the Option Plan Amendments reflect an increase of this threshold from 10%), subject to the following additional limitations:

- (a) no one person may be granted Options to purchase a number of Common Shares equaling more than 5% of the issued Common Shares of the Company in any 12 month period;
- (b) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares in any 12 month period to any one consultant of the Company (or any of its subsidiaries); and
- (c) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares in any 12 month period to persons employed to provide investor relations activities.

The Option Plan provides that the exercise price of Options shall be fixed by the Board of Directors at the time that the Option is granted, provided that such price shall not be less than the closing price of the Common Shares on the CSE on the day preceding the date of grant, subject to a minimum price of \$0.05 per Share (the Option Plan Amendments reflect a decrease of this limitation from \$0.10). Also, the Board of Directors may, in its sole discretion, determine the time during which Options shall vest and the method of vesting, or that no vesting restriction shall exist.

The maximum length of any Option shall be five (5) years from the date the Option is granted. Except as otherwise determined by the Board of Directors, a participant’s options will expire ninety (90) days after a participant ceases to act for the Company, other than by reason of death. Options of a participant that provides investor relations activities will expire 30 days after the cessation of the participant’s services to the Company. In the event of the death of a participant, the participant’s heirs or administrators shall have twelve (12) months in which to exercise the outstanding Options. The Options are not assignable, other than by reason of death. The decision to grant Options is made by the Board of Directors as a whole, and a grant is approved by directors’ resolutions or at a meeting of the directors.

Summary of Amendments

Other than as described below, the terms of the Option Plan remain the same. The Option Plan Amendments are as follows:

- (a) To set the aggregate number of Common Shares that may be issuable pursuant to the Option Plan, combined with all of the Company’s other security based compensation arrangements (including the RSU Plan), to not exceed 15% of the issued and outstanding Common Shares, an increase from the prior limitation of 10% of the issued and outstanding Common Shares.

- (b) To change the minimum exercise price for Options from \$0.10 to \$0.05.

The Board of Directors believes the proposed amendments are in the best interest of the Company and its shareholders. At the Meeting, disinterested shareholders will be asked to consider and, if deemed advisable, pass the Option Plan Amendment Resolution, as follows:

“RESOLVED, as an ordinary resolution, THAT:

1. the amendments to the Option Plan, as set out in the management information circular dated May 4, 2021, are hereby ratified, confirmed and approved;
2. the reservation under the Option Plan of up to a maximum of 15% of the issued and outstanding Common Shares (together with all of the Company’s other security based compensation arrangements, including the Company’s restricted share unit award plan), as at the time of granting of an Option pursuant to the Option Plan, is hereby ratified, confirmed and approved; and
3. any one director or officer of the Company be and is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents, agreements and instruments, and to do all such other acts and things as such director or officer may determine to be necessary or advisable to give effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such documents, agreements or instruments or the doing of any such act or thing.”

Management recommends that shareholders approve the Option Plan Amendment Resolution.

STATEMENT OF EXECUTIVE COMPENSATION

Definitions

For the purpose of this Information Circular:

“**company**” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

“**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;

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

- (c) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (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 51-102FV6 *Statement of Executive Compensation – Venture Issuers*, for that financial year; and
- (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;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or 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

The following table summarizes the compensation paid to each director and NEO for each of the Company’s two most recently completed financial years:

Table of Compensation Excluding Compensation Securities							
Name and Position	Year Ended November 30	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Jonathan Hoyles <i>Chief Executive Officer & Director</i>	2020	158,646	12,500	Nil	Nil	Nil	171,146
	2019	180,000 ⁽¹⁾	Nil	Nil	Nil	Nil	180,000
Norman Tan <i>Chief Financial Officer</i>	2020	58,015 ⁽²⁾	Nil	Nil	Nil	Nil	58,015
Gary Zhang <i>Chief Technology Officer</i>	2020	200,400 ⁽³⁾	Nil	Nil	Nil	Nil	200,400
	2019	68,575 ⁽⁴⁾	Nil	Nil	Nil	Nil	68,575
Tracey St. Denis <i>former Chief Financial Officer</i>	2020	72,000 ⁽⁵⁾	Nil	Nil	Nil	Nil	72,000
	2019	10,000 ⁽⁶⁾	Nil	Nil	Nil	Nil	10,000
Steven Cadigan <i>Director</i>	2020	Nil	Nil	30,000 ⁽⁷⁾	Nil	Nil	30,000
	2019	Nil	Nil	48,750 ⁽⁸⁾	Nil	Nil	48,750
Kirk Herrington <i>Chair of the Board and Director</i>	2020	Nil	Nil	40,000 ⁽⁹⁾	Nil	Nil	40,000
	2019	Nil	Nil	65,000 ⁽¹⁰⁾	Nil	Nil	65,000
Larry Timlick <i>Director</i>	2020	Nil	Nil	30,000 ⁽⁷⁾	Nil	Nil	30,000
	2019	Nil	Nil	48,750 ⁽⁸⁾	Nil	Nil	48,750
James Topham <i>Director</i>	2020	Nil	Nil	40,000 ⁽⁹⁾	Nil	Nil	40,000
	2019	Nil	Nil	65,000 ⁽¹⁰⁾	Nil	Nil	65,000

Notes:

- (1) \$90,000 of this amount represents compensation paid to Mr. Hoyles in respect of his position as Chief Commercial Officer and General Counsel of the Company for the first 6.5 months of the fiscal year, and \$90,000 of this amount represents compensation in respect of his position as interim Chief Executive Officer of the Company for the last 5.5 months of the fiscal year. Mr. Hoyles was appointed as a Director of the Company on June 12, 2019 and he has received no additional compensation for his services as a director. On December 23, 2019 Mr. Hoyles was appointed as the Company’s Chief Executive Officer.
- (2) Mr. Tan joined the Company as VP of Finance on June 22, 2020 and was appointed as the Company’s CFO effective July 30, 2020. This amount represents 5 months of the fiscal year.
- (3) This amount was paid to Prime Objects Software Inc., a company owned by Mr. Zhang. \$129,450 of this amount was paid in cash, and \$70,950 of this amount was paid through the issuance of 1,099,787 Common Shares, at an average issue price of \$0.0645 per Common Share.
- (4) Mr. Zhang was appointed the Company’s CTO effective June 6, 2019. This amount was paid to Prime Objects Software Inc., a company owned by Mr. Zhang. \$3,450 of this amount was paid to Mr. Zhang for consulting services prior to his appointment as CTO. \$61,125 of this amount was paid in cash, representing Mr. Zhang’s salary for 6 months of the fiscal year, and \$4,000 of this amount was paid through the issuance of 80,000 Common Shares, at an issue price of \$0.05 per Common Share, representing Mr. Zhang’s salary for 1 month of the fiscal year.
- (5) Payment was paid to T. St. Denis, Inc., a company owned by Ms. St. Denis. \$54,000 of this amount was paid in cash, and \$18,000 of this amount was paid through the issuance of 180,053 Common Shares, at an average issue price of \$0.10 per Common Share. Ms. St. Denis resigned as the Company’s CFO effective July 30, 2020. The total amount represents 8 months of the fiscal year.

- (6) Ms. St. Denis was appointed as the Company's CFO effective October 1, 2019. This amount was paid to T. St. Denis, Inc., a company owned by Ms. St. Denis. This amount represents 2 months of the fiscal year.
- (7) This amount represents Directors' fees paid in cash for 2020. In addition, 328,947 RSUs were granted, representing 50% of Directors' fees earned in Q1, Q2 and Q3 of 2020. Subsequent to the year-end, 93,750 RSUs were granted, representing 50% of Directors' fees earned in Q4 of 2020.
- (8) This amount represents Directors' fees paid in cash for 2019. In addition, subsequent to the year-end, 244,566 RSUs were granted, representing 37.5% of Directors' fees earned in Q2 and Q3 of 2019 and 136,364 RSUs were granted, representing 50% of Directors' fees earned in Q4 of 2019.
- (9) This amount represents Directors' fees paid in cash for 2020. In addition, 438,596 RSUs were granted, representing 50% of Directors' fees earned in Q1, Q2 and Q3 of 2020. Subsequent to the year-end, 125,000 RSUs were granted, representing 50% of Directors' fees earned in Q4 of 2020.
- (10) This amount represents Directors' fees paid in cash for 2019. In addition, subsequent to the year-end, 326,086 RSUs were granted, representing 37.5% of Directors' fees earned in Q2 and Q3 of 2019 and 181,818 RSUs were granted, representing 50% of Directors' fees earned in Q4 of 2019.

Stock Options, RSUs and Other Compensation Securities

The following compensation securities were granted to the directors and NEO's of the Company in the Company's most recently completed financial year ended November 30, 2020:

Name and Position	Type of Compensation Security	Number of Compensation Securities and Number of Underlying Securities and Percentage of Class ⁽¹⁾	Date of Grant	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
Jonathan Hoyles <i>Chief Executive Officer & Director</i>	Options	Nil ⁽²⁾	N/A	N/A	N/A	N/A	N/A
	RSUs	30,100	12/19/2019	N/A	0.050	0.045	12/19/2022
		25,175	01/10/2020	N/A	0.055		01/10/2023
		60,923	01/31/2020	N/A	0.045		01/31/2023
		117,094	03/03/2020	N/A	0.165		03/03/2023
		30,770	04/01/2020	N/A	0.090		04/01/2023
		27,972	05/01/2020	N/A	0.110		05/01/2023
		26,756	06/01/2020	N/A	0.115		06/01/2023
		38,462	07/02/2020	N/A	0.080		07/02/2023
		65,934	08/04/2020	N/A	0.065		08/04/2023
		55,944	09/01/2020	N/A	0.055		09/01/2023
		64,102	10/01/2020	N/A	0.045		10/01/2023
		<u>73,260</u>	11/02/2020	N/A	0.040		11/02/2023
616,492 ⁽³⁾ (7.1%)							
Norman Tan <i>Chief Financial Officer</i>	Options	100,000 ⁽⁴⁾ (1.15%)	07/02/2020	0.10	0.08	0.045	07/02/2025
	RSUs	175,825	08/04/2020	N/A	0.065	0.045	08/04/2023
		41,958	09/01/2020	N/A	0.055		09/01/2023
		48,078	10/01/2020	N/A	0.045		10/01/2023
		<u>54,946</u>	11/02/2020	N/A	0.040		11/02/2023
320,807 ⁽⁵⁾ (5.4%)							
Gary Zhang <i>Chief Technology Officer</i>	Options	350,000 ⁽⁶⁾ (4%)	11/06/2020	0.05	0.04	0.045	11/06/2025
	RSUs	Nil	N/A	N/A	N/A	N/A	N/A
Tracey St. Denis <i>former Chief Financial Officer</i>	Options	Nil ⁽⁷⁾	N/A	N/A	N/A	N/A	N/A
	RSUs	Nil	N/A	N/A	N/A	N/A	N/A

Steven Cadigan <i>Director</i>	Options	Nil ⁽⁸⁾	N/A	N/A	N/A	0.045	N/A
	RSUs	244,566 136,364 78,947 93,750 <u>156,250</u> 709,877 ⁽⁹⁾ (12%)	12/16/2019 01/10/2020 04/06/2020 07/06/2020 10/01/2020	N/A	0.05 0.055 0.09 0.085 0.045	0.045	12/16/2022 01/10/2023 04/06/2023 07/06/2023 10/01/2023
Kirk Herrington <i>Chair of the Board and Director</i>	Options	Nil ⁽¹⁰⁾	N/A	N/A	N/A	0.045	N/A
	RSUs	326,086 181,818 105,263 125,000 <u>208,333</u> 946,500 ⁽¹¹⁾ (16%)	12/16/2019 01/10/2020 04/06/2020 07/06/2020 10/01/2020	N/A	0.05 0.055 0.09 0.085 0.045	0.045	12/16/2022 01/10/2023 04/06/2023 07/06/2023 10/01/2023
Larry Timlick <i>Director</i>	Options	Nil ⁽¹²⁾	N/A	N/A	N/A	0.045	N/A
	RSUs	244,566 136,364 78,947 93,750 <u>156,250</u> 709,877 ⁽¹³⁾ (12%)	12/16/2019 01/10/2020 04/06/2020 07/06/2020 10/01/2020	N/A	0.05 0.055 0.09 0.085 0.045	0.045	12/16/2022 01/10/2023 04/06/2023 07/06/2023 10/01/2023
James Topham <i>Director</i>	Options	Nil ⁽¹⁴⁾	N/A	N/A	N/A	0.045	N/A
	RSUs	326,086 181,818 105,263 125,000 <u>208,333</u> 946,500 ⁽¹⁵⁾ (16%)	12/16/2019 01/10/2020 04/06/2020 07/06/2020 10/01/2020	N/A	0.05 0.055 0.09 0.085 0.045	0.045	12/16/2022 01/10/2023 04/06/2023 07/06/2023 10/01/2023

Notes:

- (1) Based on 8,701,000 Options and 5,916,053 RSUs granted as at November 30, 2020. 1,250,000 of the Options granted as at November 30, 2020 are subject to approval at the Meeting.
- (2) As at November 30, 2020 and as of the Record Date, Mr. Hoyles held 650,000 Options (2019: 650,000). As of the Record Date, all of Mr. Hoyles' Options are fully-vested.
- (3) As at November 30, 2020 Mr. Hoyles held 1,016,492 RSUs and as of the Record Date, Mr. Hoyles held 1,840,971 RSUs (2019: 400,000). 400,000 of the RSUs vest quarterly, beginning August 31, 2020. The balance of the RSUs vest upon the earlier of 3 years from the date of grant or on termination as a director. 944,479 of the RSUs were granted conditional on shareholder approval of the amendments to the RSU Plan.
- (4) As at November 30, 2020 and as of the Record Date, Mr. Tan held 100,000 Options (2019: nil). As of the Record Date, 75,000 of Mr. Tan's Options are fully-vested.
- (5) As at November 30, 2020 Mr. Tan held 320,807 RSUs and as of the Record Date, Mr. Tan held 1,066,667 RSUs (2019: nil). The RSUs vest upon the earlier of 3 years from the date of grant or on termination of employment. 745,860 of the RSUs were granted conditional on shareholder approval of the amendments to the RSU Plan.
- (6) As at November 30, 2020 and as of the Record Date, Mr. Zhang held 350,000 Options personally and 700,000 Options in Prime Objects Software Inc., a company owned by Mr. Zhang. (2019: 350,000 and 350,000). As of the Record Date, 600,000 of the Options held by Mr. Zhangs and Prime Objects Software are fully-vested. The options vest upon the achievement of performance milestones.
- (7) Ms. St. Denis resigned as the Company's CFO effective July 30, 2020, and 93,750 unvested Options at \$0.10 were cancelled on that date. The balance of 56,250 vested options were cancelled 90 days post-resignation. As at November 30, 2020 and as of the Record Date, Ms. St. Denis held Nil Options (2019:150,000).
- (8) As at November 30, 2020 and as of the Record Date, Mr. Cadigan held 350,000 Options (2019: 350,000). As of the Record Date, all of Mr. Cadigan's Options are fully-vested.
- (9) As at November 30, 2020 Mr. Cadigan held 709,877 RSUs and as of the Record Date, Mr. Cadigan held 861,319 RSUs (2019: nil). The RSUs vest upon the earlier of 3 years from the date of grant or on termination as a director. 151,442 of the RSUs were granted conditional on shareholder approval of the amendments to the RSU Plan.
- (10) As at November 30, 2020 and as of the Record Date, Mr. Herrington held 562,500 Options (2019: 562,500). As of the Record Date, all of Mr. Herrington's Options are fully-vested.
- (11) As at November 30, 2020 Mr. Herrington held 946,500 RSUs and as of the Record Date, Mr. Herrington held 1,148,423 RSUs (2019: nil). The RSUs vest upon the earlier of 3 years from the date of grant or on termination as a director. 201,923 of the RSUs were granted conditional on shareholder approval of the amendments to the RSU Plan.

- (12) *As at November 30, 2020 and as of the Record Date, Mr. Timlick held 550,000 Options (2019: 550,000). As of the Record Date, all of Mr. Timlick's Options are fully-vested.*
- (13) *As at November 30, 2020 Mr. Timlick held 709,877 RSUs and as of the Record Date, Mr. Timlick held 861,319 RSUs (2019: nil). The RSUs vest upon the earlier of 3 years from the date of grant or on termination as a director. 151,442 of the RSUs were granted conditional on shareholder approval of the amendments to the RSU Plan.*
- (14) *As at November 30, 2020 and as of the Record Date, Mr. Topham held 650,000 Options (2019: 650,000). As of the Record Date, all of Mr. Topham's Options are fully-vested.*
- (15) *As at November 30, 2020 Mr. Topham held 946,500 RSUs and as of the Record Date, Mr. Topham held 1,148,423 RSUs (2019: nil). The RSUs vest upon the earlier of 3 years from the date of grant or on termination as a director. 201,923 of the RSUs were granted conditional on shareholder approval of the amendments to the RSU Plan.*

No compensation securities were exercised by the directors and NEOs of the Company in the Company's most recently completed financial year ended November 30, 2020.

Stock Option Plans and Other Incentive Plans

The Company has adopted the Option Plan, that permits the granting of RSUs to directors, officers, employees and consultants of the Company and its affiliates. A summary of the material terms of the Option Plan is contained above in "Particulars of Matters to be Acted Upon at the Meeting – Approval of Amendments to the Stock Option Plan", and a copy of the full text of the Option Plan is available on SEDAR at www.sedar.com. Shareholders are encouraged to read the Option Plan in full.

RSU Plan

The Company has adopted the RSU Plan, that permits the granting of RSUs to directors, officers and employees of the Company. A summary of the material terms of the RSU Plan is contained above in "Particulars of Matters to be Acted Upon at the Meeting – Approval of Amendments to the Restricted Share Unit Award Plan", and a copy of the full text of the RSU Plan is available on SEDAR at www.sedar.com. Shareholders are encouraged to read the RSU Plan in full.

Employment, Consulting and Management Agreements

We have entered into employment or consulting agreements with the following directors and NEOs as of November 30, 2020:

Kirk Herrington - On October 29, 2015, as amended effective January 15, 2016 and October 23, 2018, the Company entered into a director agreement with Kirk Herrington, one of its independent directors. Pursuant to the agreement, Mr. Herrington shall provide the duties of a director to the Company. On June 28, 2018, the Company's Compensation Committee determined that, as remuneration for Mr. Herrington's services as a director, he will be paid an annual fee of \$80,000 and granted 200,000 Options to be vested over a period of 24 months. In March 2019, the directors agreed that 5/8 of their compensation would be paid in cash and 3/8 would be paid in RSUs. Beginning October 1, 2019, the directors agreed that 50% of their compensation would be paid in cash and 50% would be paid in RSUs. As of the Record Date, Mr. Herrington holds 562,500 Options and 1,148,423 RSUs.

Steven Cadigan – On June 12, 2018, Steven Cadigan became a director of the Company and effective September 25, 2018, the Company entered into a director agreement with Mr. Cadigan, pursuant to which Mr. Cadigan shall provide the duties of a director to the Company. On June 28, 2018, the Company's Compensation Committee determined that, as remuneration for Mr. Cadigan's services as a director, he will be paid an annual fee of \$60,000 and granted 200,000 Options to be vested over a period of 24 months. In March 2019, the directors agreed that 5/8 of their compensation would be paid in cash and 3/8 would be paid in RSUs. Beginning October 1, 2019, the directors agreed that 50% of their compensation would be paid in cash and 50% would be paid in RSUs. As of the Record Date, Mr. Cadigan holds 350,000 Options and 861,319 RSUs.

Larry Timlick – On April 18, 2017, Larry Timlick became a director of the Company and effective September 25, 2018 the Company entered into a director agreement with Mr. Timlick, pursuant to which Mr. Timlick shall provide the duties of a director to the Company. On June 28, 2018, the Company's Compensation Committee determined that, as remuneration for Mr. Timlick's services as a director, he will be paid an annual fee of \$60,000 and granted 200,000 Options to be vested over a period of 24 months. In March 2019, the directors agreed that 5/8 of their compensation would be paid in cash and 3/8 would be paid in RSUs. Beginning October 1, 2019, the directors agreed that 50% of their compensation would be paid in cash and 50% would be paid in RSUs. As of the Record Date, Mr. Timlick holds 550,000 Options and 861,319 RSUs.

James Topham - On May 12, 2016, as amended effective September 25, 2018, the Company entered into a director agreement with James Topham, one of its independent directors. Pursuant to the agreement, Mr. Topham shall provide the duties of a director to the Company, including serving as the Chair of the Audit Committee. On June 28, 2018 the Company's Compensation Committee determined that, as remuneration for Mr. Topham's services as a director, he will be paid an annual fee of \$80,000 and granted 200,000 Options to be vested over a period of 24 months. In March 2019, the directors agreed that 5/8 of their compensation would be paid in cash and 3/8 would be paid in RSUs. Beginning October 1, 2019, the directors agreed that 50% of their compensation would be paid in cash and 50% would be paid in RSUs. As of the Record Date, Mr. Topham holds 650,000 Options and 1,148,423 RSUs.

Jonathan Hoyles - On November 21, 2017, as amended and restated on August 7, 2019, and amended on December 19, 2019, the Company entered into an employment agreement with Jonathan Hoyles, one of its officers and directors. Pursuant to the agreement, Mr. Hoyles performs services as the Company's CEO. As consideration for his services as CEO, from June 12, 2019 to December 1, 2019, Mr. Hoyles received an annual salary of \$180,000 payable in cash, with a cash bonus of \$10,000 per quarter based on performance and plan as agreed upon and measured by the Board each quarter. From December 1, 2019 to December 31, 2019, Mr. Hoyles' employment agreement was amended to adjust his annual salary to \$180,000, payable 80% in cash and 20% in RSUs. The Compensation Committee determined that effective January 1, 2020 Mr. Hoyles would receive an annual salary of \$200,000, payable as \$160,000 in cash and an equivalent value of \$40,000 in RSUs. Mr. Hoyles' employment agreement may be terminated by the Company by providing twelve (12) month's notice in writing to Mr. Hoyles. As of the Record Date, Mr. Hoyles holds 3,280,986 Shares (Direct), 2,000,695 Shares (Indirect), 1,326,086 Warrants (Direct), 1,496,195 Warrants (Indirect), 650,000 options and 1,840,971 RSUs.

Gary Zhang – On June 5, 2019, the Company entered into a consulting agreement with Gary Zhang, pursuant to which Mr. Zhang shall provide the services of Chief Technical Officer to the Company. As remuneration for Mr. Zhang's services as the Company's CTO, he will be paid a monthly fee of \$8,000 for a minimum time commitment and granted 350,000 Options to be vested over a period of 5 years, upon the achievement of certain performance milestones. On September 16, 2019, the Company entered into an amended and restated consulting agreement with Prime Objects Software Inc. (the "Consultant") for the services of Mr. Zhang as the Company's CTO. The Consultant will be paid a monthly fee of \$8,000 and \$4,000 per month in Shares of the Company, the price per Share to be determined based on the closing price of the Shares on the day prior to the Shares being issued. An additional 350,000 Options were granted, to be vested over a period of 5 years, upon the achievement of certain performance milestones. Either the Company or the Consultant may at any time terminate the Agreement, upon at least sixty calendar days' written notice. On December 19, 2019, the Company entered into a Supplemental Incentive Compensation agreement with the Consultant whereby up to 400,000 Shares of the Company will be issued over the next 36 months, upon the achievement of certain performance milestones. On October 29, 2020, the Company and the Consultant renewed the amended and restated consulting agreement for a one-year term. The Consultant will be paid a monthly fee and \$8,000 per month in Shares of the Company, the price per Share to be determined based on the closing price of the Shares on the day prior to the Shares being issued. An additional 350,000 Options were granted, to be vested over a period of 5 years, upon the achievement of certain performance milestones. As of the Record Date, the Consultant and Mr. Zhang hold 1,733,815 Shares, 110,000 Warrants and 1,050,000 Options.

Norman Tan - On June 22, 2020, the Company entered into an employment agreement with Norman Tan, pursuant to which Mr. Tan would provide the services of Vice President of Finance to the Company. As remuneration for Mr. Tan's services, he will be paid an annual salary of \$180,000 per year, payable as \$150,000 in cash and the equivalent value of \$30,000 in RSUs, and granted 100,000 Options with a 5-year expiry, to be vested quarterly over a period of 1 year. On July 29, 2020, the Company entered into an amended employment agreement with Mr. Tan, pursuant to which Mr. Tan would provide the services of Chief Financial Officer to the Company. Mr. Tan received a bonus payment in RSUs with an equivalent value of \$10,000. Mr. Tan's employment agreement may be terminated by either party providing sixty (60) days' notice in writing. As of the Record Date, Mr. Tan holds 217,391 Shares, 217,391 Warrants, 100,000 Options and 1,066,667 RSUs.

Oversight and Description of Director and Named Executive Officer Compensation

The Board of Directors has appointed the Compensation Committee and adopted a Compensation Committee Charter to assist the Board of Directors in fulfilling its compensation oversight responsibilities. Currently, the Compensation Committee consists of three members: Steven Cadigan, Kirk Herrington, and Larry Timlick. All three members are considered to be "independent" within the meaning of National Instrument 52-110 *Audit Committees* ("NI 52-110"). The Compensation Committee is tasked with assisting the Board of Directors to oversee the following:

- (i) executive compensation (including philosophy and programs),
- (ii) management development and succession planning,
- (iii) board compensation, and
- (iv) broadly applicable compensation and benefit programs.

The Compensation Committee is tasked with reviewing and approving on an annual basis the evaluation process and compensation structure for our executive officers and directors, and reviewing management's long-range planning for executive development and succession.

The Company's compensation philosophy is to attract, retain and reward well qualified individuals by paying modest base salaries plus short and long-term incentive compensation in the form of equity-based incentives.

The general objectives of the Company's compensation strategy are to:

- (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long term Shareholder value;
- (b) align management's interests with the long term interests of Shareholders; and
- (c) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is a technology company without a history of earnings.

Compensation of the NEO's is comprised of three components: base salary or fee, performance bonuses, and equity compensation in the form of Shares, stock options and RSUs.

- 1) Base compensation is determined with reference to general industry standards and the Company's financial situation, together with an assessment of the responsibility and experience required for the position to ensure that it reflects the contribution expected from each NEO. The CTO and COO receive a portion of their base compensation in company Shares, and the Directors, CEO and CFO receive a portion of their base compensation in RSUs.
- 2) Performance bonuses may also be awarded to the NEOs from time to time. The amount and award of such bonuses is discretionary, depending on, among other factors, the financial performance of the Company and the performance of the executive.
- 3) Equity-based compensation is an integral part of the Company's overall compensation program. Stock options and RSUs awarded to executive officers are typically subject to time-based vesting provisions, and there may also be vesting provisions that are based on performance milestones as determined by the Compensation Committee or the Board of Directors. The Company does not have a formal policy regarding when equity-based compensation is to be granted or the size of any given grant. In determining the number of awards to be granted to executive officers, the Compensation Committee takes into account the individual's position, scope of responsibility, ability to affect profits and shareholder value and the value of the awards in relation to other elements of the individual executive officer's total compensation, including base compensation and performance bonuses.

The establishment of base salary, award of performance bonuses and equity-compensation is based on subjective criteria including individual performance, level of responsibility, contribution towards meeting corporate objectives, length of service and overall financial and operating performance of the Company. The Company does not use a "peer group" to determine compensation.

There have been no significant events that have occurred during the financial year ended November 30, 2020 that have significantly affected compensation, and no performance criterion or goals were waived or changed.

The Company does not provide a pension to any director or NEO.

There have been no significant changes to the Company's compensation policies made during the financial year ended November 30, 2020 or after the financial year ended November 30, 2020 that could or will have an effect on executive compensation.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of all compensation plans under which equity securities of the Company were authorized for issuance, as of the end of the Company's most recently completed financial year:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	Options: 7,451,000 RSUs: 5,916,053	N/A	
Equity compensation plans not approved by security holders	Options: 1,250,000 RSUs: Nil	N/A	
Total	14,617,053		630,446 ⁽¹⁾

Note:

(1) Based on 10% of issued and outstanding shares – The Company is requesting shareholder approval to increase the limit to 15%. See "Particulars of the Matters to be Acted Upon" above.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of May 4, 2021, no director, executive officer or employee of the Company or any of its subsidiaries; former director, executive officer or employee of the Company or any of its subsidiaries; proposed nominee for election as a director of the Company; or any associate of any of the foregoing: (i) is or has been indebted to the Company or any of its subsidiaries at any time since the beginning of the Company's most recently completed financial year, or (ii) is or 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 at any time since the beginning of the Company's most recently completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed below or elsewhere in this Information Circular, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Common Shares or who exercises control or direction of Common Shares, or a combination of both carrying more than 10% of the voting rights attached to the outstanding Common Shares (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 Common 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 Common Shares.

Jonathan Hoyles, the CEO and a Director of the Company subscribed directly for 1,326,086 of the 2020 Units for a subscription amount of \$60,999.96 and indirectly for 1,496,195 of the 2020 Units for a subscription amount of \$68,825 pursuant to the 2020 Private Placement. Gary Zhang, the CTO of the Company, subscribed for 110,000 of the 2020 Units for a subscription amount of \$5,060 pursuant to the 2020 Private Placement. Norman Tan, the CFO of the Company, subscribed for 217,391 of the 2020 Units for a subscription amount of \$10,000 pursuant to the 2020 Private Placement.

Informed persons of the Company and associates or affiliates of informed persons of the Company had a material interest in the following transactions that took place during the year ended November 30, 2020:

Transaction	Relationship	Amount incurred payable / paid in cash \$	Amount incurred payable / paid in stock	# Shares issued for conversion of debt	New Options Granted	New RSUs Granted
Salary	President, Chief Executive Officer and Director	171,146	-	-	-	616,492
Salary	Chief Financial Officer	58,015	-	-	100,000	320,807
Consulting expenses	Chief Technology Officer	129,450	70,950	1,099,787	350,000	-
Consulting expenses	Chief Operating Officer	27,780	24,720	521,808	150,000	800,000
Board Remuneration	Independent Board Member	40,000	-	-	-	946,500
Board Remuneration	Independent Board Member	40,000	-	-	-	946,500
Board Remuneration	Independent Board Member	30,000	-	-	-	709,877
Board Remuneration	Independent Board Member	30,000	-	-	-	709,877
Consulting expenses	Former Chief Financial Officer	54,000	18,000	180,053	-	-

AUDIT COMMITTEE

NI 52-110 requires the Company to disclose annually certain information in its annual information form concerning the constitution of its audit committee and its relationship with its external auditor in accordance with Form 52-110F2. Reference is made to the Company's annual information form dated April 29, 2021 for the fiscal year ended November 30, 2020 (the "AIF") for disclosure regarding, inter alia, the Company's audit committee in accordance with Form 52-110F2. The AIF is available for review on SEDAR under the Company's profile at www.sedar.com.

MANAGEMENT CONTRACTS

There are no management functions of the Company or any of its subsidiaries which are, to any substantial degree, performed by a person other than the directors or executive officers of the Company or subsidiary.

CORPORATE GOVERNANCE

Maintaining a high standard of corporate governance is a priority for the Board of Directors and the Company's management believes that effective corporate governance will help create and maintain shareholder value in the long term. A description of the Company's corporate governance practices, which addresses the matters set out in National Instrument 58-101 *Disclosure of Corporate Governance Practices*, is set out below.

Board of Directors

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

Independence of Directors

The Board has introduced a Director Independence Policy, which requires that a majority of the Board will be independent of Perk, and that Perk's committees will be comprised solely of independent directors. The Director Independence Policy is in line with best corporate governance practices.

Incumbent directors Kirk Herrington, James Topham, Larry Timlick, and Steven Cadigan are not officers or employees of the Company or of an affiliate of the Company and are, thus, independent. Jonathan Hoyles is the CEO and, thus, is not independent.

Directorships

The current directors of the Company and each of the individuals to be nominated for election as a director of the Company at the Meeting do not serve as directors or officers of any other reporting issuer as at the date of this Information Circular with the exception of Larry Timlick who is a director of Numinus Wellness Inc. which trades on the TSX-V, and Myriad Metals Corp. which trades on the CSE.

Orientation and Continuing Education

The Board of Directors briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board of Directors does not provide any continuing education, but does encourage directors to individually and as a group keep themselves informed on changing corporate governance and legal issues. Directors are individually responsible for updating their skills required to meet their obligations as directors. In addition, the Board undertakes strategic planning sessions with management.

Ethical Business Conduct

The Board of Directors has adopted a written Code of Business Conduct and Ethics for all our directors, officers and future employees and our subsidiaries.

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

Further, the Board has adopted a written Whistleblower Policy to ease the reporting of ethical complaints or other violations of the Code of Business Conduct and Ethics.

Corporate Governance Principles

The Board has adopted corporate governance principles that mandate, among other things, that:

- certain requirements with respect to director independence;
- directors act in the best interest of the Company and put the interest of the Company ahead of any stakeholder, shareholder or group or their own interests;
- the responsibility of directors will be to supervise the management of the business and not to manage the business day to day;
- the Board of Directors will ensure there is a long-term strategic plan in place for the Company that is reviewed annually with the Board of Directors;
- all major fields of business risk will be clearly defined and reviewed regularly by the Board of Directors;
- objectives will be established annually for the CEO and other senior officers, and performance against the objectives will be regularly reviewed;
- the Board of Directors will ensure the business is managed with integrity and ethical business standards;
- contingency plans for orderly management succession will be established and maintained;
- the Company will communicate openly and effectively with shareholders, stakeholders and the public generally, and maintain strict compliance with all applicable securities laws regarding disclosure and trading;
- the Board of Directors will ensure that there are effective control and information systems in place for monitoring the discharge of its responsibilities; and
- a process for regular assessment of the effectiveness of the Board of Directors and its committees and the responsibilities and contributions of the directors will be maintained.

Nomination of Directors

The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board of Directors new director nominees for the next annual meeting of 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 required time, show support for the Company's mission and strategic objectives, and a willingness to serve.

Other Board Committees

The Board of Directors has no other committees other than the Audit and Compensation Committees.

Assessments

The Board of Directors 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. The Board of Directors is currently responsible for assessing its own effectiveness, the effectiveness of individual directors and the effectiveness of the Audit Committee.

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 has been a director or executive officer at any time since the beginning of the Company's last financial year, each proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, executive officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of Common 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 and the approval of the amendments to the Stock Option Plan and the RSU Plan as contemplated in "Particulars of Matters to be Acted Upon at the Meeting – Approval of Amendments to Restricted Share Unit Award Plan and Approval of Amendments to Stock Option Plan".

ADDITIONAL INFORMATION

Additional information relating to the Company is available under its SEDAR profile at www.sedar.com.

Shareholders may contact the Company at its head office by mail at Suite 1755 – 555 Burrard Street, Vancouver, BC V7X 1M9, 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 audited financial statements and MD&A for the Company for its year ended November 30, 2020.

OTHER MATTERS

Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice or this Information Circular. However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

APPROVAL OF THE BOARD OF DIRECTORS

The content of this Information Circular has 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 of Directors.

Dated at Vancouver, British Columbia as of May 4, 2021.

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ Jonathan Hoyles

Jonathan Hoyles
Chief Executive Officer and Director