



6-6175 Highway 7, Suite 441
Vaughan, Ontario, L4H 0R6

MANAGEMENT INFORMATION CIRCULAR
As at June 13, 2019

SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF DRONE DELIVERY CANADA CORP. (the "**Company**") of proxies to be used at the annual general and special meeting of shareholders of the Company to be held on Wednesday, July 17, 2019 at the National Club, 303 Bay Street, Toronto, Ontario M5H 2R1 at at the hour of 4:00 p.m. (Eastern time), and at any adjournment or postponement thereof (the "**Meeting**") for the purposes set out in the accompanying notice of meeting (the "**Notice of Meeting**"). Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made with brokerage houses and clearing agencies, custodians, nominees, fiduciaries or other intermediaries to send the Notice of Meeting, this management information circular (the "**Circular**"), the annual consolidated financial statements of the Company for the financial year ended December 31, 2018 and related management's discussion and analysis and other meeting materials, if applicable (collectively the "**Meeting Materials**") to the beneficial owners of the common shares of the Company (the "**Common Shares**") held of record by such parties. The Company may reimburse such parties for reasonable fees and disbursements incurred by them in doing so. The costs of the solicitation of proxies will be borne by the Company. The Company may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Company in favour of the matters set forth in the Notice of Meeting.

APPOINTMENT AND REVOCATION OF PROXIES

A holder of Common Shares who appears on the records maintained by the Company's registrar and transfer agent as a registered holder of Common Shares (each a "**Registered Shareholder**") may vote in person at the Meeting or may appoint another person to represent such Registered Shareholder as proxy and to vote the Common Shares of such Registered Shareholder at the Meeting. In order to appoint another person as proxy, a Registered Shareholder must complete, execute and deliver the form of proxy accompanying this Circular, or another proper form of proxy, in the manner specified in the Notice of Meeting.

The purpose of a form of proxy is to designate persons who will vote on the shareholder's behalf in accordance with the instructions given by the shareholder in the form of proxy. The persons named in the enclosed form of proxy are officers or directors of the Company. **A REGISTERED SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE COMPANY, TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO BY FILLING IN THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY.** A Registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed form of proxy with the Company's transfer agent and registrar, Computershare Investor Services Inc., at 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 (the "**Transfer Agent**"), not later than 4:00 p.m. (Eastern time) on Monday, July 15, 2019 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting at which the form of proxy is to be used. A form of proxy should be executed by the Registered Shareholder or his or her attorney duly authorized in writing or, if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized.

Proxies may be deposited with the Transfer Agent using one of the following methods:

By Mail or Hand Delivery:	Computershare Investor Services Inc. 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1
Telephone:	1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America) You will need to provide your 15 digit control number (located on the form of proxy accompanying this Circular)
Facsimile:	1-866-249-7775 or 1-416-263-9524 (if outside North America) You will need to provide your 15 digit control number (located on the form of proxy accompanying this Circular)
By Internet:	www.investorvote.com You will need to provide your 15 digit control number (located on the form of proxy accompanying this Circular)

A Registered Shareholder attending the Meeting has the right to vote in person and, if he or she does so, his or her form of proxy is nullified with respect to the matters such person votes upon at the Meeting and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

A Registered Shareholder who has given a form of proxy may revoke the form of proxy at any time prior to using it: by (a) depositing an instrument in writing, including another completed form of proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or by electronic signature or, if the Registered Shareholder is a corporation, by an authorized officer or attorney thereof at, or by transmitting by telephone or electronic means, a revocation signed by electronic signature, (i) to the registered office of the Company, located at 1100-736 Granville Street, Vancouver, British Columbia, V6Z 1G3, at any time prior to 5:00 p.m. (Eastern time) on the last business day preceding the day of the Meeting or any adjournment thereof or (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; or (b) any other manner permitted by law.

EXERCISE OF DISCRETION BY PROXIES

The Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any ballot that may be called for and, if a Registered Shareholder specifies a choice with respect to any matter to be acted upon at the meeting, the Common Shares represented by the proxy shall be voted accordingly. Where no choice is specified, the proxy will confer discretionary authority and will be voted for the election of directors, for the appointment of auditors and the authorization of the directors to fix their remuneration and for each item of special business, as stated elsewhere in this Circular.

The enclosed form of proxy also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting in such manner as such nominee in his judgment may determine. At the time of printing this Circular, the management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

ADVICE TO NON-REGISTERED SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders of the Company do not hold Common Shares in their own name. Only Registered Shareholders or the persons they appoint as their proxies are permitted to attend and vote at the Meeting and only forms of proxy deposited by Registered Shareholders will be recognized and acted upon at the Meeting. Common Shares beneficially owned by a non-registered holder (each a "**Non-Registered Holder**") are registered either: (i) in the name of an intermediary (an "**Intermediary**") with whom the Non-Registered Holder deals in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) (each a "**Clearing Agency**") of which the

Intermediary is a participant. Accordingly, such Intermediaries and Clearing Agencies would be the Registered Shareholders and would appear as such on the list maintained by the Transfer Agent. Non-Registered Holders do not appear on the list of the Registered Shareholders maintained by the Transfer Agent.

Distribution of Meeting Materials to Non-Registered Holders

In accordance with the requirements of NI 54-101, the Company has distributed copies of the Meeting Materials to the Clearing Agencies and Intermediaries for onward distribution to Non-Registered Holders as well as directly to NOBOs (as defined below).

Non-Registered Holders fall into two categories - those who object to their identity being known to the issuers of securities which they own ("**OBOs**") and those who do not object to their identity being made known to the issuers of the securities which they own ("**NOBOs**"). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from Intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials to such NOBOs. If you are a NOBO and the Company or its agent has sent the Meeting Materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding the Common Shares on your behalf.

The Company's OBOs can expect to be contacted by their Intermediary. The Company does not intend to pay for Intermediaries to deliver the Meeting Materials to OBOs and it is the responsibility of such Intermediaries to ensure delivery of the Meeting Materials to their OBOs.

Voting by Non-Registered Holders

The Common Shares held by Non-Registered Holders can only be voted or withheld from voting at the direction of the Non-Registered Holder. Without specific instructions, Intermediaries or Clearing Agencies are prohibited from voting Common Shares on behalf of Non-Registered Holders. Therefore, each Non-Registered Holder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

The various Intermediaries have their own mailing procedures and provide their own return instructions to Non-Registered Holders, which should be carefully followed by Non-Registered Holders in order to ensure that their Common Shares are voted at the Meeting.

Non-Registered Holders will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

Voting Instruction Form. In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form (a "**VIF**"). If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the VIF must be completed, signed and returned in accordance with the directions on the form.

or,

Form of Proxy. Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must complete and sign the form of proxy and in accordance with the directions on the form.

Voting by Non-Registered Holders at the Meeting

Although a Non-Registered Holder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of an Intermediary or a Clearing Agency, a Non-Registered Holder may attend the Meeting as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder and vote such Common Shares as a proxyholder. A Non-Registered Holder who wishes to attend

the Meeting and to vote their Common Shares as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder, should (a) if they received a VIF, follow the directions indicated on the VIF; or (b) if they received a form of proxy strike out the names of the persons named in the form of proxy and insert the Non-Registered Holder's or its nominees name in the blank space provided. Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those instructions regarding when and where the VIF or the form of proxy is to be delivered.

All references to shareholders in the Meeting Materials are to Registered Shareholders as set forth on the list of registered shareholders of the Company as maintained by the Transfer Agent, unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. As of June 10, 2019 (the "**Record Date**"), there were a total of 174,884,089 Common Shares issued and outstanding. Each Common Share outstanding on the Record Date carries the right to one vote at the Meeting.

Only Registered Shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting. On a show of hands, every Registered Shareholder and proxy holder will have one vote and, on a poll, every Registered Shareholder present in person or represented by proxy will have one vote for each Common Share held.

To the knowledge of the Company's directors and executive officers, as of the date hereof, 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.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

No director or executive officer of the Company who was a director or executive officer at any time since the beginning of the Company's last financial year, or any associate or affiliates of any such directors or officers, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than as disclosed in this Circular.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the board of directors of the Company (the "**Board**"), the matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

1. PRESENTATION OF FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the year ended December 31, 2018 and the report of the auditor will be placed before the shareholders at the Meeting. No vote will be taken on the audited consolidated financial statements. The consolidated financial statements and additional information concerning the Company are available under the Company's profile at www.sedar.com.

2. ELECTION OF DIRECTORS

The Board is currently comprised of six directors. Shareholders will be asked at the Meeting to approve an ordinary resolution that the number of directors elected be fixed at six. The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), each director elected will hold office until the conclusion of the next annual general meeting of the shareholders of the Company, or if no director is then elected, until a successor is elected.

The directors of the Company determined that six directors will be nominated at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees. Each director elected at the Meeting will hold office until the next annual general meeting of the shareholders of the Company or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the notice of articles or articles of the Company or the provisions of the BCBCA.

The following table states the names of the persons nominated by management for election as directors, any offices with the Company currently held by them, their principal occupations or employment, the period or periods of service as directors of the Company and the approximate number of voting securities of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised as of the date hereof.

Name, province or state and country of residence and position, if any, held in the Company	Principal Occupation	Served as Director of the Company since	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾	Percentage of Voting Shares Owned or Controlled
Michael Zahra ⁽²⁾⁽⁵⁾ Ontario, Canada President, Chief Executive Officer and Director	Director and Chief Executive Officer of the Company	June 10, 2019	nil	n/a
Chris Irwin ⁽³⁾⁽⁴⁾ Ontario, Canada Director	Partner of Irwin Lowy LLP, a law firm	May 31, 2016	625,000 ⁽³⁾	0.36%
Michael Della Fortuna Ontario, Canada Director	Chief Executive Officer of Nexeya Canada, and partner of Compass Financial, a finance firm.	May 31, 2016	15,000	0.008%
Robert Montemarano ⁽⁴⁾ Ontario, Canada Director	Partner and Vice-President of Lakeview Group Ltd., a residential and commercial property development and construction company	March 14, 2012	344,940	0.20%
Kevin Sherkin ⁽⁴⁾⁽⁵⁾ Ontario, Canada Director	Managing director of Levine Sherkin Boussidan Professional Corporation, a law firm	February 24, 2019	15,000	0.008%
Vijay Kanwar ⁽⁵⁾ Ontario, Canada Director	Co-Founder of KMH Cardiology and Diagnostics Centres, Chief Executive Officer of Lambardar Group Inc. and President of EHLinq Inc.	June 10, 2019	nil	n/a

Notes:

- (1) *The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been furnished by the respective nominees individually.*
- (2) *Mr. Tony Di Benedetto resigned as the Chief Executive Officer and a director of the Company effective June 10, 2019 and Mr. Zahra was appointed in his stead. Effective June 10, 2019, Mr. Zahra was also appointed as the President of the Company.*
- (3) *Held by Irwin Professional Corporation, a corporation controlled by Mr. Irwin.*
- (4) *Member of the Audit Committee.*
- (5) *The principal occupations during the past five years of the directors of the Company who were not elected to their present term of office by the shareholders of the Company are as follows:*

Michael Zahra: Prior to his appointment as the President and Chief Executive Officer of the Company on June 10, 2019, Mr. Zahra was the Vice President of Operations and Strategy of the Company since January 24, 2019 and prior thereto an employee of the Company since December 3, 2018. Prior to his engagement by the Company, Mr. Zahra was the President of Staples Business Advantage from July 2002 until November 2018, the President of Yahoo from March 2000 until June 2002 and the President of Schlumberger RMS from January 1990 until March 2000. Mr. Zahra is a seasoned executive with over 30 years-experience as a senior level executive. He brings in-depth experience in engineering, logistics, P&L management, customer & vendor relationship management, strategic planning & execution, change management, innovation, business reinvention, project management, continuous improvement, industrial marketing, corporate social responsibility and employee engagement. Mr. Zahra has a B.A.Sc. in Electrical Engineering from the University of Toronto, an M.B.A. from City University in Seattle and a P.Log from the Logistics Institute. Mr. Zahra is a member of the Institute of Corporate Directors (Canada) and the National Association of Corporate Directors (USA).

Kevin Sherkin: Mr. Sherkin was called to the Ontario bar in 1987 after graduating from Osgood Hall Law School with a J.D. in 1985. He is the founding member since 1991, and is the current managing director, of Levine Sherkin Boussidan Professional Corporation, a law firm. While his practice involves a wide range of civil litigation, Mr. Sherkin's focus has been primarily on business-related litigation.

Vijay Kanwar: Mr. Kanwar is Co-Founder of KMH Cardiology and Diagnostics Centres, a provider of nuclear cardiology in North America. Mr. Kanwar is also Founder, Chief Executive Officer, President and Director of Lambardar Group, a design and construction firm that owns and operates commercial real estate and medical facilities, as well as Founder and

President of EHLing Inc., which develops enterprise-level software for medical businesses. Mr. Kanwar serves on the board, and is a member of the Audit Committee and Board Investment Committee, of the Business Development Bank of Canada since 2017. Mr. Kanwar also serves, since 2012, on the board of governors of York University and is a member of York University board executive committee and serves on the board of directors of the Maple Leaf Sports and Entertainment Foundation since 2006. Mr. Kanwar served as Chair of the Advisory Committee on Senior Level Retention and Compensation of the Treasury Board of Canada between 2012 and 2015 and served as the Chair of the Greater Toronto Airports Authority Board between 2006 to 2015. Mr. Kanwar holds a Bachelor of Science in Mechanical Engineering from Punjabi University, India, a Master of Business Administration from the Rotman School of Management and a Masters in Business Law from Osgoode Hall Law School. Mr. Kanwar also holds the Corporate Director designation from the Institute of Corporate Directors.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. Management has no reason to believe that any of the nominees will be unable to serve as a director but, IF A NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE REMAINING NOMINEES AND MAY BE VOTED FOR A SUBSTITUTE NOMINEE UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS.

Corporate Cease Trade Orders or Bankruptcies

Other than as set forth below, no proposed director, within 10 years before the date of this Circular, has been a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an "**Order**") and 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.

Mr. Irwin was a director, President and Secretary of Brighter Minds Media Inc. ("**Brighter Minds**") from March 2009 to July 2014. Brighter Minds is subject to cease trade orders resulting from a failure to file financial statements as issued on May 11, 2009 by the British Columbia Securities Commission ("**BCSC**"), May 13, 2009 by the Manitoba Securities Commission, May 8, 2009 and May 20, 2009 by the Ontario Securities Commission (the "**OSC**") and August 19, 2009 by the Alberta Securities Commission. As of the date of this Circular, the cease trade orders have not been revoked or rescinded.

Mr. Irwin was a director from June 2015 to December 2017 and an officer from September 2015 to April 2016 of Blocplay Entertainment Inc. (formerly Stompy Bot Corporation) ("**Blocplay**"), which was subject to a management cease trade order resulting from a failure to file financial statements as issued on May 2, 2016 by the BCSC and May 4, 2016 and May 16, 2016 by the OSC. These cease trade orders were revoked on July 5, 2016 by the BCSC and July 6, 2016 by the OSC. Blocplay was subject to a management cease trade order resulting from a failure to file financial statements as issued on May 2, 2017 by the BCSC and May 4, 2017 by the OSC. These cease trade orders were revoked on July 5, 2017 by the BCSC and July 6, 2017 by the OSC.

Mr. Irwin was appointed as the President, Chief Executive President, Secretary and a director of Blocplay on September 28, 2018. Blocplay was subject to a management cease trade order resulting from a failure to file financial statements as issued on December 3, 2018 and amended on December 4, 2018 by the BCSC and December 4, 2018 by the OSC. These cease trade orders were revoked on February 6, 2019.

Mr. Irwin is a director and an officer of Intercontinental Gold and Metals Ltd. ("**Intercontinental**") which was subject to a management cease trade order resulting from a failure to file financial statements as issued by the BCSC on July 30, 2015. The cease trade order was revoked on September 22, 2015.

Mr. Irwin is a director and an officer of Intercontinental which was subject to a management cease trade order resulting from a failure to file financial statements as issued on August 2, 2018 by the BCSC. Intercontinental was subject to a cease trade order from a failure to file financial statements as issued on October 5, 2018 by the BCSC. These cease trade orders were revoked on October 9, 2018. Other than as set forth below, no proposed director, within 10 years before the date of this Circular, has been a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Personal Bankruptcies

None of the directors of the Company have, within the 10 years before the date of this 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 such person.

Penalties and Sanctions

None of the directors of the Company have been subject to 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 been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

3. APPOINTMENT OF AUDITOR

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE APPOINTMENT OF D&H GROUP LLP, CHARTERED PROFESSIONAL ACCOUNTANTS, AS AUDITOR OF THE COMPANY TO HOLD OFFICE UNTIL THE NEXT ANNUAL GENERAL MEETING OF SHAREHOLDERS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. D&H Group LLP, Chartered Professional Accountants were first appointed as the auditors of the Company on February 2, 2011.

4. APPROVAL AND CONFIRMATION OF STOCK OPTION PLAN

The Company has adopted a "rolling" stock option plan (the "**Stock Option Plan**") for officers, directors, employees and consultants of the Company which was last approved by the shareholders at the annual general and special meeting of the shareholders of the Company held on June 26, 2018. The Stock Option Plan provides for the issue of stock options to acquire up to 10% of the Company's issued and outstanding Common Shares as at the date of grant, subject to standard anti-dilution adjustment. This is a "rolling" stock option plan as the number of Common Shares reserved for issue pursuant to the grant of stock options will increase as the Company's issued and outstanding share capital increases. At no time will more than 10% of the outstanding Common Shares be subject to grant under the Stock Option Plan. If a stock option expires, is exercised or otherwise terminates for any reason, the number of Common Shares in respect of that expired, exercised or terminated stock option shall again be available for the purpose of the Stock Option Plan.

The principal features of the Stock Option Plan are described in more detail below in the section entitled "*Statement of Executive Compensation – Stock Option Plan and other Incentive Plans*" and is qualified in its entirety by the full text of the Stock Option Plan which will be made available at the Meeting.

The Stock Option Plan is a "rolling" stock option plan and, under Policy 4.4 of the TSX Venture Exchange ("**TSXV**"), a listed company on the TSXV is required to obtain the approval of its shareholders for a "rolling" stock option plan at each annual meeting of shareholders. Accordingly, shareholders will be asked to approve the following resolution:

"BE IT RESOLVED THAT:

- the stock option plan of the Company as described in the management information circular dated June 13, 2019, be and it is hereby approved, confirmed and ratified."

In accordance with the policies of the TSXV, the Stock Option Plan must be approved by the majority of votes cast at the Meeting on the resolution. **THE BOARD RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE APPROVAL OF THE STOCK OPTION PLAN. PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE STOCK OPTION PLAN UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE COMMON SHARES ARE TO BE VOTED AGAINST SUCH APPROVAL.**

STATEMENT OF EXECUTIVE COMPENSATION

Under applicable securities legislation, the Company is required to disclose certain financial and other information relating to the compensation of the Chief Executive Officer, the Chief Financial Officer and the most highly compensated executive officer of the Company as at December 31, 2018 whose total compensation was more than \$150,000 for the financial year of the Company ended December 31, 2018 (collectively the "Named Executive Officers") and for the directors of the Company.

Summary Compensation Table

The following table provides a summary of compensation paid, directly or indirectly, for each of the two most recently completed financial years to the Named Executive Officers and the directors of the Company:

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES ⁽¹⁾							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Michael Zahra ⁽²⁾ President, Chief Executive Officer and Director	2018 2017	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a
Tony Di Benedetto ⁽²⁾ Former Chief Executive Officer and Director	2018 2017	282,000 141,000	340,000 90,000	nil nil	nil nil	nil nil	622,000 231,000
Richard Buzbuzian ⁽³⁾ Former President and Director	2018 2017	282,000 141,000	340,000 90,000	nil nil	nil nil	nil nil	622,000 231,000
Paul Di Benedetto Chief Technology Officer and Corporate Secretary	2018 2017	282,000 141,000	340,000 90,000	nil nil	nil nil	nil nil	622,000 231,000
Greg Colacitti VP, Business Development	2018 2017	210,000 55,500	340,000 90,000	nil nil	nil nil	nil nil	550,000 145,500
Robert Suttie ⁽⁴⁾ Chief Financial Officer	2018 2017	64,854 52,064	nil nil	nil nil	nil nil	nil nil	64,854 52,064
Chris Irwin ⁽⁵⁾ Director	2018 2017	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Michael Della Fortuna Director	2018 2017	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Robert Montemarano Director	2018 2017	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES ⁽¹⁾							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Kevin Sherkin ⁽³⁾ Director	2018	n/a	n/a	n/a	n/a	n/a	n/a
	2017	n/a	n/a	n/a	n/a	n/a	n/a
Vijay Kanwar ⁽⁶⁾ Director	2018	n/a	n/a	n/a	n/a	n/a	n/a
	2017	n/a	n/a	n/a	n/a	n/a	n/a

Notes:

- (1) This table does not include any amount paid as reimbursement for expenses.
- (2) Mr. Tony Di Benedetto resigned as the Chief Executive Officer and a director of the Company effective June 10, 2019 and Mr. Zahra was appointed in his stead. Effective June 10, 2019 Mr. Zahra was also appointed as the President of the Company.
- (3) Mr. Buzbuzian resigned as the President and a director of the Company on February 24, 2019 and Mr. Kevin Sherkin was appointed in his stead as a director.
- (4) For the year ended December 31, 2018, the Company expensed \$64,854 to Marrelli Support Services Inc. and DSA Corporate Services Inc. (collectively the "**Marrelli Group**") for bookkeeping and regulatory filing services. Robert Suttie, the Company's Chief Financial Officer, is the Vice President of the Marrelli Group. For the year ended December 31, 2017, the Company expensed \$52,064 to the Marrelli Group.
- (5) During the financial year ended December 31, 2018, Irwin Lowy LLP, a limited liability partnership of which Mr. Irwin is a partner, accrued fees of \$40,092 for legal services. During the financial year ended December 31, 2017, Irwin Lowy LLP, a limited liability partnership of which Mr. Irwin is a partner, accrued fees of \$212,309 for legal services.
- (6) Mr. Vijay Kanwar was appointed as a director of the Company on June 10, 2019.

Stock Options and Other Compensation Securities

The following table provides a summary of all compensation securities granted or issued to each Named Executive Officer and to each director of the Company during the Company's most recently completed financial year of the Company for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

COMPENSATION SECURITIES							
Name and position	Type of compensation security ⁽²⁾	Number of compensation securities, number of underlying securities, and % ⁽¹⁾ of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Tony Di Benedetto ⁽⁵⁾ Former Chief Executive Officer and Director	stock options ⁽³⁾	200,000 stock options representing 200,000 Common Shares representing 0.12% of the outstanding number of Common Shares	January 5, 2018	1.00	0.91	1.40	January 5, 2023
	stock options ⁽⁴⁾	750,000 stock options representing 750,000 Common Shares representing 0.46% of the outstanding number of Common Shares	March 2, 2018	1.80	1.77	1.40	March 2, 2023

COMPENSATION SECURITIES							
Name and position	Type of compensation security ⁽²⁾	Number of compensation securities, number of underlying securities, and % ⁽¹⁾ of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Richard Buzbuzian ⁽⁶⁾ Former President and Director	stock options ⁽³⁾	200,000 stock options representing 200,000 Common Shares representing 0.12% of the outstanding number of Common Shares	January 5, 2018	1.00	0.91	1.40	January 5, 2023
	stock options ⁽⁴⁾	750,000 stock options representing 750,000 Common Shares representing 0.46% of the outstanding number of Common Shares	March 2, 2018	1.80	1.77	1.40	March 2, 2023
Paul Di Benedetto ⁽⁷⁾ Chief Technology Officer and Corporate Secretary	stock options ⁽³⁾	200,000 stock options representing 200,000 Common Shares representing 0.12% of the outstanding number of Common Shares	January 5, 2018	1.00	0.91	1.40	January 5, 2023
	stock options ⁽⁴⁾	750,000 stock options representing 750,000 Common Shares representing 0.46% of the outstanding number of Common Shares	March 2, 2018	1.80	1.77	1.40	March 2, 2023
Greg Colacitti ⁽⁸⁾ VP, Business Development	stock options ⁽³⁾	200,000 stock options representing 200,000 Common Shares representing 0.12% of the outstanding number of Common Shares	January 5, 2018	1.00	0.91	1.40	January 5, 2023
	stock options ⁽⁴⁾	750,000 stock options representing 750,000 Common Shares representing 0.46% of the outstanding number of Common Shares	March 2, 2018	1.80	1.77	1.40	March 2, 2023
Robert Suttie ⁽⁹⁾ Chief Financial Officer	stock options ⁽³⁾	100,000 stock options representing 100,000 Common Shares representing 0.06% of the outstanding number of Common Shares	January 5, 2018	1.00	0.91	1.40	January 5, 2023
	stock options ⁽⁴⁾	250,000 stock options representing 250,000 Common Shares representing 0.15% of the outstanding number of Common Shares	March 2, 2018	1.80	1.77	1.40	March 2, 2023

COMPENSATION SECURITIES							
Name and position	Type of compensation security ⁽²⁾	Number of compensation securities, number of underlying securities, and % ⁽¹⁾ of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Chris Irwin ⁽¹⁰⁾ Director	stock options ⁽³⁾	200,000 stock options representing 200,000 Common Shares representing 0.12% of the outstanding number of Common Shares	January 5, 2018	1.00	0.91	1.40	January 5, 2023
	stock options ⁽⁴⁾	250,000 stock options representing 250,000 Common Shares representing 0.15% of the outstanding number of Common Shares	March 2, 2018	1.80	1.77	1.40	March 2, 2023
Michael Della Fortuna ⁽¹¹⁾ Director	stock options ⁽³⁾	200,000 stock options representing 200,000 Common Shares representing 0.12% of the outstanding number of Common Shares	January 5, 2018	1.00	0.91	1.40	January 5, 2023
	stock options ⁽⁴⁾	250,000 stock options representing 250,000 Common Shares representing 0.15% of the outstanding number of Common Shares	March 2, 2018	1.80	1.77	1.40	March 2, 2023
Robert Montemarano ⁽¹²⁾ Director	stock options ⁽³⁾	200,000 stock options representing 200,000 Common Shares representing 0.12% of the outstanding number of Common Shares	January 5, 2018	1.00	0.91	1.40	January 5, 2023
	stock options ⁽⁴⁾	250,000 stock options representing 250,000 Common Shares representing 0.15% of the outstanding number of Common Shares	March 2, 2018	1.80	1.77	1.40	March 2, 2023

Notes:

- (1) Calculated on a partially diluted basis as at December 31, 2018.
- (2) All stock options vest on the basis of 1/3 of the stock options granted every six months after the date of grant.
- (3) The fair value of each stock option at the date of grant was estimated using the Black-Scholes option pricing model to be consistent with the audited financial statements and included the following assumptions: share price \$0.91, expected dividend yield 0%, expected volatility from 105.11%, risk-free interest rate 1.97%, and an expected life of five years.
- (4) The fair value of each stock option at the date of grant was estimated using the Black-Scholes option pricing model to be consistent with the audited financial statements and included the following assumptions: share price \$0.91, expected dividend yield 0%, expected volatility from 111.06%, risk-free interest rate 2.01%, and an expected life of five years.
- (5) As at December 31, 2018, Mr. T. Di Benedetto held 1,825,000 stock options exercisable to purchase 1,825,000 Common Shares.
- (6) As at December 31, 2018, Mr. Buzbuzian held 1,825,000 stock options exercisable to purchase 1,825,000 Common Shares.
- (7) As at December 31, 2018, Mr. P. Di Benedetto held 1,825,000 stock options exercisable to purchase 1,825,000 Common Shares.
- (8) As at December 31, 2018, Mr. Colacitti held 1,825,000 stock options exercisable to purchase 1,825,000 Common Shares.
- (9) As at December 31, 2018, Mr. Suttie held 800,000 stock options exercisable to purchase 800,000 Common Shares.
- (10) As at December 31, 2018, Mr. Irwin held 850,000 stock options exercisable to purchase 850,000 Common Shares.

- (11) As at December 31, 2018, Mr. Della Fortuna held 850,000 stock options exercisable to purchase 850,000 Common Shares.
(12) As at December 31, 2018, Mr. Montemarano held 850,000 stock options exercisable to purchase 850,000 Common Shares.

None of the Named Executive Officers or directors of the Company exercised any compensation securities during the most recently completed financial year of the Company.

Stock Option Plan and other Incentive Plans

The Company has in place the Stock Option Plan. The purpose of the Stock Option Plan is to, among other things, encourage Common Share ownership in the Company by directors, officers, employees and consultants of the Company and its affiliates and other designated persons. Stock options may be granted under the Stock Option Plan only to directors, officers, employees and consultants of the Company and its subsidiaries and other designated persons as designated from time to time by the Board.

The number of stock options which may be issued under the Stock Option Plan is limited to 10% of the number of Common Shares outstanding at the time of the grant of the stock options. As at the date hereof, 17,488,408 stock options may be reserved for issue pursuant to the Stock Option Plan, 14,491,250 stock options have been issued and 2,997,158 stock options are still available for issue.

The number of Common Shares reserved for issue may not exceed (i) five percent of the issued and outstanding Common Shares to any one individual in any 12 month period, (ii) two percent of the issued and outstanding Common Shares to any one consultant retained by the Company in any 12 month period, or (iii) two percent of the issued and outstanding Common Shares to any one employee of the Company conducting "Investor Relations Activities" in any 12 month period. Stock options granted under the Stock Option Plan may be exercised during a period not exceeding ten years, subject to earlier termination upon the termination of the optionee's employment, upon the optionee ceasing to be an employee, officer, director or consultant of the Company or any of its subsidiaries or ceasing to have a designated relationship with the Company, as applicable, or upon the optionee retiring, becoming permanently disabled or dying. Stock options must be exercised within 90 days of termination of employment or cessation of position with the Company, provided that if the cessation of office, directorship, consulting arrangement or employment was by reason of death, the stock option must be exercised within 12 months after such death, subject to the expiry of such stock option. Any Common Shares subject to a stock option which is exercised, or for any reason is cancelled or terminated prior to exercise, will be available for a subsequent grant under the Stock Option Plan.

The stock options are non-assignable and non-transferable. The Stock Option Plan contains provisions for adjustment in the number of Common Shares issuable thereunder in the event of a subdivision, consolidation, reclassification or change of the common shares, a merger or other relevant changes in the Company's capitalization. Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Stock Option Plan or may terminate the Stock Option Plan at any time. The Stock Option Plan does not contain any provision for financial assistance by the Company in respect of stock options granted under the Stock Option Plan.

The Company has no equity compensation plans other than the Stock Option Plan.

Employment, Consulting and Management Agreements

Other than as set forth below, the Company does not, and did not during the most recently completed financial year, have in place any employment agreements between the Company or any subsidiary or affiliate thereof and any of its Named Executive Officers or directors.

Michael Zahra – President, Chief Executive Officer and Director

Pursuant to an executive employment agreement entered into effective June 10, 2019, the Company retained Michael Zahra to act as the President and Chief Executive Officer of the Company (the "**Zahra Agreement**"). Under the Zahra Agreement, Mr. Zahra receives an annual salary of \$385,000 (the "**Salary**"), payable in equal by-weekly installments. The Salary is subject to annual review and may be increased from time to time at the sole discretion of the Company. Mr. Zahra is also eligible to participate in the Stock Option Plan and to receive an annual cash bonus equal to up to 35% of the Salary as determined by the Board. Mr. Zahra is also entitled to be reimbursed for all reasonable out-of-pocket expenses incurred in connection with the services performed under the Zahra Agreement.

If the Zahra Agreement is terminated without cause within 24 months of, or in anticipation within 180 days of, a change of control, Mr. Zahra is entitled to a payment equal to 18 months of Salary and all stock options held by Mr. Zahra become vested. If the Zahra Agreement is terminated by the Company at any time without cause, Mr. Zahra is entitled to a payment equal to 12 months of Salary and all stock options held by Mr. Zahra become vested.

Tony Di Benedetto – Former Chief Executive Officer and Director

Pursuant to consulting agreements entered into on June 6, 2016, the Company engaged Launch Capital Inc. ("**Launch Capital**") and Redline Capital Inc. ("**Redline Capital**") to provide assistance with financial, business and operational matters, including but not limited to, the Company's existing business, assistance with the implementation of the Company's business plans, the implementation of the Company's capital raising efforts, divestitures and other transactions, and engaged the services of Tony Di Benedetto, the President and sole director of both Launch Capital and Redline Capital, to act in the role of Chief Executive Officer of the Company. The Launch Capital and Redline Capital consulting agreements (each a "**Di Benedetto Agreement**") are substantively identical. The initial term of each Di Benedetto Agreement was three years (the "**Term**") from execution and each Di Benedetto Agreement would automatically renew for an additional one-year term unless earlier terminated by either party. During the financial year ended December 31, 2018, Mr. Tony Di Benedetto received an annual base consulting fee of \$141,000 per Di Benedetto Agreement (or \$282,000 in the aggregate), payable monthly in advance in equal installments of \$11,750 (or \$23,500 in the aggregate). Mr. Tony Di Benedetto was also eligible, pursuant to the Di Benedetto Agreements, to participate in the Stock Option Plan and to receive an annual bonus as determined by the Board and in accordance with the Stock Option Plan. Mr. Tony Di Benedetto was also entitled, pursuant to the Di Benedetto Agreements, to be reimbursed for all reasonable out-of-pocket expenses incurred in connection with the services performed for the Company under each of the Di Benedetto Agreement.

The Di Benedetto Agreements were terminated effective June 10, 2019. In connection with the resignation of Mr. Tony Di Benedetto as the Chief Executive Officer of the Company, Mr. Tony Di Benedetto received a lump sum severance payment of \$584,000.

Richard Buzbuzian – Former President and Director

Pursuant to a consulting agreement entered into on June 6, 2016, the Company retained the services of Richard Buzbuzian to provide assistance with financial, business and operational matters, including but not limited to the Company's existing business, assistance with the implementation of the Company's business plans, the implementation of the Company's capital raising efforts, divestitures and other transactions, and to act in the role of President of the Company (the "**Buzbuzian Agreement**"). The initial term of the Buzbuzian Agreement was three years (the "**Term**") from execution and would automatically renew for an additional one-year term unless either party notifies the other, six months prior to the expiration of the Term, of the termination of the Buzbuzian Agreement. In accordance with the terms of the Buzbuzian Agreement, during the financial year ended December 31, 2018, Mr. Buzbuzian received an annual base consulting fee of \$282,000, payable monthly in advance in equal installments of \$23,500. Mr. Buzbuzian was also eligible to participate in the Stock Option Plan and to receive an annual bonus as determined by the Board and in accordance with the Stock Option Plan. Mr. Buzbuzian was also entitled to be reimbursed for all reasonable out-of-pocket expenses incurred in connection with the services performed under the Buzbuzian Agreement.

The Buzbuzian Agreement was terminated effective February 24, 2019. In connection with the resignation of Mr. Buzbuzian as the President of the Company, Mr. Buzbuzian received a lump sum severance payment of \$584,000.

Paul Di Benedetto – Chief Technology Officer and Corporate Secretary

Pursuant to consulting agreements entered into on June 6, 2016, the Company engaged Mach 20 Ventures Inc. ("**Mach 20**") and Novator Investments Inc. ("**Novator**") to provide assistance with financial, business and operational matters, including but not limited to, the Company's existing business, assistance with the implementation of the Company's business plans, the implementation of the Company's capital raising efforts, divestitures and other transactions, and engaged the services of Paul Di Benedetto, the President and sole director of both Mach 20 and Novator, to act in the role of Chief Technology Officer of the Company. The Mach 20 and Novator consulting agreements (each a "**CTO Agreement**") are substantively identical. The initial term of each CTO Agreement is three years (the "**Term**") from execution and each CTO Agreement will automatically renew for an additional one-year term unless earlier terminated by either party. During the financial year ended December 31, 2018, Mr. Paul Di Benedetto received an annual base

consulting fee of one \$141,000 per CTO Agreement (or \$282,000 in the aggregate), payable monthly in advance in equal installments of \$11,750 (or \$23,500 in the aggregate). Pursuant to each CTO Agreement, in the event of a change of control, a revised compensation structure will be implemented to reflect the compensation paid to senior members of the new management team. Mr. Paul Di Benedetto is also eligible, pursuant to the CTO Agreements, to participate in the Stock Option Plan and may receive an annual bonus as determined by the Board and in accordance with the Stock Option Plan. Mr. Paul Di Benedetto is also entitled, pursuant to the CTO Agreements, to be reimbursed for all reasonable out-of-pocket expenses incurred in connection with the services performed for the Company under each of the CTO Agreement.

Pursuant to each CTO Agreement, if such agreement is terminated: (i) by the Company, for any reason other than the expiration of the Term, any renewal term prior to the expiration of the Term, or any renewal term, two times the annual base compensation then payable under the CTO Agreements, plus any applicable excise tax payable becomes due and payable immediately; or (ii) if within 12 months following a change of control the applicable CTO Agreement is terminated by the Company without cause, Mr. Paul Di Benedetto will be entitled to receive as severance two times the annual base compensation then payable under the applicable CTO Agreement, plus any applicable excise tax payable.

Greg Colacitti – Vice President, Business Development

Pursuant to consulting agreements entered into on June 6, 2016, the Company engaged Sherwood Capital Investments Inc. ("**Sherwood**") and 2524475 Ontario Inc. ("**2524475**") to provide assistance with financial, business and operational matters, including but not limited to, the Company's existing business, assistance with the implementation of the Company's business plans, the implementation of the Company's capital raising efforts, divestitures and other transactions, and engaged the services of Greg Colacitti, the President and sole director of both Sherwood and 2524475, to act in the role of Vice President, Business Development of the Company. Other than the annual base consulting fee (described below), the Sherwood consulting agreement (the "**Sherwood Consulting Agreement**") and the 2524475 consulting agreement (the "**2524475 Consulting Agreement**" and, together with the Sherwood Consulting Agreement, collectively the "**Colacitti Agreements**" and individually a "**Colacitti Agreement**") are substantively identical. The initial term of each Colacitti Agreement is three years (the "**Term**") from execution and each Colacitti Agreement will automatically renew for an additional one-year term unless earlier terminated by either party. During the financial year ended December 31, 2018, Mr. Colacitti received an annual base consulting fee of: (i) 108,000 pursuant to the 2524475 Consulting Agreement, payable monthly in advance in equal installments of \$9,000, and (ii) \$102,000 pursuant to the Sherwood Consulting Agreement, payable monthly in advance in equal installments of \$8,500. Pursuant to the Colacitti Agreements, in the event of a change of control, a revised compensation structure will be implemented to reflect the compensation paid to senior members of the new management team. Mr. Colacitti is also eligible, pursuant to the Colacitti Agreements, to participate in the Stock Option Plan and may receive an annual bonus as determined by the Board and in accordance with the Stock Option Plan. Mr. Colacitti is also entitled, pursuant to the Colacitti Agreements, to be reimbursed for all reasonable out-of-pocket expenses incurred in connection with the services performed under each Colacitti Agreement.

Pursuant to each Colacitti Agreement, if such agreement is terminated: (i) by the Company for any reason other than the expiration of the Term, any renewal term prior to the expiration of the Term, or any renewal term, two times the annual base compensation then payable under the Colacitti Agreements, plus any applicable excise tax payable becomes due and payable immediately; or (ii) if within 12 months following a change of control the applicable Colacitti Agreement is terminated by the Company without cause, Mr. Colacitti will be entitled to receive as severance two times the annual base compensation then payable under the applicable Colacitti Agreement, plus any applicable excise tax payable.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

The Board, at the recommendation of the management of the Company, determines the compensation payable to the directors of the Company and reviews such compensation periodically throughout the year. For their role as directors of the Company, each director of the Company who is not a Named Executive Officer may, from time to time, be awarded stock options under the provisions of the Stock Option Plan. There are no other arrangements under which the directors of the Company who are not Named Executive Officers were compensated by the Company or its subsidiaries during the two most recently completed financial years for their services in their capacity as directors of

the Company.

Compensation of Named Executive Officers

Principles of Executive Compensation

The Company believes in linking an individual's compensation to his or her performance and contribution as well as to the performance of the Company as a whole. The primary components of the Company's executive compensation are base salary and option-based awards. The Board believes that the mix between base salary and incentives must be reviewed and tailored to each executive based on their role within the organization as well as their own personal circumstances. The overall goal is to successfully link compensation to the interests of the shareholders. The following principles form the basis of the Company's executive compensation program:

1. align the interests of executives and shareholders;
2. attract and motivate executives who are instrumental to the success of the Company and the enhancement of shareholder value;
3. pay for performance;
4. ensure compensation methods have the effect of retaining those executives whose performance has enhanced the Company's long term value; and
5. connect, if possible, the Company's employees into principles 1 through 4 above.

The Board is responsible for the Company's compensation policies and practices. The Board has the responsibility to review and make recommendations concerning the compensation of the directors of the Company and the Named Executive Officers within the constraints of the agreements described under "*Employment, Consulting and Management Agreements*" above. The Board also has the responsibility to make recommendations concerning annual bonuses and grants to eligible persons under the Stock Option Plan. The Board also reviews and approves the hiring of executive officers.

Base Salary

The Board approves the salary ranges for the Named Executive Officers. The base salary review for each Named Executive Officer is based on assessment of factors such as current competitive market conditions, compensation levels within the peer group and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. Comparative data for the Company's peer group is also accumulated from a number of external sources including independent consultants. The Company's policy for determining salary for executive officers of the Company is consistent with the administration of salaries for all other employees.

Annual Incentives

The Company, in its discretion, may award annual bonuses in order to motivate executives to achieve short-term corporate goals. The Board approves annual incentives.

The success of Named Executive Officers in achieving their individual objectives and their contribution to the Company in reaching its overall goals are factors in the determination of their annual bonus. The Board assesses each Named Executive Officer's performance on the basis of his or her respective contribution to the achievement of the predetermined corporate objectives, as well as to needs of the Company that arise on a day to day basis. This assessment is used by the Board in developing its recommendations with respect to the determination of annual bonuses for the Named Executive Officers.

Compensation and Measurements of Performance

It is the intention of the Board to approve targeted amounts of annual incentives for each Named Executive Officer at the beginning of each financial year. The targeted amounts will be determined by the Board based on a number of factors, including comparable compensation of similar companies.

Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day to day corporate activities, will trigger the award of a bonus payment to the Named Executive Officers. The Named Executive Officers will receive a partial or full incentive payment depending on the number of the predetermined targets met and the Board's assessment of overall performance. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate.

Long Term Compensation

The Company currently has no long-term incentive plans, other than stock options granted from time to time by the Board under the provisions of the Stock Option Plan.

Pension Disclosure

There are no pension plan benefits in place for the Named Executive Officers or the directors of the Company.

Termination and Change of Control Benefits

The Company does not have in place any pension or retirement plan. The Company has not provided compensation, monetary or otherwise, during the preceding fiscal year, to any person who now acts or has previously acted as a Named Executive Officer or director of the Company in connection with or related to the retirement, termination or resignation of such person. The Company has not provided any compensation to such persons as a result of a change of control of the Company, its subsidiaries or affiliates. Except as set forward under "*Employment, Consulting and Management Agreements*", the Company is not party to any compensation plan or arrangement with Named Executive Officers or directors of the Company resulting from the resignation, retirement or the termination of employment of such person.

SECURITIES AUTHORIZED FOR ISSUE UNDER EQUITY COMPENSATION PLAN

The following table sets forth information with respect to all compensation plans of the Company under which equity securities are authorized for issue as of December 31, 2018:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans (#)
Equity compensation plans approved by securityholders	15,690,000	1.02	489,970
Equity compensation plans not approved by securityholders	n/a	n/a	n/a
Total	15,690,000	1.02	489,970

Notes:

(1) *The Stock Option Plan is a "rolling" stock option plan whereby the maximum number of Common Shares that may be reserved for issue pursuant to the Stock Option Plan will not exceed 10% of the outstanding Common Shares at the time of the stock option grant. As at the date of this Circular, 17,488,408 stock options may be issued under the Stock Option Plan, 14,491,250 stock options are outstanding and an additional 2,997,158 Common Shares are reserved for issue and remain available for future issue under the Stock Option Plan.*

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as otherwise disclosed in this Circular, no director, executive officer or principal shareholder of the Company, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year end or in any proposed transaction that has materially affected or will materially affect the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of the Company or person who acted in such capacity in the last financial year of the Company, or any other individual who at any time during the most recently completed financial year of the Company was a director of the Company or any associate of the Company, is indebted to the Company, nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

AUDIT COMMITTEE INFORMATION REQUIRED IN THE INFORMATION CIRCULAR OF A VENTURE ISSUER

National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") requires that certain information regarding the Audit Committee of a "venture issuer" (as that term is defined in NI 52-110) be included in the management information circular sent to shareholders in connection with the issuer's annual meeting of shareholders. The Company is a "venture issuer" for the purposes of NI 52-110.

Audit Committee Charter

The full text of the charter of the Company's Audit Committee is attached hereto as appendix A (the "**Audit Committee Charter**").

Composition of the Audit Committee

The Audit Committee currently consists of Chris Irwin, Robert Montemarano and Kevin Sherkin each of whom is a director and financially literate. Each of the members of the Audit Committee is independent in accordance with NI 52-110.

Relevant Education and Experience of Audit Committee Members

The following is a description of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

1. an understanding of the accounting principles used by the Company to prepare its financial statements;
2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
3. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and
4. an understanding of internal controls and procedures for financial reporting.

Chris Irwin – Director

Mr. Irwin is a graduate of Bishop's University (B.A., 1990), the University of New Brunswick (Bachelor of Laws, 1994) and Osgoode Hall Law School (Masters of Laws, 2009). He was called to the Bar of Ontario in 1996. Mr. Irwin represents several public companies, is an officer and/or director of several public companies, and serves or has served on the audit committee of several public companies.

Robert Montemarano – Director

Mr. Montemarano is Vice-President of Lakeview Homes Inc., a residential property development and construction company. Mr. Montemarano has been involved in corporate and project financing activities in real estate and a variety of other industries.

Kevin Sherkin – Director

Mr. Sherkin was called to the Ontario bar in 1987 after graduating from Osgood Hall Law School with a J.D. in 1985. He is the founding member and is the current managing director of Levine Sherkin Boussidan Professional Corporation. While his practice involves a wide range of civil litigation, Mr. Sherkin's focus has been primarily on business-related litigation. Mr. Sherkin has served as a director for both private and public companies and in his previous board tenures he served on finance committees, compliance committees and compensation committees.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

1. the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit);
2. the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*) of NI 52-110 (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if a circumstance arises that affects the business or operations of the Company and a reasonable person would conclude that the circumstance can be best addressed by a member of the Audit Committee becoming an executive officer or employee of the Company);
3. the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if an Audit Committee member becomes a control person of the Company or of an affiliate of the Company for reasons outside the member's reasonable control);
4. the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if a vacancy on the Audit Committee arises as a result of the death, incapacity or resignation of an Audit Committee member and the Board was required to fill the vacancy); or
5. an exemption from the requirements of NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (Exemptions) of NI 52-110.

The Company is a "venture issuer" for the purposes of NI 52-110. Accordingly, the Company is relying upon the exemption in section 6.1 of NI 52-110 providing that the Company is exempt from the application of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee's charter provides that that Audit Committee must approve all non-audit services to be provided by the Company's external auditor to the Company or a subsidiary of the Company.

External Auditor Service Fees (By Category)

The following table provides details in respect of audit, audit related, tax and other fees billed by the external auditor of the Company for professional services rendered to the Company during the fiscal years ended December 31, 2018 and December 31, 2017:

Year ended	Audit Fees ⁽¹⁾	Audit-Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
December 31, 2018	\$34,500	nil	nil	nil
December 31, 2017	\$44,410	nil	nil	nil

Notes:

- (1) The aggregate fees billed for audit services.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's consolidated financial statements and are not disclosed in the "Audit Fees" column.
- (3) The aggregate fees billed for tax compliance, tax advice, and tax planning services.
- (4) The aggregate fees billed for professional services other than those listed in the other three columns.

REPORT ON CORPORATE GOVERNANCE

The Company believes that adopting and maintaining appropriate governance practices is fundamental to a well-run company, to the execution of its chosen strategies and to its successful business and financial performance. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines* (collectively the "**Governance Guidelines**") of the Canadian Securities Administrators set out a list of non-binding corporate governance guidelines that issuers are encouraged to follow in developing their own corporate governance guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations.

The following disclosure is required by the Governance Guidelines and describes the Company's approach to governance and outlines the various procedures, policies and practices that the Company and the Board have implemented.

Board of Directors

The Board is currently composed of seven directors. At the meeting the shareholders will be asked to elect six directors. Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)* ("**Form 58-101F2**") requires disclosure regarding how the Board facilitates its exercise of independent supervision over management of the Company by providing the identity of directors who are independent and the identity of directors who are not independent and the basis for that determination. NI 52-110 provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. In addition, under NI 52-110, an individual who is, or has been within the last three years, an employee or executive officer of an issuer, is deemed to have a "material relationship" with the issuer. Accordingly, of the proposed nominees, Michael Zahra, the President and Chief Executive Officer of the Company is not considered "independent". The remaining five proposed directors, Chris Irwin, Michael Della Fortuna, Robert Montemarano, Kevin Sherkin and Vijay Kanwar, are considered by the Board to be "independent", within the meaning of NI 52-110. In assessing Form 58-101F2 and making the foregoing determinations, the Board has examined the circumstances of each director in relation to a number of factors.

Directorships

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

Name of Director	Reporting Issuer
Chris Irwin	Argo Gold Inc., Blocplay Entertainment Inc., Deveron UAS Corp., Greencastle Resources Ltd., Hornby Bay Mineral Exploration Ltd., Intercontinental Gold and Metals Ltd., Minnova Corp., Pima Zinc Corp., Roscan Minerals Corporation and Valens Groworks Corp.
Robert Montemarano	Armada Data Corporation

Orientation and Continuing Education

The Board does not have a formal orientation or education program for its members. The Board's continuing education is typically derived from correspondence with the Company's legal counsel to remain up to date with developments in relevant corporate and securities law matters. Additionally, historically Board members have been nominated who are familiar with the Company and the nature of its business.

Ethical Business Conduct

The Board has not adopted guidelines or attempted to quantify or stipulate steps to encourage and promote a culture of ethical business conduct, but does promote ethical business conduct through the nomination of Board members it considers ethical, through avoiding or minimizing conflicts of interest, and by having at least two of its Board members independent of corporate matters.

Nomination of Directors

The recruitment of new directors has generally resulted from recommendations made by directors and shareholders. The assessment of the contributions of individual directors has principally been the responsibility of the Board. Prior to standing for election, new nominees to the Board are reviewed by the entire Board.

Other Board Committees

The Audit Committee is the only committee of the directors of the Company.

Assessments

The Board monitors but does not formally assess the effectiveness and contribution of the Board, its committees and individual Board members. To date, the Board has satisfied itself, through informal discussions that the Board, its committees and individual Board members are performing effectively.

OTHER MATTERS

The management of the Company knows of no other matters to come before the Meeting other than as set forth in the Notice of Meeting. However, if other matters which are not known to management should properly come before the Meeting, the accompanying form of proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Shareholders may contact the Company in order to request copies of: (i) this Circular; and (ii) the Company's consolidated financial statements and the related management's discussion and analysis (the "MD&A") which will be sent to the shareholder without charge upon request. Financial information is provided in the Company's consolidated financial statements and MD&A for its financial year ended December 31, 2018.

APPROVAL OF THE BOARD OF DIRECTORS

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

DATED at Toronto, Ontario, on the 13th day of June.

BY ORDER OF THE BOARD

"Michael Zahra" (signed)
President, Chief Executive Officer and Director



6-6175 Highway 7, Suite 441
Vaughan, Ontario, L4H 0R6

APPENDIX A

AUDIT COMMITTEE CHARTER

DRONE DELIVERY CANADA CORP.

I. Audit Committee Charter

This Charter has been adopted in order to comply with the Instrument and to assist the audit committee in the oversight of the financial reporting process of the Company. Nothing in this charter is intended to restrict the ability of the board of directors or audit committee to alter or vary procedures in order to comply more fully with the Instrument, as amended from time to time.

PART I

Purpose:

The purpose of the audit committee is to:

- a) review all periodic financial statements, monitor the Corporation's regulatory financial disclosure requirements, and make recommendations respecting financial reporting matters;
- b) assist the board of directors to discharge its responsibilities;
- c) provide an accountable avenue of communication between the board of directors and the Company's EAs;
- d) ensure the EA's independence;
- e) ensure the availability and transparency of financial reports; and
- f) ensure that outside members of the board of directors have ready access to the EA to responsible members of management in financial reporting matters.

1.1 Definitions

Unless otherwise defined in this Charter, terms shall have the meanings set forth below:

"**audit services**" means the professional services rendered by the Company's external auditor for the audit and review of the Company's financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements.

"**Board**" means the board of directors of the Company.

"**Charter**" means this audit committee charter.

"**Company**" or "**Corporation**" means Drone Delivery Canada Corp.

"**Committee**" means the audit committee established by the Board for the purpose of overseeing the accounting, financial reporting processes of the Company and audits of the financial statements of the Company.

"**EA**" means the Company's external auditors, from time to time.

"**Instrument**" means Multilateral Instrument 52-110.

"**MD&A**" has the meaning ascribed to it in National Instrument 51-102. "Member" means a member of the Committee.

"**National Instrument 51-102**" means National Instrument 51-102 Continuous Disclosure Obligations.

"**non-audit services**" means services other than audit services.

PART 2

2.1 The Board has hereby established this Charter to set forth the duties and responsibilities of the Committee.

2.2 The Committee shall be comprised of at least three financially literate directors, the majority of whom are not Officers, employees or Control Persons of the Issuer or any of its Associates or Affiliates (within the meanings given those terms in prevailing securities legislation). An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be contained in the Company's financial statements.

2.3 The Board will direct the EA to report directly to the Committee and the Members have the irrevocable authority to enforce this procedure.

2.4 The Committee will be directly responsible for overseeing the work of the EA engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the EA regarding financial reporting.

2.5 The Committee will be responsible for recommending to the Board:

- a) the EA to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
- b) the compensation of the EA.

2.6 Without limitation, the Committee will be responsible for:

- a) reviewing the audit plan with management and the EA;
- b) reviewing with management and the EA any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgements of management that may be material to financial reporting;
- c) questioning management and the EA regarding significant financial reporting issues occurring during the fiscal period under review and the method of resolution;
- d) reviewing any problems experienced by the EA in performing the audit, including any restriction imposed by management or significant accounting issue on which there was disagreement with management;
- e) reviewing audited annual financial statements, in conjunction with the report of the EA, and discussing with management any significant variances between comparative reporting periods;
- f) reviewing the post-audit or management letter, containing the recommendations of the EA, and subsequent follow-up;
- g) reviewing interim unaudited financial statements before release to the public;

- h) reviewing all public disclosure documents containing audited or unaudited financial information before release, including any prospectus, the annual report, the annual information form and management's discussion and analysis;
- i) reviewing the evaluation of internal controls by the EA, and subsequent follow-up;
- j) reviewing the terms of reference of the internal auditor, if any;
- k) reviewing reports issued by the internal auditor, if any, and subsequent follow-up; and
- l) reviewing the appointments of chief financial officers and all other key financial executives involved in the financial reporting process, as applicable.

2.7 The Committee will approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's EA.

2.8 The Committee will review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information.

2.9 The Committee will ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and will periodically assess the adequacy of those procedures.

2.10 When there is to be a change of auditor, the Committee will review all issues related to the change, including the information to be included in the notice of change of auditor called for under prevailing laws and policies, and the planned steps for an orderly transition.

2.11 The Committee will review all reportable events, including disagreements, unresolved issues and consultations.

2.12 The Committee will, as applicable, establish procedures for:

- a) the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and
- b) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

2.13 As applicable, the Committee will establish, periodically review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former EA of the issuer, as applicable.

2.14 The responsibilities outlined in this Charter are not intended to be exhaustive. Members must consider any additional areas which may require oversight when discharging their responsibilities.

PART 3

3.1 The Committee shall have the authority to:

- a) engage independent counsel and other advisors as it determines necessary to carry out its duties;

- b) set and pay the compensation for any advisors employed by the Committee; and
- c) communicate directly with the internal and external auditors.

PART 4

4.1 Meetings of the Committee will be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly.

4.2 Members will be afforded reasonable opportunities to privately meet with the EA, the internal auditor and members of senior management.

4.3 Minutes will be kept of all meetings of the Committee.

PART 5

5.1 If management of the Company solicits proxies from the security holders of the Company for the purpose of electing directors to its Board, the Committee shall ensure that the Company includes in its management information circular the disclosure required by Form 52-110F2 of the Instrument.