

**PARKIT ENTERPRISE INC.**  
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Vancouver, British Columbia V6C 2X8  
Telephone: 604.424.8700

**INFORMATION CIRCULAR**  
**JULY 12, 2018**

**INTRODUCTION**

This information circular (the “**Information Circular**”) accompanies the notice of annual general and special meeting of shareholders (the “**Notice**”) of Parkit Enterprise Inc. (the “**Company**”) and is furnished to shareholders (each, a “**Shareholder**”) holding common shares (the “**Shares**”) of the Company in connection with the solicitation by the management of the Company of proxies to be voted at the annual general and special meeting (the “**Meeting**”) of the Shareholders to be held at 1:00 p.m. (Eastern Standard time) on Wednesday, August 15, 2018 at the offices of Fogler Rubinoff LLP of 77 King Street West, Suite 3000, TD Centre North Tower, Toronto, Ontario, or at any adjournment or postponement thereof.

**Date and Currency**

The date of this Information Circular is July 12, 2018. Unless otherwise stated, all amounts herein are in Canadian dollars.

**PROXIES AND VOTING RIGHTS**

**Management Solicitation**

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

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

**Appointment of Proxy**

Registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each common share that such Shareholder holds on the record date of July 3, 2018 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

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

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

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

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

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

#### **Revocation of Proxies**

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

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

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

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

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

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

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

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

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

The Company does not have access to names of all Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Shares to be voted at the Meeting. If Beneficial Shareholders receive the voting instruction forms from Broadridge, they are requested to complete and return the voting instruction forms to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge’s dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the applicable Shares voted at the Meeting.**

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

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

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

The Company is sending proxy-related materials directly to non-objecting beneficial owners of the Shares. The Company will not pay for the delivery of proxy-related materials to objecting beneficial owners of the Shares. The objecting beneficial owners of the Shares will not receive the materials unless their intermediary assumes the costs of delivery.

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

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

The Company is authorized to issue an unlimited number of Shares without par value. As of the record date, determined by the board of directors of the Company (the “**Board**”) to be the close of business on July 3, 2018, a total of 32,310,796 Shares were issued and outstanding. Each Share carries the right to one vote at the Meeting.

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

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Shares carrying more than 10% of the voting rights attached to the outstanding Shares of the Company, other than as set forth below:

Name of Shareholder	Number of Shares Owned	Percentage of Outstanding Shares <sup>(1)</sup>
Avi Geller	10,803,187 <sup>(2)</sup>	33.43%

<sup>(1)</sup> Based on 32,310,796 Shares issued and outstanding as of July 3, 2018.

<sup>(2)</sup> This number includes 59,100 shares held directly, 5,751,387 Shares held indirectly through Leonite Capital LLC, a private company wholly owned by Mr. Geller, who is the President, Chief Executive Officer and a director of the Company and 4,992,700 Shares held together with Paul Crossett, Richard Baxter, Paul Dunstan, KDI Corporation Ltd., B&M Miller Equity Holdings, Jason Brinham and Monica Brinham pursuant to voting support agreements. This number does not include any convertible securities, including convertible debentures, stock options or warrants held by Mr. Geller.

#### NUMBER OF DIRECTORS

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company at five (5). An ordinary resolution needs to be passed by a simple majority of the votes cast by the Shareholders present in person or represented by proxy and entitled to vote at the Meeting.

**Management recommends the approval of setting the number of directors of the Company at five (5).**

**ELECTION OF DIRECTORS**

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

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

Name, Place of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years <sup>(1)</sup>	Director Since	Number of Shares Owned <sup>(1)</sup>
<b>Brad Miller</b> Vancouver, British Columbia <i>Director</i>	President and owner of the AdvanTec Global Innovations group of companies specialized in marine and industrial manufacturing with a focus on clean tech manufacturing.	Nominee	300,000
<b>Avi Geller</b> <sup>(2)(3)</sup> New York, USA <i>Director</i>	Mr. Geller is currently the Chief Investment Officer of Leonite Capital LLC since 2017; currently the Executive Chairman of Axios Mobile Assets since 2017; currently a director of DealFlow Financial Products since 2017 and Chief Operating Officer of FirstFire Capital from 2015 to 2016.	May 30, 2018	10,803,187 <sup>(4)</sup>
<b>Elie Norowitz</b> New York, USA <i>Director</i>	Mr. Norowitz is currently the Vice President of Finance at Turnbridge Equities, a New York City based, privately-held full service real estate investment and development firm. Prior thereto, Mr. Norowitz was the Controller for 54 Madison Partners, a New York City based real estate private equity investment vehicle, where he was responsible for all finance, operations, and accounting functions for their real estate fund and properties. Prior thereto, Mr. Norowitz worked for Och-Ziff Real Estate, where he focused on finance, accounting, operations, and asset management functions for their real estate investments. He started his career with KPMG LLP, where he managed financial statement audits of private equity and alternative investment entities. Mr. Norowitz received his Bachelor of Science in Accounting from Touro College and is a Certified Public Accountant (CPA).	June 7, 2018	Nil
<b>David Delaney</b> <sup>(2)(3)</sup> Toronto, Ontario <i>Director</i>	Mr. Delaney is the president of Concord Investment Partners, an investment company focused on listed equities and real estate investment. Prior thereto, Mr. Delaney spent five years working for a Toronto based real estate developer and a Toronto based lender. From 2007 to 2011, Mr. Delaney trained and practiced as an architect at the University of Toronto and Diamond and Schmitt Architects. He has been a CFA Charterholder since 2016. Mr. Delaney has a Master of Architecture degree from the University of Toronto and a Bachelor of Arts degree from Acadia University.	May 30, 2018	156,000 <sup>(5)</sup>

Name, Place of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years <sup>(1)</sup>	Director Since	Number of Shares Owned <sup>(1)</sup>
<b>Bradley Dunkley</b> <sup>(3)</sup> Toronto, Ontario <i>Director</i>	Mr. Dunkley is a Co-Founder, Co-CEO and Portfolio Manager at Waratah Capital Advisors Ltd., a Toronto-based alternative asset manager. Prior to co-founding Waratah in 2010, Mr. Dunkley spent 12 years at Gluskin Sheff + Associates. Mr. Dunkley holds a Bachelor's degree in business administration from Wilfrid Laurier University and is a CFA charterholder. He is a member of the Board of Directors of Beautiful World Canada and a trustee of the Dunkley Charitable Foundation.	May 18, 2017	3,096,000

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

(2) Member of the Audit Committee.

(3) Member of the Investment Committee.

(4) This number includes 59,100 shares held directly, 5,751,387 Shares held indirectly through Leonite Capital LLC, a private company wholly owned by Mr. Geller, who is the President, Chief Executive Officer and a director of the Company and 4,992,700 Shares held together with Paul Crossett, Richard Baxter, Paul Dunstan, KDI Corporation Ltd., B&M Miller Equity Holdings, Jason Brinham and Monica Brinham pursuant to voting support agreements.

(5) Mr. Delaney owns these shares through KDI Corporation Ltd., an entity controlled by Mr. Delaney.

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

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

#### *Orders*

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

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

#### *Bankruptcies*

To the best of management's knowledge, no proposed director of the Company is, or within ten (10) years before the date of this Information Circular, has been, a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any

proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets or made a proposal under any legislation relating to bankruptcies or insolvency.

#### *Penalties and Sanctions*

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

### **STATEMENT OF EXECUTIVE COMPENSATION**

#### **General**

For the purpose of this Statement of Executive Compensation:

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

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

- (a) each individual who served as chief executive officer ("**CEO**") of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as chief financial officer ("**CFO**") of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) the most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year, and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries (if any), nor acting in a similar capacity, at the end of that financial year;

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

**"underlying securities"** means any securities issuable on conversion, exchange or exercise of compensation securities.

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

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

provided, directly or indirectly, to the Company or any subsidiary thereof for each of the two most recently completed financial years, other than stock options and other compensation securities:

Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites <sup>(1)</sup> (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Richard Baxter <sup>(2)</sup> <i>Former President, CEO and Former Director</i>	2017 2016	Nil 142,500	Nil 71,000 <sup>(13)</sup>	Nil Nil	Nil Nil	Nil Nil	Nil 213,500
Patrick Bonney <sup>(3)</sup> <i>Former VP Corporate Development, CIO and Former Director</i>	2017 2016	Nil 118,750	Nil 41,000 <sup>(13)</sup>	Nil Nil	Nil Nil	Nil Nil	Nil 159,750
Simon Buckett <sup>(4)</sup> <i>Former CFO</i>	2017 2016	Nil 118,750	Nil 48,000 <sup>(13)</sup>	Nil Nil	Nil Nil	Nil Nil	Nil 166,750
Nigel Kirkwood <sup>(5)</sup> <i>Former CFO and Former Interim CFO</i>	2017 2016	74,813 39,375	Nil Nil	Nil Nil	Nil Nil	Nil Nil	74,813 39,375
JoAnne Odette <sup>(6)</sup> <i>CFO</i>	2017 2016	17,500 Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	17,500 Nil
Joel Dumaresq <sup>(7)</sup> <i>Chairman and Director</i>	2017 2016	25,200 25,200	Nil Nil	Nil Nil	Nil Nil	Nil Nil	25,200 25,200
David Mullen <sup>(8)</sup> <i>Director</i>	2017 2016	25,200 25,200	Nil Nil	Nil Nil	Nil Nil	Nil Nil	25,200 25,200
Bryan Wallner <sup>(9)</sup> <i>Director, CEO and Former Interim President and Former Interim CEO</i>	2017 2016	126,000 67,200	Nil Nil	Nil Nil	Nil Nil	Nil Nil	126,000 67,200
Pesach (Pace) Goldman <sup>(10)</sup> <i>Director</i>	2017 2016	72,200 25,200	Nil Nil	Nil Nil	Nil Nil	Nil 47,125	72,200 73,325
Bradley Dunkley <sup>(11)</sup> <i>Director</i>	2017 2016	10,000 N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	10,000 N/A
Robert Emri <sup>(12)</sup> <i>Former Director</i>	2017 2016	Nil 21,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 21,000

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

<sup>(2)</sup> Richard Baxter was initially appointed as a director on August 30, 2012; he was appointed to the offices of President and Chief Executive Officer on November 26, 2012. On June 2, 2016, Mr. Baxter was suspended from his offices as President and Chief Executive Officer (with pay) and he retired from the Board on July 26, 2016, when he failed to win reelection. He was removed from the offices of President and Chief Executive Officer and his employment was terminated on August 12, 2016.

<sup>(3)</sup> Patrick Bonney was appointed as a director on January 30, 2013 and as Chief Investment Officer on May 9, 2014. Mr. Bonney was appointed to the office of Vice President Corporate Development on June 24, 2014. Mr. Bonney resigned from his seat on the Board and from his office of Vice President Corporate Development on June 9, 2015. He was suspended from his duties as Chief Investment Officer (with pay) on June 2, 2016 and he was removed from this office and his employment terminated on August 12, 2016.

<sup>(4)</sup> Simon Buckett was appointed Chief Financial Officer on May 20, 2014. He was suspended from this office (with pay) on June 2, 2016; he was removed from this office and his employment terminated on August 12, 2016.

- (5) Nigel Kirkwood was appointed as Interim CFO on June 2, 2016 and appointed as CFO on August 12, 2016. Mr. Kirkwood resigned as CFO on August 16, 2017.
- (6) JoAnne Odette was appointed CFO on August 16, 2017.
- (7) Joel Dumaresq was appointed a Director and Chairman on January 27, 2015.
- (8) David Mullen was appointed a Director on June 9, 2015.
- (9) Bryan Wallner was appointed as a Director on June 9, 2015. Mr. Wallner was appointed as Interim CEO and Interim President on June 2, 2016; appointed as CEO on July 26, 2016; and appointed as CEO September 6, 2017. In 2016, Mr. Wallner was paid \$14,700 as a director and \$52,500 (inclusive of GST) as an executive officer of the Company. In 2017, Mr. Wallner was paid \$126,000 (inclusive of GST) as an executive officer of the Company.
- (10) Pesach (Pace) Goldman was appointed as a Director on November 25, 2013. As at October 31, 2016, the Company accrued an amount owing to Mr. Goldman for services provided valued at \$47,125, which was subsequently settled by a cash payment of \$25,000 and the issuance of 65,073 shares of the Company. Effective March 1, 2017, the Company engaged Mr. Goldman to assist management in strategy, business development and analysis. In 2017, Mr. Goldman was paid \$24,200 as a director, and \$48,000 in salary.
- (11) Bradley Dunkley was appointed as a Director on May 18, 2017.
- (12) Robert Emri was appointed as a Director on November 12, 2014 and resigned on August 22, 2016.
- (13) Bonuses paid pursuant to recommendations of compensation consultant, Roger Gurr & Associates. Bonuses totalling \$160,000 paid in 2016 in the table above were accrued as of October 31, 2015.

### Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Company or any subsidiary thereof in the year ended October 31, 2017 for services provided, or to be provided, directly or indirectly, to the Company or any subsidiary thereof:

Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price	Closing Price of Security or Underlying Security on Date of Grant	Closing Price of Security or Underlying Security at Year End	Expiry Date
Richard Baxter <i>Former President, CEO and Former Director</i>	Stock Options	N/A	N/A	N/A	N/A	N/A	N/A
Patrick Bonney <i>Former VP Corporate Development, CIO and Former Director</i>	Stock Options	N/A	N/A	N/A	N/A	N/A	N/A
Simon Buckett <i>Former CFO</i>	Stock Options	N/A	N/A	N/A	N/A	N/A	N/A
Nigel Kirkwood <i>CFO and Former Interim CFO</i>	Stock Options	N/A	N/A	N/A	N/A	N/A	N/A
Joel Dumaresq <sup>(1)</sup> <i>Chairman and Director</i>	Stock Options	50,000 Stock Options/50,000 Shares/ 0.15% <sup>(2)</sup>	January 9, 2017	\$0.30	\$0.30	\$0.34	May 29, 2019
David Mullen <sup>(2)</sup> <i>Director</i>	Stock Options	50,000 Stock Options/50,000 Shares/ 0.15% <sup>(2)</sup>	January 9, 2017	\$0.30	\$0.30	\$0.34	May 29, 2019

Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price	Closing Price of Security or Underlying Security on Date of Grant	Closing Price of Security or Underlying Security at Year End	Expiry Date
Bryan Wallner <sup>(3)</sup> <i>Director, CEO and Former Interim President and Former Interim CEO</i>	Stock Options	300,000 Stock Options/300,000 Shares/ 0.93% <sup>(2)</sup>	January 9, 2017	\$0.30	\$0.30	\$0.34	August 15, 2019
Pesach (Pace) Goldman <sup>(4)</sup> <i>Director</i>	Stock Options	50,000 Stock Options/50,000 Shares/ 0.15% <sup>(2)</sup>	January 9, 2017	\$0.30	\$0.30	\$0.34	August 15, 2019
Bradley Dunkley <i>Director</i>	Stock Options	N/A	N/A	N/A	N/A	N/A	N/A
Robert Emri <sup>(5)</sup> <i>Former Director</i>	Stock Options	N/A	N/A	N/A	N/A	N/A	N/A

(1) As at October 31, 2017, Mr. Dumaresq held 200,000 stock options which stock options are exercisable at \$0.50 per share until expiry on May 29, 2019; and 50,000 stock options which stick options are exercisable at \$0.30 per share until expiry on May 29, 2019.

(2) As at October 31, 2017, Mr. Mullen held 200,000 stock options which stock options are exercisable at \$0.50 per share until expiry on April 1, 2019; and 50,000 stock options which stick options are exercisable at \$0.30 per share until expiry on May 29, 2019.

(3) As at October 31, 2017, Mr. Wallner held 200,000 stock options which stock options are exercisable at \$0.50 per share until expiry on April 1, 2019; and 300,000 stock options which stick options are exercisable at \$0.30 per share until expiry on August 15, 2019.

(4) As at October 31, 2017, Mr. Goldman held 200,000 stock options which stock options are exercisable at \$0.50 per share until expiry on June 13, 2019; and 50,000 stock options which stick options are exercisable at \$0.30 per share until expiry on August 15, 2019.

(5) As at October 31, 2016, Mr. Emri held 250,000 stock options which stock options are exercisable at \$0.50 per share until expiry on June 13, 2019.

(6) Calculated on a partially diluted basis, based on 32,310,796 common shares of the Company outstanding as at the date of grant.

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

No director or NEO exercised any compensation securities, being solely comprised of stock options, during the year ended October 31, 2017.

#### Stock Option Plans and Other Incentive Plans

The Company's current stock option plan (the "Plan"), which it adopted in 2009, is a "rolling" stock option plan, whereby the aggregate number of Shares reserved for issuance, together with any other Shares reserved for issuance under any other plan or agreement of the Company, shall not exceed ten (10%) percent of the total number of issued Shares (calculated on a non-diluted basis) at the time an option is granted. The Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Company and its subsidiaries or affiliates, options to purchase Shares. As at May 18, 2018, there were 200,000 options outstanding under the Plan. The Company's shareholders ratified the Plan at the Company's annual general and special meeting held on September 6, 2017.

For additional details regarding the terms of the Plan, see below under the heading “Ratification of Stock Option Plan”.

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

Other than as noted below, there are no agreements or arrangements under which compensation was provided during the Company’s most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a Director or NEO, or performed by any other party that are services typically provided by a Director or NEO.

There are no agreements or arrangements which provide for change of control, severance, termination or constructive dismissal, or any incremental payments that are triggered by, or result from, change of control, severance, termination or constructive dismissal.

On March 1, 2017, the Company entered into an employment agreement with a director of the Company, pursuant to which he is employed by the Company to assist management and identifying, sourcing and evaluating opportunities.

On August 12 and 15, 2016, the Company terminated the employment of the former Chief Executive Officer, Chief Investment Officer and Chief Financial Officer without notice and without payment of any compensation in lieu of notice. In all three cases, the Company believed, and it continues to believe, that it had (and continues to have) no liability to give any notice or pay any severance to any of the three former officers. However, in February 2017, believing it to be in its best interest, the Company entered into separate confidential settlement agreements with each of the former Chief Financial Officer and former Chief Investment Officer.

In the settlement agreement with the Company’s former Chief Financial Officer, the Company agreed to pay to the former Chief Financial Officer a one-time lump sum payment and to retain the former Chief Financial Officer for a four month period in exchange for a monthly consulting fee. During the four month period, the former Chief Financial Officer was to make himself available to the Company on an “as-needed” basis as the Company transitioned the role of Chief Financial Officer to a new appointee and he agreed to a five year ‘standstill’. The former Chief Financial Officer signed a full and final release of claims.

In the settlement agreement with the Company’s former Chief Investment Officer, the Company agreed to pay a one-time lump sum payment, while the former Chief Investment Officer agreed to a five year ‘standstill’ and he signed a full and final release of claims.

The Company believed and continues to believe that it has no liability to have given any notice or to pay any severance to the former Chief Executive Officer and has not entered into any settlement agreement. The Company is unable to predict the outcome or potential liability, if any, arising from the termination of the former Chief Executive Officer at this time and no amount was accrued in the financial statements as at October 31, 2017.

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

The Board has not created or appointed a compensation committee given the Company’s current size and stage of development. All tasks related to developing and monitoring the Company’s approach to the compensation of the Company’s NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Company’s employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria. NEOs that are also directors of the Company are involved in discussions relating to compensation, but disclose their interest in, and abstain from voting on, decisions related to their own respective compensation.

The overall objective of the Company’s compensation strategy is to offer short, medium and long-term compensation components to ensure that the Company has in place programs to attract, retain and develop

management of the highest calibre and has in place a process to provide for the orderly succession of management, including receipt on an annual basis of any recommendations of the chief executive officer, if any, in this regard.

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

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

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

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

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

The NEOs' performances and salaries or fees are to be reviewed periodically. Increases in management fees are to be evaluated on an individual basis and are performance and market-based. Compensation is not tied to performance criteria or goals such as milestones, agreements or transactions, and the Company does not use a "peer group" to determine compensation.

#### **Pension Plan Benefits**

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

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

The following table sets forth details of the Plan, being the Company's only equity compensation plan, as of October 31, 2017. The Plan was most recently ratified and approved by the Shareholders at its last annual general and special meeting on September 6, 2017.

<b>Plan Category</b>	<b>Number of shares to be issued upon exercise of outstanding options <sup>(1)</sup></b>	<b>Weighted-average exercise price of outstanding options</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) <sup>(2)</sup></b>
Equity compensation plans approved by shareholders	1,745,000	\$0.44	1,486,079

Plan Category	Number of shares to be issued upon exercise of outstanding options <sup>(1)</sup>	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) <sup>(2)</sup>
Equity compensation plans not approved by shareholders	N/A	N/A	N/A
<b>Total</b>	<b>1,745,000</b>		<b>1,486,079</b>

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

<sup>(2)</sup> The Plan is a rolling stock option plan under which the Company can issue such number of options as is equal to 10% of the Company's issued and outstanding Shares from time to time. As of July 12, 2018, there were 32,310,796 Shares outstanding and the Company could issue up to 3,231,079 options to acquire Shares on such date.

A copy of the Plan is attached as Schedule "D" to the Company's management information circular dated May 10, 2016, which was filed under the Company's profile on SEDAR on May 12, 2016 and is available at [www.sedar.com](http://www.sedar.com). A copy of the Plan is also available for review at the office of Owen Bird Law Corporation, the registered offices of the Company, at 29<sup>th</sup> Floor, 595 Burrard Street, British Columbia V7X 1J5, during normal business hours up to and including the date of the Meeting.

See "Particulars Of Matters To Be Acted Upon – Ratification of Stock Option Plan", below.

#### APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to pass an ordinary resolution to appoint Davidson & Company LLP, Chartered Professional Accountants as auditors of the Company for the fiscal year ending October 31, 2018, and to authorize the directors of the Company to fix the remuneration to be to be paid to the auditors for the fiscal year ending October 31, 2018. An ordinary resolution needs to be passed by a simple majority of the votes cast by the Shareholders present in person or represented by proxy and entitled to vote at the Meeting. Davidson & Company LLP, Chartered Professional Accountants, were appointed as the auditors of the Company in 2009.

**Management recommends that Shareholders vote for the appointment of Davidson & Company LLP, Chartered Professional Accountants as the Company's auditors for the Company's fiscal year ending October 31, 2018 and the authorization of the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending October 31, 2018.**

#### AUDIT COMMITTEE DISCLOSURE

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

##### The Audit Committee Charter

The full text of the Company's audit committee charter (the "Audit Committee Charter") is as follows:

##### *Purpose of the Committee*

The primary function of the audit committee (the "Committee") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding

finance and accounting, and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control systems and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and

provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

The Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would reasonably interfere with the exercise of his or her independent judgment as a member of the Committee. All members of the Committee must be financially literate (having 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 presumably be expected to be raised by the Company's financial statements).

The members of the Committee shall be appointed by the Board of Directors at its first meeting following the annual shareholders' meeting.

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

#### *Authority and Responsibilities*

To fulfill its responsibilities and duties, the Committee shall:

- (a) Review and update this Charter annually.
- (b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.
- (c) Confirm 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.

#### *External Auditors*

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

- (d) Take, or recommend that the full Board of Directors, take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
  - (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
    - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
    - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
    - (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee. Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

#### *Financial Reporting Processes*

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

*Other*

Review any related-party transactions.

**Composition of the Audit Committee**

The Company's Audit Committee is comprised of three directors consisting of Pesach (Pace) Goldman, Avi Geller and David Delaney. As defined in NI 52-110, Mr. Pesach (Pace) Goldman is not independent as he is party to an employment agreement with the Company effective March 1, 2017, pursuant to which he is employed by the Company to assist management and identifying, sourcing and evaluating opportunities. Messrs. Avi Geller and David Delaney are independent as defined in NI 52-110. All of the Audit Committee members are "financially literate", as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

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

**Relevant Education and Experience**

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

*Pesach (Pace) Goldman:*

Mr. Goldman is the founder of MarQueue Property Partners Inc., a real estate development and management company, and a principal of Silvercove Capital (Canada) Inc., a real estate focused alternative asset management company. Prior to joining Silvercove in 2010, Mr. Goldman spent 10 years being active in real estate capital markets. During that time period, Mr. Goldman represented numerous public real estate entities and has extensive industry relationships in Canada and the United States. Mr. Goldman began his career in public accounting at KPMG LLP after graduating from York University with a Bachelor degree in Science with a specialization in Applied Mathematics (1996) and from the Schulich School of Business, York University, with an MBA with a combined specialization in Finance and Real Estate (1999). He was awarded the Chartered Financial analyst designation (CFA Charter) in 2002.

*Avi Geller:*

Mr. Geller has extensive experience in the small and microcap markets and has worked on a variety of debt, equity and hybrid deals across all industries. Since 2017, Mr. Geller has served as Chief Investment Officer of Leonite Capital, a family investment office co-founded by Mr. Geller which focuses on real estate and capital markets. Mr. Geller also serves as a director on the board of Dealflow Financial Products and as chairman of Axios Mobile Assets. Prior to thereto, Mr. Geller was Chief Operating Officer at FirstFire Capital, a small cap focused hedge fund from 2015-2016, as well as a research analyst at FireRock Capital from 2012-2015.

*David Delaney:*

Mr. Delaney is the president of Concord Investment Partners, an investment company focused on listed equities and real estate investment. Prior thereto, Mr. Delaney spent five years working for a Toronto based real estate developer and a Toronto based lender. From 2007 to 2011, Mr. Delaney trained and practiced as an architect at the University of Toronto and Diamond and Schmitt Architects. He has been a CFA Charterholder since 2016. Mr. Delaney has a Master of Architecture degree from the University of Toronto and a Bachelor of Arts degree from Acadia University.

### **Audit Committee Oversight**

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

### **Reliance on Certain Exemptions**

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

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

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services which are set forth in the Audit Committee Charter under the heading "External Auditors".

### **External Auditor Service Fees**

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company's financial statements. "Tax fees" are fees billed by the

auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

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

Year Ended October 31	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2017	\$76,969	Nil	Nil	Nil
2016	\$65,000	Nil	Nil	Nil

### Exemption

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

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

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

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

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

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

### MANAGEMENT CONTRACTS

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

### CORPORATE GOVERNANCE

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

## **Board of Directors**

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

Avi Geller, Elie Norowitz, David Delaney and Bradley Dunkley are "independent" in that each are independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from being shareholders of the Company. Bryan Wallner is the CEO of the Company.

## **Directorships**

No directors of the Company are currently also directors of other reporting issuers.

## **Education**

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

## **Ethical Business Conduct**

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

## **Nomination of Directors**

The Nomination Committee, develops, reviews and monitors, in consultation with the Chairman, criteria for selecting Directors, by assessing the qualifications, personal qualities, education, business background, and diversified experience of the Board and the Company's circumstances and needs.

## **Compensation**

The Board has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Company's employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria.

## **Other Board Committees**

The Board has no other committees other than:

The Audit Committee which is currently comprised of Avi Geller, David Delaney and Pesach (Pace) Goldman.

The Investment Committee which is currently comprised of David Delaney, Avi Geller, Bradley Dunkley and Bryan Wallner.

## Assessments

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

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

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

Directors, executive officers, proposed nominees for election as director of the Company may be interested in the approval of the Company's stock option plan, pursuant to which they may be granted stock options. See "Particulars of Matters to be Acted Upon – Ratification of Stock Option Plan", below, for more information.

### PARTICULARS OF MATTERS TO BE ACTED UPON

#### Ratification of Stock Option Plan

The Plan is a "rolling" stock option plan, whereby the maximum number of Shares that may be reserved for issuance pursuant to the exercise of options is 10% of the issued shares of the Company and, as such, will increase with the issue of additional shares of the Company. The TSX Venture Exchange (the "Exchange") requires listed companies that have a "rolling" stock option plan in place to receive shareholder approval of such plan on a yearly basis at the company's annual meeting. Accordingly, shareholders of the Company will be asked at the Meeting to ratify and approve the Plan. The Plan complies with the current policies of Exchange for Tier 2 issuers.

The purpose of the Plan is to advance the interests of the Company and its shareholders by attracting, retaining and motivating selected directors, officers, employees, consultants and management company employees of the Company of high caliber and potential, and to encourage and enable such persons to acquire an ownership interest in the Company.

The following information is intended as a brief description of the Plan and is qualified in its entirety by the full text of the Plan, which is attached as Schedule "D" to the Company's management information circular dated May 10, 2016, which was filed under the Company's profile on SEDAR on May 12, 2016 and is available at [www.sedar.com](http://www.sedar.com):

1. The number of shares that may be the subject of options granted shall be determined by the Board, or if appointed, by a special committee of directors appointed from time to time by the Board, provided, at the time the options are granted, that:
  - (a) the number of Shares reserved for issuance pursuant to Options granted to Insiders (as a group) at any point in time exceeding 10% of the issued and outstanding Shares;
  - (b) the grant to Insiders (as a group), within a 12 month period, of an aggregate number of Options exceeding 10% of the issued and outstanding Shares at the time of the grant of the Options;
  - (c) the issuance to any one Optionee, within any 12 month period, of an aggregate number of Options exceeding 5% of the issued and outstanding Shares at the time of the grant of the Options;

- (d) any individual Option grant that would result in any of the limitations set out in sections 5.3 (a), (b) or (c) being exceeded; or
  - (e) any amendment to Options held by Insiders that would have the effect of decreasing the exercise price of such Options.
2. Subject to the policies of the Exchange, the Option Price shall not be less than the Discounted Market Price, provided that (i) if the Company has just been recalled for trading following a suspension or halt, the Company must wait until a satisfactory market has been established before setting the exercise price for and granting of the Options (generally ten days from the date of resumption of trading); (ii) a minimum price cannot be established unless the Options are allocated to particular Optionees; and (iii) if Options are granted within 90 days of a distribution of securities by way of a prospectus, the minimum exercise price of those Options will be the greater of the Discounted Market Price and the prospectus offering price (the 90 day period to be calculated from the date a final receipt is issued for the prospectus).
  3. Options may be exercisable for a period of up to 10 years, as determined by the Board.
  4. All options are non-assignable and non-transferable and, if granted at an exercise price less than market, will be legended with a four month Exchange hold period commencing on the date the stock options are granted.
  5. Options shall be subject to such vesting requirements, if any, as may be determined by the Board from time to time, provided that options granted to consultants performing "investor relations activities" must vest in stages over 12 months with no more than 1/4 of the options vesting in any three month period.
  6. Options can only be exercised by the applicable optionee and only so long as the optionee is a director, officer, employee or consultant of the Company, any of its subsidiaries, or within a reasonable period of time, not to exceed one year, after the optionee ceases to be in at least one of such positions to the extent that the optionee was entitled to exercise the options at the date of such cessation.
  7. In the event of death of an optionee, the options previously granted to it shall be exercisable as to all or any of the Shares in respect of which such options had not previously been exercised at the date of the optionee's death (including in respect of the right to purchase Shares not otherwise vested at such time), by the legal representatives of the optionee at any time up to and including (but not after) a date six months following the date of death of the optionee or the expiry time of the options, whichever occurs first.
  8. Option agreements may provide that, in the event of the sale by the Company of all or substantially all of the property and assets of the Company or in the event of a take-over bid is made for the Shares of the Company, the optionees shall be entitled, for a stated period of time thereafter, to exercise and acquire all Shares under their options, including in respect of Shares available under the options that are not otherwise vested at that time.
  9. Disinterested shareholder approval for any reduction in the exercise price of previously granted options shall be obtained prior to the exercise of such options if the optionee is an "insider" of the Company at the time of the proposed reduction.

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

As of July 12, 2018, there were 1,745,000 stock options outstanding.

Upon request, the Company will promptly provide a copy of the Plan free of charge to a Shareholder. A Shareholder may contact the Company at its office at Suite 500, 666 Burrard Street, Vancouver, British Columbia V6C 2X8, to request a copy.

At the Meeting, Shareholders will be asked to approve the following ordinary resolution (the “**Plan Resolution**”), which must be approved by at least a majority of the votes cast by Shareholders represented in person or by proxy at the Meeting who vote in respect of the Plan Resolution:

“BE IT RESOLVED, AS AN ORDINARY RESOLUTION THAT:

1. The Company’s Stock Option Plan (the “**Plan**”), as described in the information circular dated July 12, 2018, is hereby ratified, confirmed and approved, including the reserving for issuance under the Plan at any time of a maximum of 10% of the issued and outstanding common shares of the Company, subject to any amendments that may be required by the TSX Venture Exchange (“**TSXV**”);
2. The Company is authorized to abandon or terminate all or any part of the Plan if the directors of the Company deems it appropriate and in the best interests of the Company to do so;
3. The Company is hereby authorized to grant options pursuant and subject to the terms and conditions of the Plan;
4. The Company is hereby, at the discretion of the board of directors (the “**Board**”), to amend the exercise price of previously granted option agreements, without further approval by the shareholders, all in accordance with the policies of the TSXV; and
5. Any one or more of the directors and officers of the Company are hereby authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commissions forms, as may be required to give effect to the true intent of this resolution.”

The form of the Plan Resolution set forth above is subject to such amendments as management may propose at the Meeting, but which do not materially affect the substance of the Plan Resolution.

**Management of the Company recommends that Shareholders vote in favour of the Plan Resolution at the Meeting.**

#### **ADDITIONAL INFORMATION**

Shareholders may contact the Company at its office by mail at Suite 500, 666 Burrard Street, Vancouver, British Columbia V6C 2X8, to request copies of the Company’s financial statements and related Management’s Discussion and Analysis (the “**MD&A**”). Financial information is provided in the Company’s audited financial statements and MD&A for the most recently completed financial year and in the financial statements and MD&A for subsequent financial periods, which are available on SEDAR.

#### **OTHER MATTERS**

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

**APPROVAL OF THE BOARD OF DIRECTORS**

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

Dated at Vancouver, British Columbia this 12<sup>th</sup> day of July, 2018.

**ON BEHALF OF THE BOARD OF DIRECTORS OF**

**PARKIT ENTERPRISE INC.**

*"Bryan Wallner"*

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Bryan Wallner  
Chief Executive Officer  
and Director