LOGiQ
Asset Management

LOGiQ ASSET MANAGEMENT INC.
NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of the Shareholders of LOGiQ Asset Management Inc. (the "**Corporation**", "**Company**" or "**LOGiQ**") will be held at Blake, Cassels & Graydon LLP, 855 - 2nd Street S.W., Suite 3500, Bankers Hall East Tower, Calgary, Alberta, Canada, on Friday, September 29, 2017, at 10 a.m. (MDT) for the following purposes:

1. To elect the directors of the Corporation for the ensuing year;

2. To appoint PricewaterhouseCoopers LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration; and

3. To transact such other business as may properly be brought before the Meeting, or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular accompanying this notice, which Information Circular forms part of this notice. A form of proxy also accompanies this notice.

Terms not defined herein are defined in the Information Circular accompanying this Notice. The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting.

Only persons registered as Shareholders of the Corporation as of the close of business on September 1, 2017 are entitled to receive notice of the Meeting.

DATED as of the 1st day of September, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(*Signed*) "Joe Canavan"

Joe Canavan
President and Chief Executive Officer

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting in person are requested to date, sign and return the accompanying Instrument of Proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed Instrument of Proxy must reach or be deposited with Computershare Trust Company of Canada, **Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1**, not later than 10 a.m. (MDT) on Wednesday, September 27, 2017 or, in the case of adjournment, at least 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any further adjournment thereof. A person appointed as proxyholder need not be a Shareholder of the Corporation.

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LOGiQ ASSET MANAGEMENT INC.

Annual General Meeting of Shareholders to be held on September 29, 2017

INFORMATION CIRCULAR

Dated as of September 1, 2017

INTRODUCTION

This Information Circular is furnished in connection with the solicitation by management of LOGiQ of proxies from the holders of LOGiQ Shares in respect of the Meeting to be held at Blake, Cassels & Graydon LLP, 855 - 2nd Street S.W., Suite 3500, Bankers Hall East Tower, Calgary, Alberta, Canada on Friday, September 29, 2017, at 10a.m. (MDT) and at any adjournment thereof for the purposes set out in the accompanying Notice of Annual General Meeting. Although it is expected that the solicitation of proxies by management will be primarily by mail, proxies may also be solicited personally, by email or by telephone by directors or officers of the Corporation. The Corporation will be sending all of its proxy solicitation materials to non-objecting beneficial holders directly. LOGiQ will pay to forward proxy solicitation materials indirectly to all objecting beneficial owners of LOGiQ Shares. LOGiQ will not be sending any of its materials using notice-and-access. The cost of any such solicitation will be borne by the Corporation.

All capitalized terms used in this Information Circular not otherwise defined herein have the meanings set forth under the heading "Glossary of Terms". Information contained in this Information Circular is given as of September 1, 2017 unless otherwise specifically stated.

FORWARD-LOOKING STATEMENTS

This Information Circular contains certain forward-looking information and statements (collectively, "**forward-looking information**") within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends", "might" and similar expressions are intended to identify forward-looking information.

The forward-looking information included in this Information Circular is not a guarantee of future performance and should not be unduly relied upon. Forward-looking information is based on current expectations, estimates and projections that involve a number of risks and uncertainties, which could cause actual results to differ materially from those anticipated and described in the forward-looking information. Such forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information including, without limitation: (i) changes in general economic, market and business conditions in Canada, North America, and worldwide; (ii) actions by governmental or regulatory authorities including changes in securities laws or changes in tax laws; and (iii) the ability of LOGiQ to raise capital. Additional information may also be found in LOGiQ's other reports on file with the Canadian securities regulatory authorities.

The forward-looking information contained in this Information Circular speaks only as of the date of this Information Circular, and LOGiQ assumes no obligation to publicly update or revise such forward-looking information to reflect news, events or circumstances, except as may be required pursuant to applicable laws.

GLOSSARY OF TERMS

The following is a glossary of certain terms used in this Information Circular.

"**ABCA**" means the *Business Corporations Act* (Alberta), R.S.A. 2000, c. B-9 including the regulations promulgated thereunder;

"**affiliate**" or "**associate**" when used to indicate a relationship with a person or company, have the same meanings as set forth in the *Securities Act* (Alberta);

"**Articles**" means the Corporation's articles of incorporation, as amended;

"**Board**" or "**Board of Directors**" means the board of directors of LOGiQ;

"**Business Day**" means a day which is not a Saturday, Sunday or statutory holiday in the Province of Alberta;

"**By-Laws**" means the By-Law No. 1 of LOGiQ dated March 25, 2014.

"**DSUs**" mean deferred share units of the Corporation, issuable pursuant to the DSU Plan;

"**DSU Plan**" means the Deferred Share Unit Plan for Outside Directors, as adopted by the Board on January 23, 2012;

"**Information Circular**" means this management information circular dated September 1, 2017;

"**Instrument of Proxy**" means the form of proxy to be used by registered Shareholders in connection with the Meeting;

"**LOGiQ**" or "**Corporation**" means LOGiQ Asset Management Inc.;

"**LOGiQ Shares**" or "**Shares**" means voting common shares of LOGiQ as presently constituted;

"**Meeting**" means the annual general meeting of Shareholders to be held on September 29, 2017 and any adjournment(s) thereof;

"**NI 52-110**" means National Instrument 52-110 – Audit Committees of the Canadian Securities Administrators;

"**Notice of Meeting**" means the notice to the Shareholders of the Meeting, which notice accompanies the Information Circular;

"**Options**" means the stock options issued by LOGiQ entitling the holders thereof to acquire LOGiQ Shares;

"**Outside Directors**" means a member of the Board who is not a salaried officer or an employee of the Corporation or a related corporation;

"**Person**" means any individual, partnership, association, body corporate, trustee, executor, administrator, legal representative, government, regulatory authority or other entity;

"**Record Date**" means the record date for notice of and voting at the Meeting, being the close of business on September 1, 2017;

"**RSUs**" means the restricted share units of the Corporation, issuable pursuant to the RSU Plan;

"**RSU Plan**" means the Restricted Share Unit Plan for officers and employees of LOGiQ, as adopted by the Board on January 23, 2012, as amended or supplemented from time to time;

"**Shareholders**" means the holders of LOGiQ Shares;

"**Stock Option Plan**" means the rolling stock option plan of LOGiQ dated June 8, 2011, as amended on October 26, 2011;

"**Subsidiary**" includes, with respect to any person, any other person that is controlled, directly or indirectly, by the person;

"**Transfer Agent**" means Computershare Trust Company of Canada at its principal offices in Calgary, Alberta, and Toronto, Ontario; and

"**TSX**" means the Toronto Stock Exchange.

In this Information Circular, words importing the singular number also include the plural and vice versa and words importing any gender includes all genders. Unless otherwise indicated in this Information Circular, all references to "dollars" and the symbol "$" are to Canadian dollars.

GENERAL PROXY MATTERS

Record Date

The Record Date for the Meeting is the close of business on September 1, 2017. Shareholders of record on the Record Date are entitled to vote their LOGiQ Shares at the Meeting on the basis of one vote for each LOGiQ Share held except to the extent that, (i) the holder transfers his or her LOGiQ Shares after the close of business on the Record Date, and (ii) such transferee, at least ten days prior to the Meeting, produces properly endorsed share certificates to the Corporate Secretary of the Corporation or Transfer Agent or otherwise establishes his or her ownership of the LOGiQ Shares, in which case the transferee may vote those Shares.

Voting of Proxies

All LOGiQ Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting on any poll at the Meeting, as applicable, and where a choice with respect to any matter to be acted upon has been specified, the LOGiQ Shares represented by the proxy will be voted in accordance with such specifications. **In the absence of any such specifications, the management designees, if named as proxy, will vote in favor of all the matters set out herein.**

The enclosed Instrument of Proxy confers discretionary authority upon the management designees, or other persons named in the Instrument of Proxy, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. At the date of this Information Circular, the Corporation is not aware of any amendments to, or variations of, or other matters which may come before the Meeting. In the event that other matters come before the Meeting, then the management designees intend to vote in accordance with the judgment of the management designees.

Proxies, to be valid, must be deposited at the office of the Transfer Agent of the Corporation, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, by not later than 10a.m (MDT) on Wednesday, September 27, 2017 or, in the case of an adjournment, at least 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any further adjournment thereof.

Appointment of Proxies

A Shareholder has the right to designate a person or company (who need not be a shareholder of the Corporation) to represent the Shareholder at the Meeting other than Joe Canavan (President and Chief Executive Officer) or Mary Anne Palangio (Chief Financial Officer). Such right may be exercised by inserting in the blank space provided, the name of the person to be designated and deleting or crossing out therefrom the names of the management designees or by completing another proper instrument of proxy and, in either case, depositing the Instrument of Proxy with the Registrar and Transfer Agent of the Corporation, Computershare Trust Company of Canada, **Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1**, not later than the close of business at least 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting.

Revocation of Proxies

A Shareholder who has given a proxy (including an Instrument of Proxy) may revoke it as to any matter upon which a vote has not already been cast. A proxy may be revoked by either executing a proxy (including an Instrument of Proxy) bearing a later date or by executing an instrument in writing stating the Shareholder's intention to revoke, either of the foregoing to be executed by the Shareholder or by his authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized. To have any proxy (including an Instrument of Proxy) bearing a later date validly voted at the Meeting, such proxy (including an Instrument of Proxy) must be deposited at the office of the Transfer Agent of the Corporation, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, by not later than 10a.m. (MDT) on Wednesday, September 27, 2017 or, in the case of an adjournment, at least 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any further adjournment thereof. To be valid, a revocation may be deposited at any time up to and including the last business day preceding the date of the Meeting or any adjournment thereof at which the proxy (including an Instrument of Proxy) is to be used or by depositing the revocation of proxy with the chairman of the Meeting on the day of the Meeting, or any adjournment thereof, or in any other matter permitted by law. In addition, a proxy may be revoked by the Shareholder personally attending at the Meeting and voting his or her LOGiQ Shares.

Advice to Non-Registered Shareholders

The information set forth in this section is of significant importance to Shareholders, as a substantial number of Shareholders do not hold LOGiQ 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 Corporation as the registered holders of LOGiQ Shares can be recognized and acted upon at the Meeting. If LOGiQ Shares are listed in an account statement provided to a Shareholder by a broker, then, in almost all cases, those LOGiQ Shares will not be registered in the Shareholder's name on the records of the Corporation. Such LOGiQ Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the nominee of CDS, which acts as depositary for many Canadian brokerage firms). LOGiQ Shares held by brokers or their agents or nominees can only be voted upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person.**

Applicable regulatory rules require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of the Meeting. 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. Often, the voting instruction form supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is identical to the form of proxy provided to registered Shareholders. 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. Many brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications Solutions ("**Broadridge**"). Broadridge typically applies a special sticker to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the voting instruction forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at a meeting. **A Beneficial Shareholder receiving a voting instruction form with a Broadridge sticker on it or who otherwise receives a voting instruction form from an intermediary/broker cannot use that voting instruction form to vote their LOGiQ Shares directly at the Meeting. The voting instruction form must be completed and returned to the applicable intermediary/broker in accordance with the specific instructions set out thereon and should be completed and returned well in advance of the Meeting in order to ensure that the LOGiQ Shares of the Beneficial Shareholder are voted at the Meeting.**

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

Confidentiality of Voting

Proxies will be counted and tabulated by the Transfer Agent in such a manner as to preserve the confidentiality of your voting instructions, except:

(a) where you make a written comment on the proxy form or otherwise clearly indicate that you wish to communicate your position to management;

(b) as necessary to meet the requirements of applicable law or regulatory authorities; or

(c) in the event of a proxy contest.

Quorum

The By-Laws provide that holders present, not being less than two in number and holding or representing not less than twenty-five percent (25%) of the issued LOGiQ Shares entitled to vote at the Meeting, shall constitute a quorum for the Meeting in respect of Shareholders.

Voting Shares and Principal Holders Thereof

The Corporation is authorized to issue an unlimited number of LOGiQ Shares, of which 327,378,042 are issued and outstanding as at the date hereof.

To the knowledge of the Corporation's directors and executive officers, the following table sets out any person or Corporation beneficially owning, or controlling or directing, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation.

Name	Number of LOGiQ Shares Beneficially Owned, Controlled or Directed	Percent of LOGiQ Shares Currently Outstanding
FS Group Holdings Ltd.	92,678,430	28%

As at the date hereof, the current directors and officers of the Corporation as a group beneficially own, directly or indirectly, 97,035,517 LOGiQ Shares representing approximately 30% of the issued and outstanding LOGiQ Shares.

STATEMENT OF EXECUTIVE COMPENSATION

The Corporation changed its year-end from December 31 to September 30 following the reverse takeover of LOGiQ Capital 2016 completed on December 8, 2016. As a result, the Corporation’s most recently completed financial year ended December 31, 2015. For a discussion of the executive compensation provided to the Corporation’s directors and certain executive officers for the Corporation’s most recently completed financial year, please refer to the Corporation’s management information circular dated as of May 16, 2016, incorporated herein by reference.

MANAGEMENT CONTRACTS

Management functions of the Corporation and its subsidiaries are performed by the directors and executive officers of the Corporation and its subsidiaries and are not to any substantial degree performed by any other person or corporation.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or executive officer nor any of their respective associates or affiliates is as at the date hereof, indebted to the Corporation or any of its subsidiaries.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

The management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director, executive officer, proposed nominee for election as director, or any associate or affiliate of any of the foregoing persons, in any matter to be acted upon other than the election of directors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

The management of the Corporation is not aware of any material interest, direct or indirect, of any "informed person" (as such term is defined by National Instrument 51-102 – *Continuous Disclosure Obligations of the Canadian Security Administrators*) or any proposed director of the Corporation or any associate or affiliate of any such person in any transaction since the commencement of its most recently completed financial or in any proposed transaction that has materially affected or would materially affect the Corporation or any of its subsidiaries.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Board of Directors

The Board of Directors facilitates the exercise of independent supervision over management. Following are the independent directors of the Corporation, Dr. Eldon Smith, Ms. Donna Toth, and Ms. Colleen McMorrow. Mr. Joe Canavan and Mr. Gordon McMillan are not considered independent, as Mr. Canavan also serves as one of the Named Executive Officers of the Corporation and Mr. McMillan is a principal of FS Group Holdings Ltd., the single largest shareholder of LOGiQ and which holds approximately 28% of the issued and outstanding LOGiQ Shares.

Dr. Eldon Smith, an independent director, was appointed Chairman of the Corporation's Board of Directors effective August 31, 2015. Dr. Smith's responsibilities as Chairman include but are not limited to, assisting in CEO and Board assessment, ensuring the Board discharges its duties independent of management, chairing meetings of independent directors and, periodically meeting with other directors to gain insights on ways to improve Board efficiency.

The Board discharges its responsibilities both directly and through its committees, the GNC Committee and the Audit Committee. The Board discharges its responsibility for overseeing the management of the Corporation's business by delegating to the Corporation's Named Executive Officers, the responsibility for day-to-day management of the Corporation. Board consideration and approval is required for material contracts, all debt and equity financings and material business transactions outside the ordinary course of business. The Board delegates to management responsibility for meeting defined corporate objectives, approving long-term strategic plans and annual operating budgets, carrying on the business of the Corporation in the ordinary course, evaluating new business opportunities and challenges, recruiting staff and meeting all legal and regulatory requirements of the business. The Board does not have a written mandate. All responsibilities not otherwise delegated to Board committees or management are dealt with by the full Board. The Chairman of the Board is responsible for overseeing the performance of the Board and communicating with each committee chair regarding the activities of the committees. The Board meets a minimum of three times a year, or as deemed necessary in the normal course of business. In-camera sessions are held without the presence of management as deemed required by the Board in the normal course of business. During the nine-month period ended June 30, 2017, the independent directors met in-camera 9 times.

Directorships

The following directors are presently directors of other issuers which are reporting issuers or their equivalent in a domestic or foreign jurisdiction.

Name of Director	Name of Other Reporting Issuer	Position with Other Reporting Issuer
Donna Toth	• ECN Capital Corp.	• Director, Audit Committee Member
Colleen McMorrow	• Exco Technologies Limited	• Director, Chair HR and Compensation Committee
Eldon Smith	• Intellipharmaceutics International Inc	• Director, Chair Compensation Committee, Member Audit Committee and Governance Committee
	• Resverlogix Corp	• Lead Director, Chair Governance Committee, Member – Compensation Committee
	• Zenith Capital Corp	• Lead Director, Chair Governance Committee, Member Compensation Committee, Member Audit Committee

Orientation and Continuing Education

The Board is responsible for ensuring that all new directors understand the nature and operation of the Corporation's business. Each member of the Board is provided with copies of all governance-related policies of the Corporation. Board members are encouraged to contact the Chief Executive Officer or Chief Financial Officer of the Corporation should they have specific questions or concerns. The Corporation does not have a formal policy of providing continuing education for directors, and relies upon its professional advisors to update the knowledge of the Board members in respect to changes in relevant policies and regulations. The Board expects to select any new members from persons who have the requisite knowledge and experience to ensure that the lack of formal policy will not detract from the performance of its members.

Ethical Business Conduct

The Board of Directors implemented a Corporate Code of Business Conduct and Conflict of Interest Policy and has approved policies and procedures designed to ensure that the Corporation operates with the highest ethical standards. The directors and officers of the Corporation are aware of their fiduciary obligation to the Corporation to act in its best interest, and to disclose any potential conflicts of interest to the Corporation. A Whistleblower Policy is also in place and together with the Corporate Code of Business Conduct and Conflict of Interest Policy, helps to ensure that the Corporation, its subsidiaries, directors, officer and employees comply with all applicable legal and regulatory requirements relating to corporate reporting and disclosure, accounting and auditing controls and securities compliance, to encourage and promote a culture of ethical business conduct, and relies upon the selection of persons as directors, officers and employees who they consider to meet the highest ethical standards. Annually the Code of Business Conduct and Conflict of Interest Policy is circulated to all directors, executives, employees and consultants to ensure compliance with the code. A copy of the Code of Business Conduct and Conflict of Interest Policy may be obtained by contacting the Corporate Secretary of the Corporation.

Nominations of Directors

The GNC Committee, in connection with the nomination of individuals as directors, is responsible for reviewing potential nomination candidates as brought before the Committee by the Board of Directors and Management. The Board as a whole is charged with the responsibility of identifying new candidates for Board nomination and approval. There are currently no formal procedures in place for identifying new candidates.

Director Term Limits and Other Mechanisms of Board Renewal

The Board has not adopted term limits or other procedures of Board renewal, however does conduct an annual review to evaluate the effectiveness of the Board, as a whole as well the effectiveness of supporting committees of the Board. The Board has not adopted term limits as it is of the view that such annual review process is more effective than term limits or other procedures, such as mandatory retirement, relating to Board renewal.

Policies Regarding the Representation of Women on the Board and in the Director Identification and Selection Process

The Corporation has not yet adopted written policy relating to the identification and nomination of women directors. The Board takes into consideration members with experience, good governance and whom are diverse in experience and will provide direction and leadership to the decision-making processes of the Board. The Board evaluates all potential nominees by reviewing the qualifications including the ability to exercise independent judgement, expertise, and for their individual diversity of background, experience and skills, and takes into consideration the existing Board`s composition, skill set and the anticipated skills required to enhance the capabilities of the Board.

The Board has not adopted a target regarding women on its Board, but considers the individual diversity of gender, background and experience. In reviewing potential nominees, the GNC Committee, in conjunction with the Board, focus on the current composition of the Board and the skills required to enhance and compliment the Board's effectiveness. The Board recognizes the importance of all forms of diversity. As at the date hereof, of the five members of the Board, two are women representing 40%.

Policies Regarding the Representation of Women in Executive Officer(s) Appointments

The Board has not adopted a target regarding women in executive officer position(s). The Corporation is committed to the fundamental principal of equal employment opportunities where candidates are selected based on the primary considerations of experience, skill and ability. All employees have access to and are encouraged to continue their career development through continued education opportunities. Appointments to executive levels are determined by performance, expertise and experience of an individual, relevant to the area of responsibility. Currently the Corporation's Chief Financial Officer and the Chief Operating Officer are women, and the Corporation recognizes the importance of all forms of diversity when appointing executive officer positions.

Minimum Share Ownership by NEOs and Directors

The Corporation believes it is important that senior officers and directors have a sizeable ownership in LOGiQ Shares to better align their interests with the interests of Shareholders. The Corporation adopted a policy effective as of June 19, 2013 that requires the President & Chief Executive Officer of the Corporation to beneficially own that number of LOGiQ Shares the market value of which is at least three times their current base salary, and for each other named executive officer ("**NEO**") to own the number of LOGiQ Shares the market value of which is at least two times their current base salary. Each individual will have a period of five years from the first employment date or the implementation of the policy, whichever is later, to achieve the requisite level of share ownership.

As part of the policy, each director (except directors who are also officers of the Corporation) is required to beneficially own that number of LOGiQ Shares the market value of which is at least three times the annual director's retainer paid to such director. Each director will have a period of five years from the first appointment date, or the implementation of the policy, whichever is later, to achieve requisite level of share ownership.

The following table summarizes the share ownership of each Director and NEO who at the relevant time has met the share ownership requirements

Named Executive Officer/Director	Shares held
Gordon McMillan	92,678,430 (1)

(1) Shared owned by FS Group, Mr. Gordon McMillian has a 41.5% ownership interest in FS Group.

The following table summarizes the date at which the share ownership of each Director and NEO who at the relevant time has not yet met the share ownership requirements:

Named Executive Officer/Director	Date of Appointment	Date to Meet Requirements	Shares held
Eldon Smith	June 2005	June 2018	1,023,754
Joe Canavan	December 2016	December 2021	3,333,333
Donna Toth	December 2016	December 2021	Nil
Colleen McMorrow	April 2017	April 2022	Nil

Committees of the Board

The Board does not have any standing committee other than the GNC Committee and the Audit Committee

GNC Committee

The Board of Directors of LOGiQ has delegated the responsibilities, authorities and duties described below to the GNC Committee. The overall purpose of the GNC Committee is to assist the Board in maintaining high standards of corporate governance by developing, recommending and monitoring effective guidelines and procedures applicable to the Corporation, including establishing processes for identifying, recruiting, appointing and providing ongoing development for directors and senior management of the Corporation. In addition, the GNC Committee assists the Board in fulfilling its oversight responsibilities in relation to compensation by developing, monitoring and assessing the Corporation's approach to the compensation of its directors, executive management and employees.

Charter

The GNC Committee's charter sets out its mandate and responsibilities and is reviewed and assessed for adequacy, along with the effectiveness of the Committee, at least annually or otherwise as the Committee deems appropriate. The GNC Committee recommends any required changes to the Board for approval. A copy of the GNC Committee's charter may be obtained, upon request, from the Corporate Secretary of the Corporation.

Meetings

The GNC Committee meets a minimum of once a year to review and carry out its responsibilities. Additional meetings are to be held as deemed necessary by the Chair of the GNC Committee. During the nine-month period ending June 30, 2017, the GNC Committee met 1 time and held an in-camera session.

Members

The GNC Committee is comprised of three directors, each of whom are "independent" (as defined by NI 52-110). The membership of the GNC Committee is confirmed annually by the Board at the first meeting of the Board after the annual general meeting of shareholders. Each member serves until such member's successor is appointed, unless that member resigns or is removed by the Board or otherwise ceases to be a director of the Corporation. The Board will fill any vacancy where the membership of the Committee drops to less than three directors.

The GNC Committee is currently comprised of Dr. Eldon Smith (Chair), Ms. Colleen McMorrow, and Ms. Donna Toth. The Chair is responsible for overseeing the performance by the GNC Committee of its duties, for assessing the effectiveness of the GNC Committee and for reporting to the Board.

Responsibilities

The GNC Committee has the following primary responsibilities:

(i) Develop and monitor a set of corporate governance guidelines and procedures, and any necessary revisions thereto.

(ii) Recommend to the Board succession planning programs for any of the CEO, President, COO or CFO, including programs to appoint, train and develop management.

(iii) Annually, review the charters for each Board committee which set out their mandates, duties and responsibilities, recommending any amendments to such charters. Recommend the appropriate committee structure of the Board and, if required, committee members to fill vacancies as needed.

(iv) Make recommendations regarding the size and composition of the Board, including recommendation for selection of new directors, and termination of board membership of individual directors when appropriate. Work with the Chairman of the Board to identify individuals qualified to become Board members and an appropriate orientation program for new directors. Annually evaluate the performance of the Board and related Board committees and senior management to assess and, where possible, increase the effectiveness of the Board and its committees.

(v) Develop, review and recommend to the Board a description of the corporate goals and objectives that the executive officers of the Corporation are responsible for meeting and evaluate their performance against such goals and objectives and report its findings and conclusions to the Board.

(vi) Regular review of the Code of Conduct and Conflict of Interest Policy, Share Trading Policy and Investment Policy to ensure the Corporation has adequate policies and procedures in place to identify and manage the principal risks of the Corporation's business.

(vii) Provide regular reports of the GNC Committee's activities to the Board and investigate and report on such other matters as it considers necessary or appropriate in the circumstances.

(viii) Review the compensation practices and policies of the Corporation to ensure that they are competitive and that they provide appropriate motivation for corporate performance including oversight of the Corporation's compensation programs, including any incentive compensation plans and equity-based plans, and the nature of the compensation provided under such programs to ensure that all management compensation programs are linked to meaningful and measurable performance targets.

(ix) Make recommendations to the Board regarding the adoption, amendment or termination of compensation programs and the formal approval of the adoption, amendment and termination of compensation programs of the Corporation. Establish and evaluate the appropriateness of performance goals for performance-based compensation and make recommendations to the Board regarding same.

(x) Annually review and make recommendations to the Board regarding retainers and fees paid to members of the Board.

(xi) Perform an annual review of executive compensation practices of other comparable companies including review and recommendation regarding annual base salary and bonus targets for executives of the Corporation, making required recommendations to the Board.

(xii) Annual review and recommendation to the Board regarding the CEO's and President's annual base salary, the CEO's and President's bonus and any Option grants and other awards to the CEO and President under the Corporation's compensation programs. In evaluating the CEO's and President's compensation, the GNC Committee will consider the Corporation's performance and relative shareholder return and the compensation of CEOs and Presidents at other companies.

(xiii) Determine (or delegate the authority to determine) and recommend to the Board for approval the award to employees of Options under the Corporation's Stock Option Plan and, on an annual basis, allocations to employees of bonus compensation under the Corporation's bonus pool. Delegation of authority to executive management to award routine option grants in reasonable amounts to new employees.

(xiv) The Committee has the authority to engage outside advisors as it determines necessary to carry out its duties. The Corporation shall provide appropriate funding, as determined by the GNC Committee, in its capacity as a committee of the Board, for payment of compensation to any advisors engaged by the Committee, and of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Periodically, typically no longer than two years apart, a formal assessment of the Board and management's effectiveness, and that of the committees serving the board is completed by each director. As part of its mandate the Chair of the GNC Committee reviews the assessments and reports on any recommendations arising therefrom.

Audit Committee

The Audit Committee operates under guidelines established by the Canadian Securities Administrators and follows recommendations of the Corporation's outside auditors to enhance the effectiveness of those guidelines. The Audit Committee also operates in accordance with NI 52-110 and complies with all applicable Canadian securities laws, rules and guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules. In addition to carrying out its statutory legal responsibilities (including review of the Corporation's annual and interim financial statements and management's discussion and analysis thereon prior to their presentation to the Board) the Audit Committee is directly responsible for overseeing the accounting and financial reporting processes of the Corporation. The Audit Committee also recommends to the Board the auditors to be appointed as the Corporation's auditors at the annual meeting and the terms of their remuneration.

<u>Non-Audit Services</u>

Any non-audit services proposed to be provided to the Corporation by its auditors are presented to the Audit Committee for prior approval. The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services.

<u>Meetings</u>

The Audit Committee meets with the Corporation's external auditors at least four times a year and with members of management at least four times a year (and more frequently as necessary) to assist it in the effective discharge of its duties. During the nine-month period ending June 30, 2017, the Audit Committee met 3 times. At each meeting, the Audit Committee held an in-camera session.

<u>Members</u>

As of the date hereof, the Audit Committee is comprised of Ms. Colleen McMorrow (Chair), Dr. Eldon Smith and Ms. Donna Toth. All members of the Audit Committee are considered to be "financially literate" and “independent” (as defined by NI 52-110).

Colleen McMorrow (Chair), Independent

Ms. McMorrow is the Chair of the Audit Committee and is financially literate. Ms. McMorrow. recently retired as an Audit Partner following a 38-year career at Ernst and Young LLP (EY) where she held a number of senior leadership positions including a senior client serving audtit partner. She presently serves as a director on corporate and non-profit boards and also participates in the capacity of Chair of the Finance and Audit Committee for the Investment Management Corporation of Ontario Board and as a Member of the HR and Compensation Committee for Exco Technologies Limited (TSX:XTC) Board. Ms. McMorrow is a Chartered Professional Accountant and FCPA.

Eldon Smith, Independent

Dr. Smith is Emeritus Professor and former Dean of the Faculty of Medicine at the University of Calgary. He is currently President and Chief Executive Officer of Eldon R. Smith & Associates Ltd. Dr. Smith has served, or currently serves, on audit committees of other publicly traded companies, has been the Chair of a publicly traded company and has been the CEO of a large public not for profit organization.

Donna Toth, Independent

Ms. Toth served as Managing Director of Global Equity Sales at Scotia Capital Inc. from December 2009 to May 2016. Ms. Toth holds a 30-year career in the investment industry as an Institutional Equity Sales Professional and Bank and Financial Services Analyst. Ms. Toth has been Independent Director at ECN Capital Corp. since April 10, 2017. She has been a Director of the Children’s Aid Foundation (CAF) since September 2013. She has served as a Director of LOGiQ Asset Management Inc. (formerly Aston Hill Financial Inc.) since December 2016.

Oversight

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Additional Information

Additional information regarding the Audit Committee is provided in the "Audit Committee" section of the Corporation's most recently filed annual information form, available free of charge on the SEDAR website for Canadian regulatory filings at www.sedar.com. Shareholders may also contact the Corporation at 416-583-2300 or info@logiqasset.com to request a copy of the annual information form free of charge.

PARTICULARS OF MATTERS TO BE ACTED UPON – ANNUAL MEETING BUSINESS

To the knowledge of the Board of Directors, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

A. Election of Board of Directors

It is proposed that the persons named below will be nominated at the Meeting. All of the proposed nominees are currently directors of the Corporation and have been since the dates indicated below. All nominees have established their eligibility and willingness to serve as directors. Each director elected will hold office until the next annual meeting of Shareholders or until his successor is duly elected or appointed pursuant to the By-Laws unless his office is earlier vacated in accordance with the provisions of the ABCA or the By-Laws. **It is the intention of the management designees, if named as proxy, to vote FOR the election of said persons to the Board of Directors. Management does not contemplate that any of such nominees will be unable to serve as directors; however, if, for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies in favour of management designees will be voted for another nominee in their discretion unless the Shareholder has specified in his or her proxy that his or her Shares are to be withheld from voting in the election of directors.** Each director will be elected individually and not as a slate.

The Board has adopted a majority voting policy that requires that any nominee for director who receives a greater number of votes "withheld" than votes "for" his or her election as a director shall submit his or her resignation to the GNC Committee of the Board for consideration promptly following the meeting. The GNC Committee will accept the resignation absent exceptional circumstances and such resignation will be effective when accepted by the Board. This policy applies only to uncontested elections, meaning elections where the number of nominees for directors is equal to the number of directors to be elected. The GNC Committee shall consider the resignation and shall provide a recommendation to the Board. The Board will consider the recommendation of the GNC Committee and determine whether to accept it within 90 days of the applicable meeting and a news release will be issued by the Corporation announcing the Board's determination. A director who tenders his or her resignation will not participate in any meetings to consider whether the resignation shall be accepted. Shareholders should note that, as a result of the majority voting policy, a "withhold" vote is effectively the same as a vote against a director nominee in an uncontested election.

The five nominees for election as directors including all officer positions currently held, present principal occupation and employment for the past five years, meeting attendance records and direct and indirect beneficial ownership of, or control or direction over, LOGiQ Shares, DSUs and Options are set forth below.

ELDON SMITH | Independent Director		
Director Since June 2005 **Lead Director since June 2012** **Chairman since August 2015**	**Calgary, Alberta, Canada**	**AGE: 77**

Dr. Smith is a Corporate Director, and Consultant with Eldon R. Smith & Associates Ltd., a healthcare company. Dr. Smith is Emeritus Professor and former Dean of the Faculty of Medicine at the University of Calgary, and received his medical degree cum laude from Dalhousie University in 1967. Following Internal Medicine and Cardiology training in Canada, UK, and the USA, Dr. Smith joined the Faculty at Dalhousie in 1973. In 1980, Dr. Smith became Professor and Head of the Cardiology Division at Foothills Hospital and the University of Calgary and became Head of the Department of Medicine in 1985. Dr. Smith served as Dean of the faculty from 1992 to 1997. Dr. Smith currently serves on the board of a number of publicly traded companies.

Education	Dr. Smith received his medical degree cum laude from Dalhousie University in 1967.		
Investment in the Corporation	**Shares**	**Options**	**DSUs**
	1,023,754	225,000	253,539

Governance	**Board/Committee Memberships**	**Meeting Attendance in 2017 to June 30,2017**
	Board	6
	Audit Committee	2
	GNC Committee	1

JOE CANAVAN | Non-Independent Director		
Director, President & CEO since December 2016.	**Toronto, Ontario, Canada**	**AGE: 55**

Mr. Canavan has several years of financial services industry experience as an executive, entrepreneur and venture investor. He served as the Chief Executive Officer and President at Assante Wealth Management (Canada) Limited. Mr. Canavan served as the Chief Executive Officer and Chairman of United Financial Corporation from November 2003 to November 2009. He served as a Chief Executive Officer and Director since December 8, 2016 of Aston Hill Financial Inc. Mr. Canavan served as a Vice President and Director of National Sales at Fidelity Investments Canada Limited. He served as the Chief Executive Officer and President at Assante Corp. He served as the Chief Executive Officer and President at Synergy Asset Management Inc. from October 1997 to July 2003. Mr. Canavan was awarded “Person of Influence of the Decade” during the 2004 Canadian Investment Awards, was honoured as Concordia University's “Alumnus of the Year” in 2006 and was also the recipient of the Queen Elizabeth Diamond Jubillee II Medal in 2012.

Education	Mr. Canavan received a Bachelor of Business Administration in Business at Concordia University and has completed the OPM program at Harvard Business School.		
Investment in the Corporation	**Shares**	**Options**	**DSUs**
	3,333,333	32,500,000	Nil
Governance	**Board/Committee Memberships**	**Meeting Attendance in 2017 to June 30,2017**	
	Board	6	

DONNA TOTH | Independent Director		
Director since December 2016	**Toronto, Ontario, Canada**	**AGE: 58**

Ms. Toth served as Managing Director of Global Equity Sales at Scotia Capital Inc. from December 2009 to May 2016Ms. Toth holds a 30-year career in the investment industry as an Institutional Equity Sales Professional and Bank and Financial Services Analyst, of which 21 years were with Scotia Capital Inc. Ms. Toth has been Independent Director at ECN Capital Corp. since April 10, 2017 and is a Member of the ECN Audit Committee. She has been a Director of the Children's Aid Foundation (CAF) since September 2013 and is a Member of the CAF Executive and Finance Committees, Chair of the Investment Committee and is a Member of the Campaign Leadership Council. She has served as a Director of LOGiQ Asset Management Inc. (formerly Aston Hill Financial Inc.) since December 2016.

Education	Ms. Toth is a graduate of Wilfred Laurier University with a Bachelor of Business Administration.		
Investment in the Corporation	**Shares**	**Options**	**DSUs**
	Nil	Nil	Nil
Governance	**Board/Committee Memberships**	**Meeting Attendance in 2017 to June 30,2017**	
	Board	6	
	Audit	2	
	GNC	1	

GORDON MCMILLAN | Non-Independent Director		
Director since April 2017	**Toronto, Ontario, Canada**	**AGE: 49**

Mr. McMillan is a principal of FS Group Holdings Ltd. ("FSGH"), the single largest shareholder of LOGiQ. Prior to co-founding FSGH, Mr. McMillan was a co-founder and director of Pivot Technology Solutions, Inc., a technology solutions provider based in Carlsbad, California. Mr. McMillan has been an entrepreneur in the Canadian financial services industry since 1994. During that time, he co-founded, was chief executive officer and a director of Triax Capital Corporation and Skylon Capital Corporation. He was also a shareholder and director of Fairway Management Inc., Impax Funds Management Ltd. and i3 Advisors Inc. Mr. McMillan has served on the boards of numerous publicly listed investment funds during his career

Education	Mr. McMillan holds a Bachelor of Laws degree from Queen's University in Kingston, Ontario and is a member of the Law Society of Upper Canada.		
Investment in the Corporation	**Shares**	**Options**	**DSUs**
	92,687,430[(3)]	Nil	Nil
Governance	**Board/Committee Memberships**	**Meeting Attendance in 2017 to June 30,2017** [(4)]	
	Board	4	

COLLEEN MCMORROW | Independent Director		
Director since April 2017	**Toronto, Ontario, Canada**	**AGE: 61**

Ms. McMorrow is an accomplished business professional who recently retired as an Audit Partner following a 38-year career at Ernst and Young LLP (EY) where she held a number of senior leadership positions including senior client serving audit partner. She presently serves as a director on various boards and also participates in the capacity of Chair of the Finance and Audit Committee for the Investment Management Corporation of Ontario Board and as a Member of the HR and Compensation Committee for the Exco Technologies Limited (TSX:XTC) Board. Ms. McMorrow is also active in the community and serves on the board of the following not-for-profit organizations: Wellspring Cancer Support Foundation, PLAN International Canada, and NEXT Canada. Ms. McMorrow was named WXN's Top 100 Most Powerful Women in Canada, Trailblazer and Trendsetter 2015.

Education	Ms. McMorrow is a Chartered Professional Accountant and FCPA, and holds a Bachelor of Commerce and a graduate Diploma in Accountancy from the John Molson School of Business, Concordia University. She is an ICD.D candidate (September 2017) in the Directors Education program at the Rotman School of Management at the University of Toronto.

Investment in the Corporation	**Shares**	**Options**	**DSUs**
	Nil	Nil	Nil
Governance	**Board/Committee Memberships**	**Meeting Attendance in 2017 to June 30,2017 (4)**	
	Board Audit GNC	4 1 1	

Notes:

(1) All of the proposed nominees are ordinarily resident in Canada.
(2) Information as to the number of LOGiQ Shares beneficially owned, not being in the knowledge of the Corporation, has been furnished by the respective directors of LOGiQ.
(3) Shared owned by FS Group, Mr. McMillian has a 41.5% ownership interest in FS Group.
(4) Ms. McMorrow and Mr. McMillian have attended 100% of the meetings as scheduled as of their appointment to the board of the Company

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

None of the directors or executive officers of the Corporation is, as at the date hereof, or was within ten years before the date hereof, a director, chief executive officer or chief financial officer of any company (including LOGiQ) that: (i) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an order that was issued after the director or executive officer 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.

For the purposes hereof, the term "order" means any of the following should such order have been in effect for a period of more than 30 consecutive days: (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.

No director or executive officer of LOGiQ, or a shareholder holding a sufficient number of securities of LOGiQ to affect materially the control of LOGiQ: (i) is, as at the date of this Information Circular, or has been within the ten years before the date hereof, a director or executive officer of any company (including LOGiQ) that, while such person was acting in that capacity, or within a year of that person 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; or (ii) has, within ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or has a receiver, receiver-manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

No proposed director of LOGiQ has been subject to: (i) 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 (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in deciding whether to vote for a proposed director.

B. Appointment of Auditors

The Board of Directors by recommendation of the Audit Committee, is recommending that PricewaterhouseCoopers LLP, Chartered Accountants ("**PWC**") be re-appointed as auditors of the Corporation. PWC has advised the Corporation that it is "independent" of the Corporation within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Alberta. PWC has been the auditors of the Corporation since July 2006.

The management designees, if named as proxy, intend to vote the LOGiQ Shares represented by any such proxy FOR the appointment of PWC as auditors of the Corporation with remuneration to be fixed by the Board of Directors.

OTHER BUSINESS

While there is no other business other than that mentioned in the Notice of Meeting to be presented for action by the Shareholders at the Meeting, it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting, or any adjournment(s) thereof, in accordance with the discretion of the persons authorized to act thereunder.

GENERAL

All matters to be brought before the Meeting, other than the resolution relating to amending the articles of the Corporation, require approval by way of an "ordinary resolution", being a simple majority of the votes cast in person or by proxy at the Meeting by the holders of LOGiQ Shares.

The contents and the sending of this Information Circular have been approved by the Board of Directors of the Corporation.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on SEDAR at www.sedar.com. Shareholders may contact the Corporation at 77 King Street West, Suite 2100, PO Box 92, Toronto-Dominion Centre, Toronto, ON M5K 2A1, (416) 583-2300 Attention: Corporate Secretary to request copies of the Corporation's financial statements, management's discussion and analysis and current annual information form.

Financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis for its most recently completed financial year which are filed on SEDAR.